

GOVERNANCE COMMITTEE CHARTER

Thrivent Financial for Lutherans

<p><u>Purpose</u></p>	<p>Pursuant to Section 22 of the Bylaws, the Board of Directors designated a Governance Committee with the authority and responsibility to oversee the Society's corporate governance and its alignment with oversight of the corporate strategies. The Committee will review and provide oversight of the Board's structure, organization, performance and effectiveness. The Committee will review and monitor the Society's governance structure and documents. The Committee will also oversee the Board's annual election. In support of its stated purpose, the Committee shall perform the duties listed below, in addition to others as deemed necessary by the Committee.</p>
	<p>A. <u>The Committee is authorized and responsible for the oversight of the operations of the Society's Board of Directors, including its structure, organization, performance and effectiveness. To fulfill its responsibilities, the Committee will:</u></p>
<p><u>Operation of the Board</u></p>	<ol style="list-style-type: none"> 1. Oversee the strategic planning calendar to ensure alignment with the Board of Directors meetings and to ensure that actions of the Board occur as required: <ul style="list-style-type: none"> • Recommend to the Board the annual Board meeting calendar, including the frequency and type of meetings. 2. Conduct an annual review of the composition of the Board and make recommendations to the Board regarding approval of or changes to the: <ul style="list-style-type: none"> • Size of Board; • Vacancies on the Board; • Retirement age of directors and director term limits; • Criteria for Board membership; • Board compensation, which is to be consistent with the Society's compensation philosophies; • Committee structure, and; <ul style="list-style-type: none"> - In conjunction with the Chair, recommend to the Board the leadership positions and committee assignments for the Board. 3. Oversee the annual Board of Directors election process: <ul style="list-style-type: none"> • Recommend to the Board the nomination of Board candidates. • Recommend to the Board the endorsement of candidates. • Recommend to the Board the schedule of the nomination and election periods. • Recommend to the Board the setting of the ballot. 4. Manage the director performance and board evaluation processes. 5. Oversee the operation of the Society's Board of Directors.
	<p>B. <u>The Committee is authorized and responsible for the oversight of corporate governance. To fulfill its responsibilities, the Committee will:</u></p>
<p><u>Corporate Policies</u></p>	<ol style="list-style-type: none"> 1. Oversee the Society's governance, including but not limited to the following:

	<ul style="list-style-type: none"> • Review and recommend to the Board for approval the Governance Guidelines and Principles. • Review and recommend to the Board for approval the interim and emergency governance policies. • Review and recommend to the Board for approval changes to the Articles of Incorporation, Bylaws, mission, vision, values, etc.
<u>Fraternal Governance</u>	<ol style="list-style-type: none"> 2. Receive reports and monitor the application of the Membership Rules and compliance with such rules. 3. Oversee the structure and governance of the branch lodge system, to include: <ul style="list-style-type: none"> • Monitor the effectiveness of the lodge system. • Approve all constitutions, charters, withdrawals and name changes of branches.
<u>Reputation</u>	<ol style="list-style-type: none"> 4. Review compliance with the Society's ethics and integrity-related policies (e.g. Code of Conduct, Conflict of Interest), <ul style="list-style-type: none"> • Receive periodic reports from the Code of Conduct Officer. 5. Oversee the Society's Reputation Risk. 6. Oversee the Society's Political and Tax Exemption Risk and receive periodic reports from Government Affairs. 7. Oversee Member/Owner Communications.
<u>Subsidiary Governance</u>	<ol style="list-style-type: none"> 8. Provide oversight with regard to the insurance holding company system that is led by Thrivent Financial for Lutherans, including the review of related regulatory filings.
	9. Oversee the corporate governance of the Society.
	C. <u>Other. To fulfill its responsibilities, the Committee will:</u>
	<ol style="list-style-type: none"> 1. Conduct or authorize investigations into any matter within the Committee's scope of responsibilities. Engage independent counsel and other advisers as necessary to carry out its duties. 2. Set an annualized calendar of actions and responsibilities and review and track performance of those tasks throughout the year.
<u>Membership</u>	<p>The Governance Committee, in consultation with the Chair , will recommend assignment of Board members to committees, including the Chair of each such committee, to the Board for final approval.</p> <p>The Chief Executive Officer shall name a management representative and a secretary to coordinate committee activities.</p>
<u>Meeting Frequency</u>	At least in conjunction with the regularly scheduled in-person Board of Directors meetings, and additionally as determined by the Committee Chair.