

3.2 The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution.

3.3 The Committee may create one or more subcommittees and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittees.

3.4 The Committee shall on an annual basis:

- (a) review and assess the adequacy of this Charter and, where necessary, recommend changes to the Board of Directors for its approval;
- (b) undertake a performance evaluation of the Committee comparing the performance of the Committee with the requirements of this Charter; and
- (c) report the results of the performance evaluation to the Board of Directors.

The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board of Directors may take the form of an oral report by the chair of the Committee or any other member of the Committee designated by the Committee to make this report.

4. Specific Duties

The Committee will carry out the following specific duties:

4.1 Corporate Governance

- (a) At least annually:
 - (i) review the corporate governance trends and best practices applicable to the Company;
 - (ii) review the adequacy and effectiveness of the Board of Directors' governance policies, practices and procedures; and
 - (iii) following the review in (i) and (ii), recommend to the Board of Directors, as appropriate, new corporate governance policies, practices and procedures or amendments to existing corporate governance policies, practices and procedures.
- (b) Review the corporate governance sections of the Proxy Circular distributed to shareholders, including the Statement of Corporate Governance Practices and Procedures for Considering Shareholder Proposals.

<u>Compliance Reviewed</u>	<u>Date</u>
✓	February
	As Required

<u>Completed</u>	<u>Date</u>
✓	February
✓	February
✓	February
✓	February
✓	February
✓	February
✓	February
✓	February

- (c) Assess shareholder (for Manulife Financial Corporation) and policyholder (for The Manufacturers Life Insurance Company) proposals as necessary for inclusion in the Proxy Circular and Report to Policyholders, respectively, and make appropriate recommendations to the Board of Directors.

4.2 Review of the Mandate of the Board of Directors

- (a) Annually review and assess the adequacy of the Mandate of the Board of Directors and, where necessary, recommend changes to the Board of Directors for its approval.

4.3 Composition of the Board of Directors

- (a) Annually recommend to the Board of Directors appropriate criteria for the selection of new Directors, periodically review the criteria adopted by the Board of Directors and, where appropriate, recommend to the Board of Directors changes to such criteria.
- (b) At least annually review the Directors' selection criteria set out in the Board Matrix, including the skills, areas of expertise, backgrounds, independence and qualifications of the members of the Board of Directors.
- (c) (i) Identify and recommend qualified candidates to the Board of Directors, maintain an evergreen list of such candidates, and
 - (ii) recommend the nominees for election by shareholders at the annual meeting.
- (d) Annually review the performance of and recommend to the Board of Directors the election of the Chair of the Board of Directors.
- (e) Identify Directors qualified to fill vacancies on any committee of the Board of Directors (including the Committee), and recommend that the Board of Directors appoint the identified Director or Directors to the respective committee.
- (f) Review biennially the level of compensation for the Board of Directors and its committees and make recommendations to the Board of Directors with respect thereto.
- (g) Establish position descriptions for the Board Chair, the Committee Chairs and individual Directors and update as required.

4.4 President and Chief Executive Officer

- (a) Review the succession plan and recommend to the Board of Directors the appointment of the President and Chief Executive Officer.

<u>Completed</u>	<u>Date</u>
✓	February
✓	February
✓	December
✓	December
✓	December
✓	February
✓	February
✓	April
✓ ✓	February Review & April Approve
	February -If Required
✓	April

- (b) Develop, together with the President and CEO, a position description for the President and CEO, which will include the delineation of management’s responsibilities and update as required.
- (c) (i) Review and recommend to the Board of Directors for approval at least annually the corporate goals and objectives relevant to the compensation of the President and Chief Executive Officer,
- (ii) evaluate the performance of the President and Chief Executive Officer in light of those goals and objectives, report the results of such evaluation to the Board of Directors, and
- (iii) set the President and Chief Executive Officer’s compensation level based on this evaluation.
- (d) As part of the annual review of the President and Chief Executive Officer, satisfy itself as to the integrity of the President and Chief Executive Officer and the contribution of the President and Chief Executive Officer in creating a culture of integrity throughout the organization, and report those determinations to the Board of Directors.

4.5 General Review of the Board of Directors

- (a) Establish procedures for the Committee to exercise oversight of the evaluation of the Board of Directors, the Committees and the individual Directors.
- (b) Review at least annually the effectiveness of the Board of Directors.
- (c) Review the relationship of the Board of Directors with management.
- (d) Address any other subject within the broad responsibility of the Committee as the Chair or the Committee may determine.
- (e) Consider requests by members of the Board of Directors to engage outside advisors, at the Company’s expense, with respect to matters before the Board of Directors or any committee.
- (f) Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board of Directors.

5. Independent Advisors

- 5.1** The Committee shall have the authority to retain such independent advisors as it may deem necessary or advisable for its purposes and to set the terms of the retainer. The expenses related to any such engagement shall be funded by the Company.

Completed	Date
	February -If Required
✓	December
✓	February
✓	February
✓	February
	As Required
✓	February 2008 for 2007 Year
✓	February
	As Required
	As Required
	As Required
	As Required