

TIAA-CREF Funds Complex Nominating and Governance Committees Charter

Amended as of May 14, 2013

Purpose

The Nominating and Governance Committees (“Committee”) are standing committees of the Boards of Trustees¹ (“Board”) of the TIAA-CREF Funds Complex² (“Funds”), established to perform certain oversight and other functions for the Board, to the extent permissible under applicable laws, with respect to promoting the best interests of the Funds and their shareholders through the implementation of sound governance policies and practices.

Responsibilities

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

1. Recommend persons to be nominated or re-nominated as Trustees.
2. Review the Funds’ officers, and conduct Chief Compliance Officer (“CCO”) searches, as needed, and provide consultation regarding other CCO matters, as requested.
3. Review trustee qualifications, performance, and compensation.
4. Periodically review structure and composition of the Board and its Committees, including a review of the Chair-persons.
5. Annually evaluate the operations of the Board and its Committees and assist the Board in conducting its annual self-evaluation.
6. Periodically review the Board’s corporate Governance policies and practices and recommend, as it deems appropriate, any changes to the Board.
7. 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.

Membership and Organization

1. The Committee shall consist of at least three members, all of whom shall be independent. Trustees shall be considered independent as long as they are not “interested persons,” as that term is defined by the 1940 Act, of the Funds.
2. The Committee may delegate any portion of its authority to a subcommittee or subcommittees consisting of its members.
3. Members of the Committee, including the Chair, shall be appointed by the Board after receipt of the recommendation of the Committee.
4. Committee members shall serve until their successors are elected or their earlier resignation or removal. Any member of the Committee may be removed or replaced, for any reason at any time, by a majority vote of the Board.
5. The Committee shall review and reassess this charter as it deems appropriate; however, changes will only be made following approval of the Board.

Meetings

1. The Committee shall meet at least three times per year.
2. 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.
3. A majority of members of the Committee shall constitute a quorum.
4. A majority of the members present in person or by telephone (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.
5. The Committee shall inform the Board of the significant actions taken or issues discussed at its meetings and otherwise report to the Board as the Committee deems (or the Chair of the Committee deems) desirable and appropriate.
6. The Committee shall keep minutes of its meetings and regularly submit approved minutes of its meetings to the Board.

Advisors

The Committee shall have the authority, at the expense of the Funds, 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.

Committee's Self-Evaluation

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

¹For TIAA Separate Account VA-1, this refers to the Management Committee.

² TIAA-CREF Funds Complex consists of: College Retirement Equities Fund ("CREF"), TIAA-CREF Funds, TIAA Separate Account VA-1 and TIAA-CREF Life Funds.