

TIAA-CREF Funds Corporate Governance And Social Responsibility Committee Charter

Amended as of July 16, 2013

Purpose

The Corporate Governance and Social Responsibility Committees (“Committee”) are standing committees of the Boards of Trustees¹ (“Boards”) of the TIAA-CREF Funds Complex² (“Funds”), established to assist the Board in fulfilling its oversight responsibilities by reviewing the TIAA-CREF Policy Statement on Corporate Governance and any amendments thereto (“Policy Statement”), and reviewing guidelines for the voting of proxies of securities held by the Funds, and overseeing related matters and shareholder initiatives.

Responsibilities

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

- A. Review the Policy Statement, as needed.
- B. Review voting guidelines on proxy proposals voted on behalf of the Funds.
- C. Consult with the Funds’ investment advisers (“Advisers”) on proxy votes not covered by the voting guidelines during the conference calls or in-person meetings, as required.
- D. Review the criteria used to screen investments in the CREF Social Choice Account and similarly screened Funds and approve the vendors who provide the social screening service.
- E. Oversee the process of voting proxies by the Advisers, including the submission of shareholder resolutions and communications with portfolio companies.
- F. Consult with the Advisers, as deemed appropriate, on corporate governance and social issues that may affect the business, operations and/or interests of the Funds.
- G. Perform such other functions and have such other responsibilities as may be necessary or appropriate in the efficient and lawful discharge of the powers provided in this charter.

Membership and Organization

- A. The Committee shall consist of at least four members, all of whom shall be independent. Trustees shall be considered independent if they are not “interested persons,” as that term is defined by the Investment Company Act of 1940, as amended, of the Funds, and have been determined by the Board to meet applicable independence requirements
- B. The Board may appoint members to fill vacancies.
- C. The Committee may delegate any portion of its authority to a subcommittee or subcommittees consisting of its members.
- D. Members of the Committee, including the Chair, shall be appointed by the Board after receipt of the recommendation of the Board’s Nominating and Governance Committee (“Nominating and Governance Committee”).

- E. 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.
- F. The Committee shall review and assess this charter as it deems appropriate; however, changes will only be made following recommendation of the Nominating and Governance Committee and approval of the Board.

Meetings

- A. The Committee shall meet at least two 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 (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 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.
- F. 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 and report on its evaluation to the Nominating and Governance Committee. 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.

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