

# **Weingarten Realty Investors**

## **Governance and Nominating Committee Charter**

*(Revised April 30, 2013)*

### ***Purpose***

The Governance and Nominating Committee (the “Governance Committee” or the “Committee”) shall (i) oversee the process by which individuals are nominated to become Board members, including the identification of individuals qualified to become board members and the recommendation of trust manager nominees, (ii) develop and recommend to the Board a set of governance principles, and (iii) oversee matters of governance to ensure that the Board is appropriately constituted and operated to meet its fiduciary obligations, including advising the Board on matters of (A) board organization, membership and function and (B) committee structure and membership. The Governance Committee shall have the authority to retain special legal, accounting or other consultants to advise the Governance Committee and to assist it in identifying suitable potential board nominees. The Governance Committee may request any officer or employee of the Company or the Company’s outside counsel to attend a meeting of the Governance Committee or to meet with any members of, or consultants to, the Governance Committee. Any officer of the Company may request to attend a meeting of the Governance Committee.

### ***Organization***

This charter governs the operations of the Governance Committee. The Governance Committee shall annually review and reassess the adequacy of this charter and recommend any proposed changes of the charter to the Board for approval. The Governance Committee, in consultation with the Chairman of the Board, shall recommend members for appointment to, and the Chairman of, the Governance Committee to the Board for its approval. The Board will appoint Committee members annually. The Board may remove Committee members at any time, with or without cause, by a majority vote. The Board will fill any vacancy on the Committee. The Governance Committee shall be comprised of at least three trust managers, each of whom is independent as determined in accordance with the listing standards of the New York Stock Exchange. The Governance Committee shall maintain minutes of its meetings and report to the Board.

### ***Responsibilities and Processes***

In carrying out its responsibilities, the Governance Committee shall:

1. Establish criteria for selection of potential trust managers, taking into consideration the following desired attributes: leadership; independence; interpersonal skills; financial acumen; business experiences; industry knowledge; and diversity of view points. The Committee will periodically assess the criteria to ensure it is consistent with best practices and the goals of the Company.
2. Identify individuals who satisfy the criteria for selection to the Board and, after consultation with the Chairman of the Board, make recommendations to the Board on new candidates for Board membership.

3. Establish criteria for the evaluation of existing trust managers and the re-election or removal of trust managers based on the needs of the Company, taking into consideration, but not limited to, such criteria as attendance at Board and Committee meetings, preparation for such meetings, active discussion on issues, and responsiveness to the needs of the Company as appropriate.
4. Review the qualifications, performance and independence of existing Board members and make recommendations whether they should stand for re-election.
5. Recommend to the Board the removal of a trust manager where appropriate.
6. Recommend to the Board, a slate of nominees for trust manager the next annual meeting of shareholders.
7. Recruit, in consultation with the Chairman of the Board, those candidates for Board membership that are approved by the Board.
8. Oversee the orientation process for new trust managers.
9. Establish criteria for membership on the Board committees and, in consultation with the Chairman of the Board, make recommendations to the Board for appointments to and removal from committees.
10. Periodically review the Board's committee structure, committee operations, committee formations, and committee charters and make such recommendations to the Board as are determined to be consistent with best practices and the best interests of the Company.
11. Review and recommend policies with respect to composition, organization, processes, and practices of the Board, including policies with respect to the size of the Board; desired qualifications of trust managers; the types, function, size and membership of the Board committees; meetings of the Board (including executive sessions); and Board retirement and tenure policies.
12. Recommend to the Board standards for determining trust manager independence consistent with the requirements of the NYSE and other applicable guidelines on best practices.
13. Periodically review trust manager independence standards established by the Board and recommend such changes in the standards as the Committee determines to be appropriate.
14. Develop and recommend to the Board, Governance Policies that are appropriate for the Company and are consistent with best practices and the best interests of the Company. The Committee periodically will review the Governance Policies and make recommendations for changes as in its judgment are appropriate.
15. Oversee the Company's positions on and policies in respect to significant shareholder relations issues, including all proposals submitted by shareholders for inclusion in the Company's proxy statement.
16. Identify and investigate emerging governance issues and trends which may affect the Company.
17. Periodically review the Company's Board compensation practices and make recommendations for changes in compensation practices as the Committee determines to be appropriate and consistent with the Company's Governance Policies.

18. Review any proposed amendments to the Company's Declaration of Trust and Bylaws and recommend appropriate action to the Board.
19. Have such other duties and responsibilities as may be assigned to the Governance Committee, from time to time, by the Board and/or the Chairman of the Board.
20. Develop criteria for, and conduct an annual evaluation of the performance and effectiveness of, the Governance Committee and report the results of that evaluation to the Board.
21. Propose criteria for, and communicate the results of, an annual evaluation of the performance and effectiveness of the Board.
22. Review, in consultation with each Committee of the Board, each committee charter and each committee's process for conducting an annual evaluation of the performance and effectiveness of the committee.