

## **GENERAL MOTORS COMPANY PUBLIC POLICY COMMITTEE CHARTER**

### **Purpose**

The principal purpose of the Public Policy Committee (PPC) is to provide oversight and guidance to management on public policies to support the company's progress in growing the business globally within the framework of its core values. The PPC shall discuss, and bring to the attention of the Board and management as appropriate, current and emerging global political, social, and public policy issues that may affect the business operations, profitability, or public image or reputation of the company. The PPC shall conduct oversight, as appropriate, of global public policy matters as well as specific functions of the company. Matters reviewed by the PPC include, but are not limited to, global public policies and government actions related to: automotive safety, energy and environmental matters, including fuel economy, vehicle emissions, advanced technology and climate change, international trade, tax, health care, pensions, captive finance company issues, and research and development investments as mandated by legislation or regulation. Company functions to be reviewed by the PPC include Global Public Policy, diversity, corporate social responsibility, employee health and safety, and philanthropic activities, including the GM Foundation.

### **Membership**

The PPC shall be comprised of no fewer than three independent members, and shall satisfy the requirements provided in the Company's By-laws or as the Board shall otherwise determine. The members of the PPC and the PPC Chair shall be appointed, and may be replaced, by the Board upon consideration of the recommendations of the Directors and Corporate Governance Committee.

The PPC shall have and may exercise other such powers, authority and responsibilities as may be determined by the Board. The composition of the PPC shall be designed to promote broad-based expression of views regarding social concerns and business responsibilities for the Company.

### **Meetings**

The PPC shall meet as often as may be deemed necessary or appropriate, with a target of three meetings annually. The PPC may ask members of management or others to attend meetings or to provide relevant information.

The PPC shall maintain a high degree of independence both in establishing its agenda and directly accessing various members of management.

## **Responsibilities and Duties**

The PPC shall be responsible for providing public policy guidance to the full Board and management to support GM's progress globally within the framework of GM's core values. To fulfill its responsibilities, the PPC shall:

1. Inquire into every phase of GM's business activities that relate to matters of public policy and, as appropriate, make recommendations to GM management.
2. Regularly report on PPC activities and findings to the Board. Reports to the Board may take the form of oral reports by the Chair or any other member of the PPC designated to give such report.
3. Review annually its performance (including its effectiveness and compliance with the Charter) and the adequacy of this Charter, and make procedural changes as necessary.

The responsibilities and duties set forth above are meant to serve as a guide, with the understanding that the PPC may diverge from the specific duties as enumerated as necessary or appropriate to the circumstances.

## **Committee Authority**

The PPC has found that it functions most effectively by engaging in an active dialogue with management on topics under review. The PPC will make suggestions to management and, based on those suggestions, action may then be implemented, whether directly by management or as directed by the Board.

The PPC shall undertake any other action or exercise such other powers, authority and responsibilities as necessary or appropriate to the discharge of the responsibilities and duties set forth in this Charter or the Company's By-laws or as shall otherwise be determined by the Board.

In discharging its responsibilities and duties, the PPC is empowered to address any matter brought to its attention that it determines to be within the scope of its authority, with full access to all books, records, facilities and personnel of the Company. The PPC has the power to retain outside counsel or other consultants or experts for this purpose, or to advise the PPC, and shall receive funding from the Company to engage such advisors.

The PPC shall have the sole authority to retain (and terminate), set retention terms and approve the fees of any outside counsel or advisor it seeks to provide such advice as the PPC shall deem necessary to the discharge of its responsibilities and duties.

The PPC may delegate authority to individuals or subcommittees when it deems appropriate. However, in delegating authority it shall not absolve itself from the responsibilities it bears under the terms of this Charter.