



# GOVERNANCE AND NOMINATING COMMITTEE CHARTER

## CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

(As amended and restated by the Board of Directors on October 1, 2010.)

The Governance and Nominating Committee is a committee of, and reports to, the Board of Directors of The Walt Disney Company. Through this Charter, the Board delegates certain responsibilities to the Committee to assist the Board in the fulfillment of its duties to the Company and its shareholders.

### AUTHORITY

The Committee shall be given the resources and assistance necessary to discharge its responsibilities, including unrestricted access to Company personnel and documents. The Committee shall also have authority, in consultation with the Chairman of the Board, to engage outside advisers as it deems necessary or appropriate. The Committee shall have sole authority to retain and terminate any search firm to be used to identify Director candidates, including sole authority to approve the search firm's fees and other retention terms.

### MEMBERSHIP

The Committee shall consist of three or more Directors, who shall be appointed annually, and subject to removal at any time, by the Board of Directors. Each Committee member shall meet the independence standards set forth in the New York Stock Exchange listing standards and the Company's Corporate Governance Guidelines. Each Committee member shall serve until his or her Committee service is terminated by the Board.

### PROCEDURES

The Committee shall hold at least two regular meetings each year, and such special meetings as may be required. Meetings may be called by the Chair of the Committee or the Chairman of the Board. The presence in person or by telephone of two members shall constitute a quorum. Meetings may be held at any time, any place and in any manner permitted by applicable law and the Company's Bylaws. Minutes of the Committee's meetings shall be kept. To the extent practicable, the meeting agenda,



draft minutes from the prior meeting and supporting materials shall be provided to Committee members prior to each meeting to allow time for review. The Committee shall have authority to create and delegate specific tasks to such standing or ad hoc subcommittees as it may determine to be necessary or appropriate for the discharge of its responsibilities. The results of the meetings shall be reported to the full Board.

## RESPONSIBILITIES

The Committee's responsibilities shall be:

(a) to monitor the implementation and operation of the Company's Corporate Governance Guidelines;

(b) to review from time to time the adequacy of the Corporate Governance Guidelines in light of broadly accepted practices of corporate governance, emerging governance issues and market and regulatory expectations, and to advise and make recommendations to the Board with respect to appropriate modifications;

(c) to identify and review measures to strengthen the operation of the Corporate Governance Guidelines, and to advise the Board with respect thereto;

(d) to prepare and supervise the implementation of the Board's annual reviews of (i) director independence and (ii) the Board's performance, as contemplated by the Corporate Governance Guidelines;

(e) to identify, review and evaluate candidates for election as Director who meet the standards set forth in the Corporate Governance Guidelines, including such inquiries as the Committee deems appropriate into the background and qualifications of candidates and interviews with potential candidates to determine their qualification and interest, and to recommend to the Board of Directors nominees for any election of directors in compliance with the Corporate Governance Guidelines (including the policy that a substantial majority of Directors be independent of the Company and of the Company's management);

(f) to advise the Board with respect to such other matters relating to the governance of the Company as the Committee may from time to time approve, including changes to terms or scope of this Charter and the Committee's overall responsibilities;

(g) to recommend to the Board compensation policies for outside directors; and



(h) to carry out such other tasks as the Board may from time to time delegate to the Committee for action consistent with this Charter.

## **ANNUAL PERFORMANCE REVIEW**

The Committee shall conduct an annual evaluation of its performance in carrying out its responsibilities hereunder.