



Purpose

The Governance Committee is established for the primary purpose of assisting the Board of Directors (“Board”) of CHS Inc. (the “Company”) in fulfilling its responsibilities regarding matters that relate to governing the organization, including the organization, function, and composition of the Board and its committees, evaluations of the Board and its Committees, and development and recommendation of corporate governance policies and procedures.

Committee Members

The Governance Committee of the Board shall consist of three or more members of the Board. Members of the Committee shall be appointed and serve at the discretion of the Board of Directors. The Committee shall annually select from its members a Committee Chair and Vice Chair, subject to ratification by the Board of Directors.

Responsibilities

The Governance Committee shall have the following powers, authority, duties and responsibilities:

1. Review and make recommendations to the Board with respect to (1) the establishment, material modification to, or amendment of incentive, bonus or other similar compensation plans in which participants in the Company’s Executive Long-Term Incentive Plan are eligible participants, and (2) any employee retirement plans.
2. Develop and review director policies and guidelines to submit to Board and, where appropriate, incorporate in Director Handbook; conduct periodic reviews of Director Handbook.
3. Establish and periodically review a detailed list of requirements and expectations for Board members prior to nominations and elections. Review director qualifications as established by the bylaws and make any recommended changes to the Board.
4. Review and make recommendations to the Board regarding new director orientation, ongoing director education and skill development (in respect of directors’ service as CHS Directors).
5. Review and make recommendations to the Board regarding the appointment of directors to fill vacancies that occur on the Company’s Board.
6. Review and make recommendations regarding procedures this Company uses for election of Directors, including nomination, caucusing, and voting.
7. Review and make recommendations regarding the process, procedures, and activities used to conduct any member voting at this Company’s annual meeting or any special meeting, including but not limited to the materials used to provide members with notice of any such meeting, other official communications regarding any such meeting, and the selection of the parliamentarian for any such meeting.



8. Review and make recommendations regarding the Board policy and procedures used for the election of Board officers.
9. Review activities of this Company and the Board regarding member relations.
10. Review and monitor director and board performance. Conduct periodic evaluations of the performance of the Board and of the Board Chair.
11. Review CHS Inc. website content relating to governance.
12. Review and recommend to the Board the compensation structure for directors.
13. Monitor, review and oversee Board budget including, but not limited to, Board expenses. Review Board budget for alignment with overall CHS budget.
14. Conduct periodic review of the CHS governance structure.
15. Review and make recommendations to the Board regarding proposed article and bylaw amendments.
16. Annually review the Governance Committee charter.
17. With reasonable advance notice from management and prior to dissemination, the Committee shall review and provide feedback as appropriate to any governance-related publication, announcement, or press release contemplated whether to patrons, media, and/or other third parties.

Advisors

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. Any communication between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Meetings

Meetings of the Committee shall be held at least four times each year. A majority of the Committee members currently holding office shall constitute a quorum for transaction of business. Action shall be taken by a majority of the members of the Committee at a meeting of the Committee duly called and held. The Committee will cause adequate minutes of meetings to be kept and will report its actions to the Board at its next meeting.

Approvals

Adopted: 8/5/10

Re-Approved in Committee: 4/2/14



Revised and Adopted in Executive Committee: 1/6/2015 Re-
Approved in Committee: 3/1/2016
Revised and Adopted in Committee: 1/10/17
Approved by the Full Board: 1/12/17
Revised and Adopted in Committee: 7/11/17
Approved by the Full Board: 7/11/17
Approved by Gov. Comm.: 1/9/18
Revised and Adopted: 6/4/19
Approved: 11/5/19
Revised: 4/7/20
Revised and Adopted in Committee: 11/4/21
Approved: 01/4/22
Approved by Gov. Comm: 04/05/22
Approved by Board: 04/05/22