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**College Retirement Equities Fund (“CREF”)/TIAA Separate Account VA-1  
 (“VA-1”) (collectively, the “Accounts”)**

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**Nominating and Governance Committees Charter**

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Effective January 1, 2024

**I. Purpose**

The Nominating and Governance Committees (collectively, the “Committee”) are standing committees of the Board of Trustees of CREF and the Management Committee of VA-1 (collectively, the “Board”), established to perform certain oversight and other functions for the Board, to the extent permissible under applicable laws. This charter, which was approved by the Board, constitutes a statement of the Committee’s authority, structure, and responsibilities with respect to promoting the best interests of the Accounts and their participants through the implementation of sound governance policies and practices.

**II. Responsibilities**

The Committee’s responsibilities (which may also be conducted by the Board) include:

- A. Determine the criteria, policies and process for consideration and selection of Trustee candidates, identify individuals suitable for membership on the Board, and recommend persons to be nominated or re-nominated as Trustees.
- B. Periodically review matters related to Trustee compensation.
- C. Annually coordinate the annual self-evaluation of the Board and its Committees
- D. Periodically review the Board’s corporate governance policies and practices with respect to size, composition, independence, and functioning of the Board and its Committees, including Committee Charters and CREF’s/VA-1’s governing documents and recommend, as it deems appropriate, any changes to the Board.
- E. Recommend the appointment of the Accounts’ officers and signatories, and conduct Chief Compliance Officer (“CCO”) searches, as needed.
- F. Consider and, as appropriate, recommend to the Board for approval the annual compensation for the Accounts’ CCO.
- G. Review participant communication with the Board, and recommend as appropriate, policies for such communication.
- H. Review overall investment management philosophy and approach with respect to environmental, social and governance and responsible investing matters.

I. Monitor ESG developments, issues, trends, and regulatory matters that may impact the Accounts' ESG strategy.

J. Review the TIAA Policy Statement on Responsible Investing, including the voting guidelines for proxy proposals incorporated therein.

K. Oversee the Accounts' investment advisers' process for voting proxies, including the submission of shareholder resolutions, communications with portfolio companies and the actual votes cast.

L. Perform such other functions and have such other powers as may be necessary or appropriate in the efficient and lawful discharge of the responsibilities provided in this charter.

### **III. Membership and Organization**

A. All Trustees of the Accounts who are not "interested persons," as that term is defined by the 1940 Act, will serve as members of the Committee, subject to individual Trustee removal or replacement, for any reason at any time, by a majority vote of the Board.

B. The Committee may delegate any portion of its authority to a subcommittee or subcommittees consisting of its members.

C. The Committee Chair shall be appointed by the Board after receipt of the recommendation of the Committee.

D. The Committee shall review and reassess this charter as it deems appropriate; however, changes will only be made following approval of the Board.

### **IV. Meetings**

A. The Committee typically will meet at least four times per year.

B. The Chair of the Committee or a majority of the Committee's members may call a special meeting of the Committee upon due notice to the Corporate Secretary and each other member at least 48 hours prior to the meeting, or more promptly if the majority of the members of the Committee waive such advance notice.

C. A majority of members of the Committee shall constitute a quorum.

D. A majority of the members present in person or by telephone/videoconference (or other communications facilities that permit all persons participating in the meeting to hear or communicate with each other simultaneously) shall decide any question brought before the Committee.

E. The Committee shall keep minutes of its meetings and regularly submit approved minutes of its meetings to the Board.

**V. Advisors**

The Committee shall have the authority, at the expense of the Accounts, to retain such independent accountants, lawyers, consultants, or other advisors as it deems appropriate to assist and advise the Committee in connection with its responsibilities or any investigations.

The Committee shall also have the right, upon request, to meet privately, in a separate executive session, with any other person as desired by the Committee. The Committee may also request that any such person meet with any member(s) of, or consultant(s) to, the Committee.

**VI. Committee's Self-Evaluation**

The Committee shall perform a self-evaluation annually, together with the other committee evaluations. Such evaluation may be conducted in connection with the Board's annual self-evaluation.