

*CORPORATE GOVERNANCE GUIDELINES*

**THE CHARLES SCHWAB CORPORATION**

A strong culture of corporate governance and ethical decision-making is fundamental to the way we do business. These corporate governance guidelines support the Board in carrying out its oversight responsibilities.

### **Role of the Board of Directors**

The Board of Directors, which is elected by the stockholders, is the ultimate decision-making body of the company, except with respect to those matters reserved to the stockholders. The Operating Council, led by the CEO, is responsible and accountable for the company's daily business operations.

### ***Monitoring Operations***

The CEO and Operating Council are accountable to the Board of Directors for the operation of the company. At and between Board meetings, management makes such presentations and reports and provides such information to the Board as necessary to keep the Board fully informed of significant activities and matters relating to the operation of the company.

### ***Strategy Development***

Long-term strategic issues are discussed at regular Board meetings and, periodically, Board meetings are devoted exclusively to strategy issues. The frequency of strategy meetings varies with changes in the business environment and the organization.

### ***Financial Performance***

The Board reviews the business plan for the fiscal year. Financial performance (actual and in comparison to plan) is reviewed at regular Board meetings. The Board believes it is important to establish and evaluate long-term objectives and not to over-emphasize short-term performance.

### ***Regulatory Oversight***

The Board expects adherence to regulatory and legal mandates and the conduct of daily operations in a manner consistent with this expectation. The General Counsel advises directors of material legal and regulatory matters at regular meetings of the Board and Audit Committee.

### ***CEO Evaluation***

The Compensation Committee evaluates CEO performance and reviews the evaluation with the Board annually. Such evaluation should be based on objective criteria, such as performance of the business, accomplishment of long-term strategic objectives, and development of management.

### ***Succession***

The Nominating and Corporate Governance Committee of the Board makes reports to the Board on succession planning for the CEO and other executive management positions and recommends policies regarding succession in the event of an emergency or retirement of the CEO. The CEO should submit recommendations and evaluations of potential successors to the Nominating and Corporate Governance Committee, along with a review of any development plans for such individuals. The Board, in consultation with the CEO, will work with the Nominating and Corporate Governance Committee in the consideration and evaluation of potential internal and external candidates to succeed the CEO.

### ***Annual Performance Evaluation***

The Nominating and Corporate Governance Committee establishes policies and procedures for evaluating Board and committee performance and conducts an annual self-evaluation to determine whether the Board and its committees are functioning effectively. A report of such evaluation will be discussed with

the full Board following the end of each fiscal year. The assessment will focus on the Board's contribution to the company and specifically on areas in which the Board or management believe that the Board could improve.

## **Director Responsibilities**

### ***Exercise Business Judgment***

The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the company and its stockholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of senior executives and its outside advisors and auditors. The directors shall also be entitled to have the company purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the company's by-laws and any indemnification agreements, and to exculpation as provided by state law and the company's certificate of incorporation.

### ***Attendance at Board and Annual Meetings***

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. The Board recognizes that occasional meetings may need to be scheduled on short notice when the participation of a director is not possible and that conflicts may arise that may prevent a director from attending a regularly scheduled meeting. The Board expects, however, that each director will make every possible effort to keep absences to a minimum. Although participation by conference telephone or other communications equipment is allowed, personal attendance is encouraged. Information and data that are important to the Board's understanding of the business to be conducted at a Board or

committee meeting should generally be distributed to the directors before the meeting, and directors should review these materials in advance of the meeting.

Directors are expected to attend the Annual Meeting of Stockholders.

### ***Chairman***

The Board shall select a Chairman from among its members. The Chairman and Chief Executive Officer may or may not be the same person, depending on several factors determined by the Board, including the succession planning process.

### ***Agendas for Board Meetings***

The Corporate Secretary will prepare the agenda for each Board meeting and will submit the agenda to the Chairman for approval. Each Board member may suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

### ***Executive Sessions***

The non-management directors (i.e., directors who are not company officers) will meet regularly in executive sessions without management. The Chairman of the Nominating and Corporate Governance Committee presides as Chair of the executive session.

### ***Access to Independent Counsel***

The Board has the right to seek the advice of independent legal, financial or other consultants as it may deem necessary, without consulting or obtaining the approval of any officer of the company in advance.

### ***Access to Officers and Employees***

Directors have full and free access to the company's officers and employees. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO, the Corporate Secretary, or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the company's business operations and will, to the appropriate extent, copy the CEO on any written communications between a director and an officer or employee.

### ***Outside Communications***

The Board believes that management speaks on behalf of the company. Individual board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the company. It is expected, however, that Board members would make such communications with the knowledge of management and, absent unusual circumstances or as contemplated by committee charters, only at the request of management. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman.

## **Director Qualifications**

### ***Independent Directors***

The Board will have a majority of directors who meet the criteria for independence in accordance with stock exchange rules.

### ***Composition***

The size of the Board should not exceed a number that, as determined by the Board, can function efficiently as a body. The Board should be composed of directors who have the experience and background necessary to serve effectively on the Board and its committees, which may include financial, business,

academic, public sector and other expertise as determined by the Board.

### ***Discharge of Duties***

A director must be willing and able to devote the time necessary to discharge his or her duties as a director. A director must also demonstrate a willingness to evaluate the interests of the company as a whole when discharging his or her duties.

### ***Tenure***

The Board has no set limit on the length of time a director may serve and has not set a retirement age or term limits for directors. The Board encourages fresh ideas and viewpoints and values the contribution of directors who have been able to develop, over a period of time, increasing insight into the company and its operations. The Board, through its Nominating and Corporate Governance Committee, will review each director's continuation on the Board at least every three years.

Directors, other than the CEO or a former CEO, will be expected to submit their resignation at the time they relinquish the position held at the time of election to the Board. The Nominating and Corporate Governance Committee may consider other factors, such as a change in present job responsibilities, to consider in determining whether to accept such resignation and the appropriateness of continued membership on the Board.

If a director nominee recommended by the Board in an uncontested election at the Annual Meeting of Stockholders fails to receive an affirmative majority of votes cast (i.e., the number of "against" votes exceeds the number of "for" votes) in the election of the director, the Nominating and Corporate Governance Committee (without the participation of the affected director) is expected to meet within 90 days after the final certification of the vote at the annual meeting to consider whether or not the

director should continue to serve a “holdover” term (i.e., until the next annual meeting or until the director’s successor is elected and qualified) on the Board or Board committees. In evaluating the director’s continued service in a holdover term, the Nominating and Corporate Governance Committee should consider the following:

- The reasons for the director’s failure to receive an affirmative majority of votes;
- The director’s qualifications and skills and contributions to the Board and Board committees;
- The effect on Board composition without the director’s continued service during the holdover term on the Board or Board committees;
- Whether there are qualified candidates to fill a vacancy if the affected director immediately resigned from the Board or Board committees; and
- The guidelines for considering director candidates established by the Nominating and Corporate Governance Committee.

In making its evaluation, the Nominating and Corporate Governance Committee may determine that:

- The director should continue to serve a holdover term on the Board;
- The director should continue service on the Board for a predetermined period (but less than a full holdover term);
- The director should continue service on the Board for a holdover term or predetermined period but resign from one or more Board committees; or
- The director should immediately resign from the Board.

If the Nominating and Corporate Governance Committee determines that the affected director should resign from the Board or one or more Board committees, the director will be expected

to submit his or her resignation immediately upon such determination. The Nominating and Corporate Governance Committee’s determination, including the reasons for such determination, will be publicly disclosed on a Form 8-K filed with the Securities and Exchange Commission.

### ***Director Orientation and Continuing Education***

The company has an orientation program for new Board members that includes written materials, meetings with Operating Council members, and visits to company facilities. Continuing education will involve periodic on-site visits, materials and presentations as deemed appropriate by the Board and management.

### **Board Committees**

#### ***Authority***

The Board has the authority to establish committees to assist it with its duties. The Board will adopt a written charter for each committee setting forth the purposes and responsibilities of the committee.

Each committee shall have the power to hire independent legal, financial or other consultants as it may deem necessary, without consulting or obtaining the approval of any officer of the company in advance.

#### ***Mandatory Committees***

The Board shall have an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee, and the members of those committees shall meet the criteria for independence established by stock exchange rules. Committee members will be appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee with consideration of the desires of

individual directors. Members of the Audit Committee shall not serve on the Audit Committees of more than two other public companies. The Chairman of the Nominating and Corporate Governance Committee will serve for a term of three years.

### ***Committee Meetings***

The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. At the beginning of the year each committee will establish a preliminary schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). The schedule for each committee will be furnished to all directors.

### **Director Compensation**

The Compensation Committee of the Board determines the amount and form of director compensation. In general, the company believes that:

- directors should have a financial stake in the company in the form of equity participation, and
- director compensation should be generally competitive with that paid to directors of comparable broker/dealers and other major corporations in the United States.

Notwithstanding the foregoing, the Compensation Committee will consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the company makes substantial charitable contributions to organizations with which a director is affiliated,

or if the company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

### **Corporate Governance Processes**

#### ***Corporate Secretary***

The Corporate Secretary shall be the officer responsible for ensuring the distribution of and ongoing compliance with the corporate governance guidelines within the company. The Corporate Secretary may communicate with the Board, the Nominating and Corporate Governance Committee, or any individual director at any time regarding matters pertaining to corporate governance.

#### ***Confidential Voting***

The company has arranged with its stock transfer agent to provide confidential voting for stockholders. For employees, the transfer agent has been instructed to restrict company access to proxy cards and ballots and to report voting results only in the aggregate in all circumstances; for non-employee stockholders, the transfer agent has been instructed to restrict the company's access to proxy cards and ballots and to report voting results in the aggregate except in cases of proxy contests, tender offers and other change in control situations. The transfer agent may advise the company of persons who have not voted.

#### ***Annual Review of the Guidelines***

The Nominating and Corporate Governance Committee of the Board will annually review these guidelines to consider whether they continue to reflect the goals, functions and needs of the company, the Board and stockholders. The Nominating and Corporate Governance Committee will recommend any changes to the Board for approval.

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