



# **Governance and Nominating Committee Charter**

## **I. Committee Membership**

The Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Brinker International, Inc. (the "Company") shall consist solely of three or more members of the Board, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise "independent" under the requirements of the SEC and NYSE.

The members of the Committee shall be appointed by the Board. Candidates to serve on the Committee shall be nominated by the Committee as set forth below and appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

## **II. Committee Structure and Operations**

The Board shall designate one member of the Committee as its chairperson and one as its vice-chair. Meetings of the Committee shall be presided over by the chairperson of the Committee or, in the absence of a chairperson, by the vice-chair. The Committee shall meet in person or telephonically at least once a year at a time and place determined by the Committee chairperson, with further meetings to occur or actions to be taken by unanimous written consent when deemed necessary or desirable by the Committee or its chairperson. To the extent practical, Committee meetings should be held in conjunction with regularly scheduled Board meetings. Either the chairperson of the Committee, the Lead Director, or the Chief Executive Officer may call a meeting.

At all meetings of the Committee, a majority of the Committee shall be sufficient and necessary to constitute a quorum for the transaction of business. The vote of a majority of the Committee members present at a meeting at which a quorum is present shall be an act of the Committee. The Committee may also act by unanimous written consent.

The Committee shall keep regular minutes of its meetings and proceedings and report on the same to the Board at the next meeting.

## **III. Committee Purposes and Responsibilities**

The following are the purposes and responsibilities of the Committee:

1. To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof;
2. To develop criteria for evaluating prospective candidates to the Board or any committee thereof, including any specific minimum qualifications for recommendation to the Board and any specific qualities or skills necessary for one or more directors to possess;
3. To identify individuals believed to be qualified to become Board members consistent with criteria approved by the Board, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In recommending candidates, the Committee shall take into consideration such factors, as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, experience as an executive with a publicly traded company, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management, but is not required to do so;

4. To consider director candidates recommended by the Company's shareholders; such consideration shall be in accordance with the policy adopted by the Board, if any (which policy shall be included in the Company's proxy statement);
5. To develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director;
6. To develop and recommend to the Board standards to be applied in making determinations on "Board Composition" required by the Company's Corporate Governance Guidelines, Committee Charters, and/or other similar corporate governance documents including, without limitation, (i) standards and recommendations regarding the "independence" of directors under the rules of the New York Stock Exchange ("NYSE") and the Securities and Exchange Commission ("SEC") and (ii) standards and recommendations regarding the "audit committee financial expert," as defined by the rules of the SEC.
7. To identify Board members qualified to serve on any committee of the Board including the Committee and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members;
8. To establish procedures for the Committee to exercise oversight of the evaluation of the Board, as a whole and individually, and management and to exercise such oversight on a periodic basis;
9. To develop and recommend to the Board a set of corporate governance principles applicable to the Company, to review those principles at least once a year and to monitor compliance with these principles;
10. At least annually, review the compensation paid to, and stock ownership guidelines for, non-management (i.e., independent) Directors and make recommendations to the full Board for its consideration on such matters;
11. At least annually, review the composition of each committee of the Board (including a review of chair, vice chair, and committee assignments as well as a review of Chairman of the Board, Vice Chairman of the Board, and/or Lead Director, as applicable) and make recommendations to the Board as may be needed in accordance with the Board's Corporate Governance Guidelines;
12. To assist management in the preparation of the disclosure in the Company's annual proxy statement regarding director independence and the operation of the Committee;
13. The Committee shall make an annual report to the Board on succession planning for the Chief Executive Officer and recommend policies regarding succession in the event of an emergency impacting the Chief Executive Officer or retirement of the Chief Executive Officer;
14. Periodically, the Committee shall conduct a peer review process for all Directors (including the Lead Director), focusing on such director's contribution to the Board and the Committees upon which he or she serves, and specifically focusing on areas in which the other Directors believe such Director could improve in his or her service to the Board. The results of the peer review, including continued service on the Board, will be discussed with each Director in accordance with the process adopted by the Committee; and
15. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to governance matters and the nomination of the Board and committee members.

#### **IV. Performance Evaluation**

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner, as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

#### **V. Delegation to Subcommittee**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee, comprised entirely of "independent" members of the Board. Such subcommittee shall have a written and published charter to govern its activities.

#### **VI. Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel and other experts or consultants as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to any search firm or other advisors or experts employed by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.

The Committee is empowered to investigate any matter within the scope of its mandate brought to its attention with full access to any relevant books, records and facilities of the Company.

#### **VII. Committee Reports**

The Committee shall prepare the following reports:

1. An annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this charter. The performance evaluation should also recommend to the Board any improvements to this charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner, as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.
2. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

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Date: August 21, 2014