

**Dominion Resources, Inc.**  
("Dominion")

**Corporate Governance Guidelines**

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**I. ROLE AND FUNCTION OF THE BOARD**

Dominion's Board of Directors (Board) is charged with the responsibility of overseeing Dominion's management, as well as the business and affairs of Dominion on behalf of Dominion's shareholders. Dominion's business is conducted by its employees under the supervision of its Chief Executive Officer. The Board and management recognize that the interests of Dominion are advanced by responsibly addressing the concerns of other constituencies, including employees, customers and the communities in which Dominion operates. These governance guidelines are intended to support the Board in its oversight role and in fulfilling its obligation to shareholders. The Board will review these guidelines annually in its continuing effort to achieve this goal.

**A. Composition**

1. The Board shall consist of a majority of independent directors. No more than three employees or ex-employees of the company may serve concurrently as directors. To be considered independent under the New York Stock Exchange's (NYSE) listing standards and these Corporate Governance Guidelines, the Board must affirmatively determine that a Director has no material relationship with Dominion (either directly or as a partner, shareholder or officer of an organization that has a relationship with Dominion). In determining independence, the Board shall broadly consider all relevant facts and circumstances. The Board has adopted the standards in Appendix A to assist it in determining director independence.
2. The Board will set the number of Directors within the range allowed by the company's Articles of Incorporation.
3. The Compensation, Governance and Nominating (CGN) Committee, with advice from the CEO and other members of the Board and management, shall screen director candidates. The Committee shall select candidates who represent a mix of backgrounds and experiences that will enhance the quality of the Board's deliberations and decisions. The attributes that the Committee may consider include a candidate's character, judgment, diversity of experience, acumen and ability to act on behalf of shareholders. Business and financial experience and governmental and community service are among the relevant criteria. The Committee may also consider in its assessment the Board's diversity, in its broadest sense, reflecting, but not limited to, geography, gender and ethnicity. The Committee will also consider the independence of any candidate under the standards of independence discussed above.
4. The company's CEO should be a member of the Board.

5. All Directors are elected annually by the shareholders.

## **B. Structure**

1. The Board's current committees are Audit, CGN, and Finance and Risk Oversight. These committees shall report regularly to the full Board.
2. The CGN Committee shall be responsible for recommending directors for placement on the various committees. Assignments shall be based on the needs of the Board and the expertise of the members. The Board annually shall appoint the committee members and chairs.
3. The Audit and CGN Committees shall be composed of directors who are independent in accordance with NYSE listing standards and these Corporate Governance Guidelines. Audit and CGN Committee members must also meet any additional independence and eligibility criteria prescribed by the applicable committee charter.
4. All Board committees shall have written charters that address the committees' purposes, duties and responsibilities. Each committee shall conduct an annual evaluation of its performance.
5. The Board may establish, from time to time, additional committees to facilitate and assist in the execution of the Board's responsibilities.

## **C. Operation and Responsibilities**

1. The Board shall determine whether to have a joint CEO/Chairman position or whether to separate these offices, taking into consideration succession planning, skills and experience of the individuals filling these positions and other relevant factors.
2. The Board's independent Directors shall hold regularly scheduled executive sessions without management present, during which they will review the performance of senior management and discuss other matters, as they believe necessary. Only the Board's independent Directors shall make decisions with respect to CEO compensation.

If the Chairman of the Board is not an independent Director, the non-management Directors shall elect an independent Lead Director. In the event the Lead Director is not available, the Chair of the CGN Committee shall act as Lead Director. The Lead Director shall:

- Preside at all meetings of the Board when the Chairman of the Board is not present, including executive sessions of the independent directors;
- Serve as a liaison on Board-wide issues between the Chairman of the Board and the independent Directors;

- Have the authority to call meetings of the independent Directors, as needed;
  - Approve Board meeting agendas and information sent to the Board;
  - Approve Board meeting schedules to assure sufficient time for discussion of all agenda items;
  - Be available for communications if requested by major shareholders; and
  - In consultation with the Board, be authorized to retain independent advisors and consultants on behalf of the Board.
3. The Board shall establish the number of regular meetings to be held each year, and shall hold special meetings when necessary. The CEO and Lead Director shall solicit input from the Directors for Board agenda items, and such agendas and selected information shall be distributed to the Directors prior to Board meetings for their review. Directors shall regularly receive pertinent information regarding Company activities and other matters of interest.
  4. Directors are expected to attend all Board and committee meetings and to devote as much time and attention as necessary to discharge their duties. Directors also are expected to ensure that other commitments do not materially interfere with their attendance at company meetings or their ability to fulfill their responsibilities as company Directors. The CEO shall sit on no more than two other public company Boards in addition to the Dominion Board and the boards of Dominion subsidiaries, and non-employee Directors shall sit on no more than five other public company boards. Members of the Audit Committee shall sit on no more than two Audit Committees of other public companies unless the Board has determined that such service would not impair the Director's ability to serve on the Committee. Directors are expected to notify the Chair of the CGN Committee and the Corporate Secretary in advance of accepting an invitation to serve on another public company board which would provide opportunity to identify and consider potential conflicts of interests, if necessary.
  5. The Board shall review and approve Dominion's Code of Ethics to guide employees, officers and, where applicable, Directors in promoting high ethical standards, fiscal accountability and compliance with all applicable laws and regulations.
  6. The Board and its committees shall have the authority and funding at any time to retain independent outside financial, legal or other advisors.
  7. The CGN Committee shall oversee the annual self-evaluation of the Board's effectiveness and that of its committees.

#### **D. Director Policies**

1. *Director Orientation and Education*
  - a. Newly elected Directors will receive a briefing from the CEO and senior management regarding matters related to the company's core businesses. At

a minimum, they shall be briefed on operations and strategic directions by the CEO, chief financial officer, chief legal officer and CEO's of the major business segments and by the corporate secretary on matters related to Board governance and membership.

- b. Continuing education will be achieved through management presentations at Board meetings from time to time to provide insights into aspects of the company's business or to provide employees with exposure to the Board for purposes of management development. The Board and committees will receive updates on any new material legal or regulatory requirements that affect the company. Directors may periodically attend seminars conducted by organizations outside of the company that are related to director responsibilities, governance or industry matters. In addition, Directors shall tour company facilities when practicable.

## 2. *Age and Term Limits*

- a. The Board does not believe it appropriate or necessary to limit the number of terms a Director may serve.
- b. Independent Directors shall submit their resignation not later than December 31 following their 72<sup>nd</sup> birthday, and annually thereafter. In view of the consistently changing and increasingly competitive environments in which Dominion and its businesses operate, Board stability and experience are essential. Accordingly, the Board reserves the right not to accept such resignation, and to nominate such Directors for election to the Board at the Annual Meeting of Shareholders if the Board determines that it is in the company's best interest.

## 3. *Change in Job Responsibilities*

- a. Non-employee Directors are expected to tender their resignation to the CGN Committee if their job responsibilities change meaningfully from those they held when they were elected to the Board or if there is a change in circumstances that could reasonably affect their independence. This does not mean that the Committee will automatically accept such resignation; instead there will be an opportunity for the Committee to determine the appropriateness of Board membership under such circumstances.
- b. Directors who are employed by Dominion shall submit their resignation from the Board to the CGN Committee when they conclude their employment. This does not mean that the Committee will automatically accept such resignation; instead there will be an opportunity for the Committee to determine the appropriateness of Board membership under such circumstances.

4. *Majority Voting*

- a. As stated in the Company's bylaws, each Director shall be elected by a majority of votes cast at an election of directors, provided that if the number of director nominees exceeds the number of directors to be elected, the directors shall be elected by a plurality of the votes of shares represented at the meeting and entitled to vote on the election of directors.
- b. If an incumbent Director is not reelected, the Director shall offer his or her resignation promptly to the Board. Within 90 days following the certification of election results, the Board shall act on the offered resignation. With advice from the CGN Committee, the Board will determine whether or not to accept such resignation.
- c. Any Director submitting his or her resignation will abstain from participating in deliberations or voting regarding such resignation.

5. *Other Affiliations*

- a. Each Director will advise the Chair of the CGN Committee or the corporate secretary of any affiliation or transactions with public, private or non-profit entities so that the relationship can be reviewed to determine if it could create a potential conflict of interest or possible inconsistency with Dominion's corporate policies or practices.

6. *Non-employee Director Compensation and Stock Ownership Requirements*

- a. The CGN Committee shall review annually and assess the compensation paid to non-employee Directors and recommend to the Board any changes it believes are appropriate. To assist it, the CGN Committee may retain an independent consultant to benchmark non-employee Director compensation with that of Dominion's peer companies. In addition, to link Director compensation to performance and to align the Board's interests with the interests of Dominion's shareholders, a significant portion of Director compensation may be payable in some form of Dominion Common Stock.
- b. Each Director, within four years of his or her election to the Board, shall acquire and hold the lesser of 12,000 shares of Dominion Common Stock or shares equal in value to five times the annual retainer for service as a Director. During their term of service, Directors are expected to retain and hold the requisite number of shares until retirement.

## **II. MANAGEMENT AND THE BOARD**

### **A. Board Access to Management**

Board members shall have complete access to the CEO, the chief financial officer, the chief legal officer, general auditor, other members of senior management and the independent auditors. Management shall be responsive to all requests for information from Board members.

## **B. Development and Succession**

1. The CGN Committee shall evaluate annually the CEO's performance as part of its review of Dominion's executive compensation program. The CEO shall not be present during the CGN Committee's review of his performance and compensation. The CGN Committee shall ensure that executive compensation programs align the interests of management with those of Dominion's shareholders.
2. The CEO is responsible for developing and maintaining a process to plan for successor chief executive officers, as well as for other key senior leadership positions. The CEO shall review this process with the CGN Committee at least annually. The Board has final authority to select any successor CEO and, in the case of an emergency, the company's bylaws direct the process.

## **C. Risk Oversight**

1. The Audit Committee shall meet periodically with members of management, including the principal accounting officer or controller, the chief legal officer, and the internal and independent auditors, to receive and discuss reports on Dominion's internal control systems and compliance.
2. The Finance and Risk Oversight Committee shall meet periodically with members of management responsible for financial and risk management to receive and discuss reports relating to Dominion's financing activities, risk assessment and risk management policies and procedures. The Committee shall report to the Audit Committee and the Board of Directors regarding these activities.

## **D. Disclosure Committee**

Management has established a Disclosure Committee for the purpose of ensuring that Dominion's disclosure controls and procedures for periodic filings with the SEC (including the proxy statement) are in compliance with applicable laws and regulations. The Disclosure Committee, which reports to the Audit Committee quarterly, shall be comprised of representatives of the major business functions and also the chief legal officer, chief information officer, principal accounting officer, corporate secretary, chief governance officer and controller. The principal accounting officer shall chair the Disclosure Committee.

## **E. Recovery of Performance-based Compensation**

In the event financial results filed with the SEC are restated due to fraud or intentional misconduct, the Board or an independent Board committee will review performance-based compensation paid to officers who are found to be personally responsible for the fraud or intentional misconduct that caused the need for the restatement. To the extent permitted by applicable law, the Board will seek, if it deems appropriate, the recovery of any performance-based compensation paid to

officers whose conduct directly caused the need for restatement. The foregoing shall be in addition to seeking any amounts the CEO and CFO are required to repay under Section 304 of the Sarbanes Oxley Act.

### **III. MODIFICATIONS**

The operation of the Board is a dynamic and evolving process, as are the demands of the marketplace. As such, the CGN Committee shall periodically review these Guidelines and recommend proposed modifications to the Board when appropriate and when NYSE or SEC regulations dictate.

### Director Independence Standards

To be considered independent under NYSE listing standards, the Board must affirmatively determine that a Director has no material relationship with Dominion<sup>1</sup> (either directly or as a partner, shareholder or officer of an organization that has a relationship with Dominion). To assist it in determining director independence, the Board has adopted the following standards:

#### 1) A Director will *not* be independent if:

- a) the Director is, or has been within the last three years employed by Dominion, or an immediate family member<sup>2</sup> is, or has been within the last three years an executive officer<sup>3</sup> of Dominion;
- b) (i) the Director or an immediate family member is a current partner of a firm that is Dominion's independent or internal auditor; (ii) the Director is a current employee of such a firm; (iii) an immediate family member is a current employee of such a firm and personally works on Dominion's audit; or (iv) the Director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on Dominion's audit within that time;
- c) the Director, or an immediate family member, is or has been within the last three years employed as an executive officer of another company where any of Dominion's present executive officers serves or served at the same time on that company's compensation committee;
- d) the Director is a current executive officer or employee, or has an immediate family member who is a current executive officer, of a company that made payments to, or received payments from, Dominion for property or services in any of the last three fiscal years in an annual amount exceeding the greater of \$1 million or 2% of such company's consolidated gross revenues<sup>4</sup>; or
- e) the Director, or an immediate family member, has received during any twelve-month period within the last three years more than \$120,000 in direct compensation from Dominion, other than director and committee fees and pension or other forms of deferred compensation for prior service not contingent in any way on continued service<sup>5</sup>.

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<sup>1</sup> References to Dominion include any of Dominion's consolidated subsidiaries.

<sup>2</sup> An immediate family member is a person's spouse, parents, stepparents, children, stepchildren, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law as well as anyone who shares the person's home (other than a tenant or an employee).

<sup>3</sup> "Executive Officer" has the same meaning specified for the term "officer" in the SEC's Rule 16a-1(f).

<sup>4</sup> Contributions to tax exempt organizations shall not be considered "payments" for the purpose of this restriction.

<sup>5</sup> Compensation received by a Director's immediate family member for service as a non-executive employee of Dominion will not be considered in determining independence.

**2) The following relationships will not be considered to be material relationships that would impair a Director's independence (categorical standards) unless they otherwise conflict with the listing standards of the New York Stock Exchange or any other legal or regulatory requirement applicable to the Company at the time:**

- a) the Director is a current executive officer or an employee, or whose immediate family member is a current executive officer, of another company:
  - i) that is indebted to Dominion, or to which Dominion is indebted, and the total amount of either company's indebtedness to the other is less than 5% of the total consolidated assets of either company;
  - ii) in which Dominion owns a common stock interest, or the other company owns a common stock interest in Dominion, and the amount of the common stock interest is less than 5% of the total shareholders' equity of the company in which the interest is owned; or
  - iii) that does business with Dominion and the annual sales to, or purchases from, Dominion in each of the last three fiscal years were less than the greater of \$1 million or 1% of the consolidated gross revenues of such other company.
  
- b) the Director, or an immediate family member, has an interest in a transaction in which Dominion or one of its subsidiaries is a participant and the total transaction amount is less than \$120,000 or is determined by competitive bid or a fixed rate tariff or fee schedule in conformance with governmental regulations.
  
- c) the Director, or an immediate family member, serves as an officer, director or trustee of a charitable organization, and if for each of the preceding three fiscal years, Dominion's or the Dominion Foundation's discretionary charitable contributions to the organization are less than the greater of \$1 million or 2% of the organization's total annual charitable receipts for such year. (Dominion's automatic matching of employee charitable contributions will not be included in the calculation.)

All of the relationships that are not considered material relationships that would impair a Director's independence pursuant to this Section 2 will be reported to the Compensation, Governance and Nominating Committee annually for informational purposes only.

**3) The Board may still determine that a Director is independent even if that Director has a relationship that does not meet the categorical standards described in 2) above, so long as that relationship does not violate the NYSE rules. If such determination is made, the basis for the Board's determination will be explained in Dominion's next proxy statement.**