

# **GREAT PLAINS ENERGY INCORPORATED**

## **GOVERNANCE COMMITTEE CHARTER**

**Revised December 13, 2011**

### **I. Purpose**

There will be a Governance Committee whose members will be appointed by the Board of Directors (the "Board") to assist the Board in the oversight of Great Plains Energy Incorporated (the "Company").

The Governance Committee's primary purposes are to:

- Ensure the Board monitors the effectiveness of the corporate governance of the Company and its subsidiaries.
- Develop, recommend and monitor a set of appropriate corporate governance principles applicable to the Company.
- Ensure the identification of individuals qualified to become board members.
- Recommend that the independent directors of the Board select the director nominees for the next annual meeting of shareholders.
- Proactively identify and, as appropriate, adopt governance best practices relating to effective processes for Board and management evaluation.
- Monitor the effectiveness of the Company's social responsibility program in meeting community and environmental stewardship needs in supporting the Company's business goals and strategic intent.

The Governance Committee has the ability to retain, at the Company's expense, consultants or experts as it deems necessary in the performance of its duties.

### **II. Organization**

Members of the Governance Committee will be appointed and may be removed by the Board on recommendation of the Governance Committee. The Governance Committee will be composed of three or more directors. Each member of the Committee will meet the independence requirements of the New York Stock Exchange and the Company's Corporate Governance Guidelines. The Committee will meet at such times as it determines to be necessary or appropriate, but not less than once a quarter. The Governance Committee will identify an Advising Director on Social Responsibility from among the Board's independent directors to advise the Board periodically, but not less than twice a year, on strategic philanthropy, employee volunteer activities, and environmental stewardship which meet community needs and support the Company's

business goals and strategic intent. The Governance Committee may delegate its duties and responsibilities to a subcommittee of its members.

### **III. Duties and Responsibilities**

The Governance Committee will assist the Board particularly with respect to matters relating to governance as follows:

1. Review and monitor the effectiveness of the corporate culture and organization structure in setting and meeting the overall objectives and goals of the Company.
2. Assist the Board by ensuring the identification and attraction of qualified candidates for board membership in view of pending additions, resignations or retirements based on criteria set forth in the Company's Corporate Governance Guidelines.
3. Retain and terminate, in its sole authority, any search firm to be used to identify director and chief executive officer candidates, including the approval of the search firm's fees and other retention terms.
4. Review current directors and new director nominees and make recommendations to the independent directors of the Board regarding nominees for the next annual meeting of shareholders and for new or vacant positions.
5. Approve a review process for all related-party transactions, and review and approve all transactions that are required to be disclosed under Securities and Exchange Commission rules.
6. Review and recommend to the independent directors of the Board a candidate for the position of lead director.
7. Submit to the Board recommendations as to (i) the appropriate committee structure for the effective governance of the Company; (ii) the appointment and removal of members to such Board committees; and (iii) the chairperson of each committee in accordance with the Board's guidelines for committees.
8. Monitor the Board's and the committees' effective execution of their risk governance roles.
9. Manage and oversee the annual evaluation of the Board, its committees, and individual directors to ensure the Board is fulfilling its responsibilities in a manner that effectively serves the interests of the shareholders of the Company.
10. Annually perform a self-assessment of the Governance Committee's performance.
11. Provide oversight and make recommendations to the Board with respect to the adoption of and compliance with governance policies and principles for the Company and its subsidiaries.

12. Receive, review and respond to shareholder correspondence on behalf of the Board.
13. Review an annual report on all corporate political contributions made by the Company, and approve and recommend to the Board on an annual basis an aggregate amount of political contributions and expenditures in accordance with the Company's policy.
14. Advise and assist the Board through oversight of the Company's Social Responsibility Committee in reviewing and monitoring corporate contributions, employee volunteer engagement, and environmental stewardship to support and benefit the community and the Company's business goals and strategic intent.
15. As appropriate, review the Company's Code of Ethical Business Conduct to ensure it reflects a contemporary guide for lawful and ethical business conduct.
16. Review the Governance Committee Charter annually.
17. Review the Corporate Governance Guidelines annually.
18. Report all significant actions and findings of the Governance Committee to the Board