

GOVERNANCE COMMITTEE CHARTER

Governance Committee Membership

The Governance Committee (the “Committee”) of each Fund shall be composed entirely of Directors/Trustees who are not “interested persons” as that term is defined in the Investment Company Act of 1940 (the “1940 Act”) (the “Independent Directors”) and may be comprised of one or more such Independent Directors.

Board Nominations and Functions

1. The Committee shall make nominations for Independent Director membership on the Boards of Directors/Trustees (the “Board”). The Committee shall evaluate candidates’ qualifications for Board membership, and their independence from the Fund’s investment adviser and other principal service providers. Persons selected must not be “interested persons” of the Fund. The Committee shall also consider the effect of any relationship beyond those delineated in the 1940 Act that might impair independence, such as business, financial or family relationships with the investment adviser or its affiliates. In determining nominees’ qualifications for Board membership, the Committee may consider such other factors as it may determine to be relevant to fulfilling the role of being a member of the Board, including whether nominees would qualify for service on a Fund’s audit committee under the rules of the New York Stock Exchange or other applicable securities exchange.
2. The President and other officers of the Fund may recommend candidates for the Board. The Committee shall give candidates recommended by the President and other officers of the Fund the same consideration as any other candidate.
3. The Committee may establish procedures for the consideration of shareholder nominees.
4. The Committee shall periodically review the composition of the Board to determine whether it may be appropriate to add individuals with different backgrounds or skills from those already on the Board.
5. The Committee shall periodically review Director compensation and shall recommend any appropriate changes to the Board as a group.

Committee Nominations and Functions

1. The Committee shall make nominations for membership on all committees of the Fund and shall review Board committee assignments as necessary.
2. The Committee shall review as necessary the responsibilities of any committee of the Board, whether there is a continuing need for each committee, whether there is a need for additional committees, and whether committees should be combined or reorganized.

The Committee shall make recommendations for any such action to the full Board.

Other Powers and Responsibilities

1. The Committee shall normally meet on an annual basis prior to the first, second and fourth quarterly meetings of the full Board and is empowered to hold special meetings as circumstances require.
2. The Committee shall have the resources and authority appropriate to discharge its responsibilities, including authority to utilize Independent Director or Fund counsel and to retain other experts at the expense of the Fund.
3. The Committee shall perform other duties as assigned by the Board.
4. The Committee shall review this Charter at least annually and recommend any changes to the full Board.

As adopted: May 22, 2024