



## **LOUISIANA-PACIFIC CORPORATION GOVERNANCE AND CORPORATE RESPONSIBILITY COMMITTEE**

### **Purpose**

The Governance and Corporate Responsibility Committee takes a leadership role in shaping the governance of the corporation and provides oversight and direction regarding the functioning and operation of the Board of Directors.

The Committee provides oversight on management succession, the Company's sustainability strategy and performance, environmental and safety issues at the Company, ethics and business conduct of the Company, its political activities, and human resources practices.

### **Membership**

- The Committee will consist of no fewer than three directors.
- The Committee will be comprised entirely of independent directors and at least one member will serve concurrently on the Audit Committee.
- Members of the Committee are appointed and removed by the Board of Directors, considering the recommendation of the Committee.

### **Structure and Operations**

The Board of Directors will appoint the chair of the Committee.

The Committee will meet at such times as it determines to be necessary or appropriate, but no fewer than (3) times per year.

The Chairman of the Committee will, in consultation with the other members, be responsible for calling such meetings, establishing the agenda thereof and supervising conduct.

The Committee shall keep minutes of all of its meetings showing all matters considered by it and the actions taken thereon and shall provide to the Board a report of each meeting at the next regular meeting of the Board.

A majority of the members of the Committee shall be present in person at any meeting of the Committee in order to constitute a quorum for the transaction of business at such meeting. The affirmative vote of a majority of the members of the Committee present at

a meeting at which a quorum is present, or the written consent of all of the members of the Committee without a meeting, shall be the act of the Committee.

A representative of management will function as Committee support and be a liaison with management. The role of the management liaison will be to:

1. Work with Committee Chair and the CEO to establish an agenda for each meeting.
2. Prepare briefing and pre-meeting reading materials for Committee members.
3. Arrange for appropriate persons to present agenda items at Committee meetings or to be present for discussions with the Committee.

## **Goals and Responsibilities**

To carry out its responsibilities, the Committee will

### Board of Directors Functioning and Operations:

1. Recommend to the Board the Director candidate to be elected as Chair of the Board, and when the role of Chair/CEO are combined, recommend the candidate to be elected as Lead Independent Director.
2. Determine criteria for selecting new directors, including the skills and diversity that would be advantageous to add to the Board of Directors.
3. Identify persons qualified to become Directors, recommend candidates to the Board of Directors to be elected at the next annual meeting of the stockholders.
4. As appropriate and in the sole discretion of the Committee, retain a search firm to assist in identifying director candidates and approve the firm's fees and other retention terms.
5. Each year the Committee shall recommend to the Board for its approval the individual nominees for election as directors at the next annual meeting of the LP stockholders.
6. Develop and recommend to the Board of Directors a set of corporate governance guidelines applicable to the Company.
7. Review the charters of all the committees of the Board of Directors for appropriate distribution of responsibilities and oversight of issues. Recommend Committee assignments to the Board of Directors.
8. Manage the process of the evaluation of the Board of Directors, with feedback to be provided through the Lead Independent Director.
9. Make recommendations to the Board regarding all elements of Board compensation.
10. Assess the effectiveness of the Committee, including the adequacy of the Committee's charter, at least annually and recommend any proposed changes to the Board of Directors for approval.
11. Consider and make recommendations to the Board regarding provisions of LP's Bylaws, shareholder proposals and other corporate governance items that may arise from time to time.

### Management Succession:

1. Manage the process that the Board of Directors uses in evaluation of the CEO.
2. Review management succession processes.
3. Manage the process the Board of Directors uses in selecting persons to be appointed as the Company CEO.

### Sustainability:

1. Provide oversight and direction on the Company's sustainability strategy.
2. Review annually the Company's sustainability performance and progress towards goals.

### Safety, Environmental and Product Quality:

1. Provide oversight and policy direction on safety, environmental and product quality policies and practices.
2. Review the implementation of Company safety programs and trends.
3. Review the environmental performance of the Company as it affects employees, communities, vendors and customers.
4. Refer to and work with the Audit Committee on environmental compliance issues that could have a material financial effect on the Company.
5. Review the implementation of Company product quality policies and standards, including claims and quality incident reports.

### Ethics and Business Conduct; Legal Compliance:

1. Provide oversight of the Company's programs for ethics and business conduct.
2. Review processes for administering the Company's code of conduct and compliance program.
3. Review, at least annually, Company ethics and business conduct practices, trends, and issues and report the Committee's findings to the Board of Directors.
4. Refer to and work with the LP's compliance with federal and state laws, regulations and rules.
5. Review matters raised through LP's confidential hotline reporting service.

### Political Activities:

Provide oversight of the Company's political activities and advocacy, including political fundraising and contributions.

### Human Resources Practices:

1. Provide oversight and policy direction on diversity and employee satisfaction.

2. Review results and trends of the Company-wide employee satisfaction survey.
3. Review Company diversity and equal opportunity programs, trends, and issues.