

CHARTER OF THE GOVERNANCE AND NOMINATING
COMMITTEE OF THE BOARD OF DIRECTORS
CORPORATION FOR TRAVEL PROMOTION D/B/A BRAND USA
(THE “CORPORATION”)

Amended and adopted at the March 31, 2016 Board Meeting

A. NAME OF GOVERNANCE AND NOMINATING COMMITTEE

There shall be a committee of the Board of Directors (the “Board”) of the Corporation called the Governance and Nominating Committee (the “Committee”), which committee has been established by resolution of the Board and pursuant to the Bylaws of the Corporation.

B. GOVERNANCE AND NOMINATING COMMITTEE PURPOSE

The purpose of the Committee is to (a) in general, assess or evaluate matters relating to the corporate governance of the Corporation, (b) assess or evaluate the functions, role and duties of the Board and any committee thereof, (c) advise the Board with respect to procedures of the Board and any committee thereof, (d) advise the Board with respect to charters of any committee of the Board, (e) develop, review and recommend corporate governance guidelines and otherwise take a leadership role in shaping the corporate governance of the Corporation, (f) if and as requested by the Board, recommend to the Board individuals qualified to become members of the Board, consistent with criteria contained in the Articles of Incorporation, the Bylaws of the Corporation and the Travel Promotion Act of 2009, (g) recommend to the Board the directors and other individuals that shall serve on each committee of the Board, (h) identify directors qualified to serve in board leadership positions, and (i) take such other actions within the scope of this Charter (this “Charter”) as the Committee deems necessary or appropriate or as otherwise directed by the Board.

C. GOVERNANCE AND NOMINATING COMMITTEE REPORTING

The Committee reports directly to the Board. All actions or directions reserved or permitted to be taken, or required to be taken, by the Board under this Charter shall be validly taken if approved in the manner set forth in the Bylaws governing the general approval of actions taken or permitted to be taken by the Board at a meeting of the Board at which a quorum is present. Any action permitted to be taken by the Board at such meeting may be taken by written consent as permitted by the Bylaws or the District of Columbia Nonprofit Corporation Act.

D. GOVERNANCE AND NOMINATING COMMITTEE COMPOSITION AND MEETINGS

The Committee shall be comprised of no less than three (3) and no more than eleven (11) directors as determined by the Board from time to time. One such member of the Committee shall serve as the chairperson thereof (the “Committee Chair”). Each member of the Committee shall be free of any relationship that, in the opinion of the Board, would interfere with his or her individual exercise of independent judgment.

Board members may elect to nominate themselves for membership on the Committee, and the Board shall approve such Directors as it deems appropriate for composition on the Committee (bearing in mind that all nominated Directors may be approved since the Committee may include up to eleven (11) members). Unless the Board provides otherwise by resolution, the Chairman of the Board shall designate one of the director(s) (in the event there is more than one) then serving in the capacity as Vice-Chairman to be the Committee Chair. If the Committee Chair is not designated in accordance with the procedure designated herein, or if such designated member is not present at any meeting of the Committee, the members of the Committee may designate a Committee Chair by majority vote of the members of the Committee.

The Committee shall meet at least one (1) time annually and at such other times as it deems necessary to fulfill its responsibilities. The Committee Chair shall prepare or approve an agenda in advance of each meeting. The Committee shall maintain minutes of each meeting of the Committee, reflecting the actions authorized or taken by the Committee at each such meeting. Members of senior management or others may attend meetings of the Committee, as requested by the Committee. The Committee (or the Chairman thereof) may appoint a person, who need not be a member of the Committee, as secretary of the Committee. The Committee may delegate its authority to one or more subcommittees (which may, but shall not be required to, consist of only 1 person) of the Committee, provided that each member of such subcommittee is a member of the Committee.

Unless the Board provides otherwise by resolution, at all meetings of the Committee, a majority of the then authorized members of the Committee shall constitute a quorum for the transaction of business coming before the

Committee, and the vote of a majority of the members of the Committee present at any meeting at which there is a quorum shall be the act of the Committee. Unless otherwise restricted by the Corporation's Articles of Incorporation or Bylaws, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Committee.

Any meeting of the Committee may be called by the Committee Chair or a majority of the members of the Committee upon not less than two days notice (except as provided below) to members of the public (if required herein) and to the members of the Committee at such time and place as shall from time to time be determined by the Committee. Any meeting of the Committee shall be open to the public; provided, however, the Board or the members of the Committee (or any subcommittee thereof) may close the meeting to the public for the time necessary to (i) preserve the confidentiality of commercial or financial information that is privileged or confidential, (ii) discuss personnel matters or (iii) discuss legal matters affecting the Corporation, including pending or potential litigation. Such determination may be made by the members of the Committee prior to the commencement of any meeting that is closed to the public or contemporaneously by the members in attendance at any such duly called closed meeting. It shall be recorded in the minutes of any closed meeting that either (i) the members of such committee (or subcommittee) have, prior to the commencement of such closed meeting, considered the subject matters of the business to be transacted at such closed meeting and that such business to be so transacted is of the type of business for which a meeting is permitted to be closed to the public in accordance with this paragraph or (ii) that the members of such committee (or subcommittee) in attendance at such closed meeting have, at the time of the commencement of such meeting, considered the subject matters of the business to be transacted at such closed meeting and that such business to be so transacted is of the type of business for which a meeting is permitted to be closed to the public in accordance with this paragraph. Notwithstanding the foregoing, the Committee shall not be required to give notice to the public of any such closed meeting of the Committee, in which case notice of the time and place of any regular or special meeting shall be given to the members of the Committee not less than two days, in the case of any regular meeting, or 24 hours, in the case of any special meeting, prior to such meeting.

The Committee shall be permitted to adopt such other rules and procedures, and amend and repeal such rules and procedures, as shall be necessary or incidental to the conduct of the business of the Committee, except as otherwise provided by the Board.

E. GOVERNANCE AND NOMINATING COMMITTEE
RESPONSIBILITIES AND DUTIES

The Committee' primary duties and responsibilities include the following:

1. Selection and Nomination of Directors and Committee Members, etc. The Committee shall:

- (a) Selection of Director Nominees. Pursuant to the Travel Promotion Act of 2009, the Secretary of Commerce has the authority to appoint members of the Board of the Corporation. The Committee shall be responsible for recommending to the Board certain persons to be nominated for appointment by the Secretary of Commerce. The Committee may recruit candidates for recommendation to fill new positions or any vacancy and shall conduct appropriate inquiries into the background and qualifications of possible candidates. The Committee shall review the independence and potential conflicts of interest of prospective directors. The director then serving in the capacity as Chairman of the Board shall be designated to liaise with the Secretary of Commerce regarding the Corporation's director nomination recommendations.
- (b) Criteria for Selecting Directors. The Committee shall use the criteria established by the Corporation's Bylaws and the Travel Promotion Act of 2009 (as the case may require) to guide its director recommendation process. The Committee shall be responsible for reviewing with the Board the requisite skills and criteria for new Board members, as well as the membership of the Board and the Board committees, to ensure that the proper skills and experiences are represented on the Board and the Board committees, and that the composition of the Board and the Board committees satisfies all applicable laws, rules and regulations. The committee shall adopt and periodically review and revise as it deems appropriate, procedures regarding director candidates.

- (c) Suitability for Continued Service. The Committee shall review the suitability of each Board member of the Corporation for continued service when his or her term expires in connection with making recommendations to the Secretary of Commerce for replacement directors.
- (d) Selection of Committee Members. The Committee shall make recommendations to the Board as to the qualifications of members of the Board's committees, committee member appointment and removal, and appointment of committee chairs.
- (e) Selection of Board Leadership. The Committee may advise the Board as to the qualifications of members of the Board to serve in the capacity of Chairman of the Board and Vice Chairperson(s), and shall make recommendations to the Board with respect to the appointment and removal of the Chairman of the Board, Chairperson(s), Secretary, and Treasurer.
- (f) Board and Committee Oversight and Evaluation. Unless otherwise directed by the Board, the Committee shall annually take such steps as the Committee deems appropriate with respect to oversight and evaluation of the Board and each Board committee and provide a report from time to time on such evaluations to the Board.
- (g) Succession Plans. At the request of the Board, the Committee shall periodically review the succession plans relating to positions held by elected corporate officers and make recommendations to the Board with respect to the selection of individuals to occupy those positions.

2. General Corporate Governance. The Committee shall:

- (a) periodically review and recommend to the Board proposed changes to the Articles of Incorporation and Bylaws of the Corporation, based on changes in law from time to time or as shall be necessary, appropriate or desirable in connection with the administration, operations, functions or needs of the Corporation;

- (b) review and make recommendations to the Board regarding proposals made by other directors (or other parties) that relate to the corporate governance of the Corporation;
- (c) periodically review and make recommendations to the Board regarding the types, and structure, of committees of the Board deemed necessary or desirable, and the terms and provisions of any charter of such committee;
- (d) periodically review and make recommendations to the Board regarding corporate policies of the Corporation, including the Corporation's Conflict of Interest Policy or any code of conduct policy or code of ethics policy;
- (e) perform such other tasks and conduct such other reviews or evaluations, or produce such other reports, as the Board or Chairman thereof shall from time to time request.

3. General Board Oversight. The Committee shall:

- (a) oversee annually periodic self-evaluation by the Board of its performance, including preparing and recommending to the Board the criteria for self- evaluation or a self-evaluation questionnaire;
- (b) facilitate annually periodic self-evaluation by any Board committee of its performance, including preparing and recommending to the Board and such committee the criteria for self-evaluation or a self-evaluation questionnaire;
- (c) produce and update, from time to time, a program for, and conduct (or oversee the conduct of), new Board member orientation;
- (d) oversee the development by the Chief Executive Officer, General Counsel or Secretary of the Corporation of programs for continuing education and training for all directors of the Board, including regarding the Travel Promotion Act of 2009 and corporate policies affecting the Corporation;
- (e) recommend to the Board from time to time improvements to the corporate governance of the Board or the Corporation.
- (f) perform such other tasks and conduct such other reviews or evaluations, or produce such other reports, as the Board or Chairman thereof shall from to time request.

4. General Management Oversight. The Committee shall:
 - (a) at the request of the Chairman of the Board, review annually with the Chairman of the Board and the Chief Executive Officer of the Corporation the succession plans concerning positions held by senior executives of the Corporation and make recommendations to the Board, or liaise with the Committee to enable the Committee to make recommendations to the Board, in connection therewith;
 - (b) at the request of the Chairman of the Board, evaluate any request for any waiver of the provisions of any code of conduct or code of ethics policy or other corporate governance policy affecting members of management, and report its findings and recommendations to the Board;
 - (c) at the request of the Chairman of the Board, consider questions of possible conflicts of interest of any member of management and report the conclusions of such evaluation to the Board; and
 - (d) perform a periodic review of the Corporation's adherence to the statutory requirements of the Travel Promotion Act, as amended; and
 - (e) perform such other tasks and conduct such other reviews or evaluations, or produce such other reports, as the Board or Chairman thereof shall from to time request.
5. Other Functions. The Committee shall perform any other activities consistent with this Charter, the Corporation's Bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.

F. CERTAIN MATTERS REGARDING AUTHORITY OF GOVERNANCE AND NOMINATING COMMITTEE.

The Committee shall have the authority to engage such independent legal and other advisors as it deems necessary to carry out its responsibilities. Notice of the engagement of any such independent legal or other advisor shall be given to the Chairman of the Board. Such independent advisors may be the regular advisors to the Corporation. The Committee is empowered, without further action by the Board, to cause the Corporation to pay the compensation of such advisors as established by the Committee. The Committee shall keep the Chief Executive Officer advised as to the general range of anticipated expenses for outside consultants and experts.

The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Corporation to meet with the Committee or any advisor engaged by the Committee.

G. CERTAIN OPERATIONAL MATTERS REGARDING THE GOVERNANCE AND NOMINATING COMMITTEE.

The Committee shall report to the Board (which report shall, at the request of the Board or the Chairman thereof, be in writing) of the actions taken or the conclusions reached by the Committee, at such times as deemed appropriate by the Committee or at such times as requested by the Board or the Chairman thereof.

H. PERFORMANCE REVIEW.

The Committee shall conduct a periodic performance evaluation of itself, including a review of the compliance of the Committee with this Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.