

C.H. ROBINSON WORLDWIDE, INC.
Governance Committee Charter
(reaffirmed on February 12, 2014)

Organization

There shall be a committee of the Board of Directors to be known as the Governance Committee (the "Committee"). The Committee shall consist of at least three members as determined by the Board, each of whom shall meet the independence requirements of The Nasdaq Stock Market, Inc. ("Nasdaq") (as such requirements may be modified or supplemented from time to time). The members of the Committee shall be appointed and replaced by the Board.

The Committee shall have at least two regularly scheduled meetings, but will meet as often as it deems necessary or appropriate, in its judgment, to carry out its responsibilities. The Committee shall report to the Board and propose any necessary action to the Board following each Committee meeting.

Statement of Policy

The Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the nominees for election as Directors; (2) to adopt and revise, from time to time, corporate governance guidelines applicable to the Company; (3) to recommend to the Board the nominees for each committee of the Board; and (4) serve in an advisory capacity to the Board on matters of organization, and the conduct of Board activities.

Authority and Responsibilities

The Committee shall have the authority and duty to:

1. Review, at least annually, the structure and membership of the Board to assure that the proper skills and experience are represented on the Board. At least a majority of the members of the Board shall be independent directors meeting the requirements of Nasdaq.
2. Periodically make recommendations to the Board with respect to the size and composition of the Board and recommend to the Board general criteria (such as, independence, experience relevant to the needs of the Company, leadership qualities, diversity and ability to represent the stockholders) for the selection of individuals to be considered as candidates for election to the Board.
3. Seek out and evaluate candidates qualified to serve as Board members, and consider candidates submitted by stockholders of the Company in accordance with the notice provisions and other procedures set forth in the Corporate Governance Guidelines of the Company.

4. Recommend to the Board:
 - a. nominees to fill vacancies on the Board as they occur or are created;
 - b. prior to each annual meeting of stockholders, a slate of nominees for election or reelection as Directors by the stockholders at the annual meeting;

who meet the criteria for directors and the Corporate Governance Guidelines of the Company, and any other requirements established by the Committee.

5. Review and make recommendations to the Board as to whether or not an individual Director or nominee for Director is independent, taking into account the requirements of Nasdaq and such other factors as the Committee may deem appropriate; provided, however, that current employees of the Company shall not be deemed independent.
6. Review annually and recommend to the Board the membership of the committees of the Board, taking into account the independence and experience requirements of Nasdaq and such other factors as the Committee may deem appropriate, including, with respect to members of the Audit Committee and the Compensation Committee, the requirements of the Securities and Exchange Commission (as such requirements may be modified or supplemented from time to time).
7. Formulate for Board approval, and periodically review and reassess, the Corporate Governance Guidelines of the Company, and recommend any proposed changes to the Board for approval as necessary.
8. Develop, recommend to the Board, and oversee an annual performance evaluation process for the Board and each of its committees, and ensure that such performance evaluations are reviewed with the Board.
9. Review periodically with the Company's General Counsel, developments that may have a material impact on the Company's corporate governance programs, including related compliance policies.
10. Retain, and approve the fees and other retention terms of, any director search, legal and other advisors to the Committee, as it deems necessary for the fulfillment of its responsibilities.
11. Periodically make recommendations to the Board with respect to the compensation of nonemployee Directors.

12. Form and delegate authority to subcommittees of the Committee, except to the extent such delegation would be inconsistent with the requirements of the Securities and Exchange Commission or the listing rules of Nasdaq (as such requirements may be modified or supplemented from time to time).
13. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall review annually its own performance.
14. Oversee the Company's government relations function.
15. Monitor compliance with the Corporate Governance Guidelines of the Company.
16. Recommend to the Board responses to any stockholder proposals received by the Board.
17. Recommend to the Board whether to accept any Director resignations that may be submitted, in accordance with the terms of the Corporate Governance Guidelines or otherwise.
18. Perform such other functions as provided by the Company's charter, bylaws or Corporate Governance Guidelines, or as may from time to time be assigned by the Board of Directors.