

**EATON VANCE GROUP OF FUNDS**  
**GOVERNANCE COMMITTEE CHARTER**

- I. Composition of the Governance Committee. The Governance Committee (the “Committee”) of each registered investment company sponsored by Eaton Vance Management (each a “Fund”) shall be comprised of at least three Trustees appointed by the Board of Trustees, which shall also determine the number and term of such members. All members of the Committee shall be Trustees who are not “interested persons” (as defined under the Investment Company Act of 1940, as amended) of any Fund or of the investment adviser or sub-adviser of any Fund (each, an “Independent Trustee” and collectively, the “Independent Trustees”). The Chairperson of the Board of Trustees shall be a member of the Committee. A Chairperson of the Committee shall be appointed by the Board of Trustees on the recommendation of the Committee.
  
- II. Purpose of the Committee. The purpose of the Committee is to consider, evaluate and make recommendations to the Board of Trustees with respect to the structure, membership and operation of the Board of Trustees and the Committees thereof, including the nomination and selection of Independent Trustees and a Chairperson of the Board of Trustees, and the compensation of such persons.
  
- III. Meetings of the Committee. Meetings of the Committee shall be held at such times (but not less frequently than annually), at such places and for such purposes (consistent with the purposes set forth in this charter) as determined from time to time by the Board of Trustees, the Chairperson of the Board of Trustees, the Committee or the Chairperson of the Committee. A majority of the members of the Committee shall constitute a quorum for purposes of transacting business at any meeting, and the decision of a majority of the members present and voting shall determine any matter submitted to a vote. The Committee may adopt such procedures or rules as it deems appropriate to govern its conduct under this charter. Each Independent Trustee of the Board of Trustees shall receive notice of all Committee meetings, and such meetings shall be open for any Independent Trustee to attend.
  
- IV. Powers of the Committee. To carry out its purpose, the Committee may exercise the following powers with respect to each Fund:
  1. To consider and adopt procedures for identifying and evaluating candidates for the position of Independent Trustee, including the procedures to be followed by shareholders of the Fund that wish to recommend such candidates for consideration by the Committee. Such procedures are set forth on Appendix A hereto.
  
  2. To recommend to the Board of Trustees individuals to be appointed or nominated for election as Independent Trustees.

3. To recommend to the Board of Trustees from time to time, and in any event at least every four years, an Independent Trustee to be appointed as Chairperson of the Board of Trustees, with such powers as are set forth on Appendix B hereto.
  4. To evaluate the Board of Trustees' performance of its duties and responsibilities at least annually, which evaluation shall include consideration of the number of funds on whose boards each Trustee serves, and to make recommendations to the Board of Trustees for any appropriate action designed to enhance such performance.
  5. To review at least annually and make recommendations to the Board of Trustees with respect to the identity, responsibilities, composition and effectiveness of the various Committees of the Board of Trustees.
  6. To review periodically the compensation of the Trustees and the Chairperson of the Board of Trustees and to make recommendations to the Board of Trustees for any appropriate changes to such compensation.
  7. To review periodically the Board of Trustees' membership, structure and operation, and make recommendations to the Board of Trustees with respect to these matters, including the identity of any Trustee to be selected to serve as a Chairperson of a Committee of the Board of Trustees.
  8. To review periodically, and make recommendations with respect to, the allocation of responsibilities among the various committees established from time to time by the Board of Trustees.
  9. To coordinate its activities with the other committees of the Board of Trustees as necessary or appropriate and to communicate with such other committees regarding any material concerns or questions such committees may wish to consider in exercising their respective powers.
  10. To review the adequacy of this charter and consider any appropriate changes thereto and to evaluate the Committee's exercise of its powers and fulfillment of its responsibilities hereunder.
  11. To make recommendations to the Board of Trustees for action with respect to any of the above or such other matters as the Committee may deem necessary or appropriate in connection therewith.
- V. Reports to the Board of Trustees. The Committee shall periodically report its activities to the Board of Trustees.

VI. Resources of Committee. The Committee shall have the resources appropriate to exercise its powers and fulfill its responsibilities hereunder. In this regard, subject to the prior approval of the Board of Trustees Chairperson or a majority of the Board of Trustees, the Committee shall have the authority to engage special counsel, other experts or consultants, at the expense of the Funds and may determine the appropriate levels of funding for payment of compensation to such counsel, experts and consultants, as well as the ordinary administrative expenses necessary or appropriate in exercising its powers and fulfilling its responsibilities under this charter, including the reasonable costs of specialized training for Committee members. The Committee shall have direct access to such officers and employees of the Funds, Eaton Vance Management and any of its affiliated companies and the Funds' other services providers as it deems necessary or desirable.

## APPENDIX A

### EATON VANCE FUNDS

#### PROCEDURES WITH RESPECT TO NOMINEES TO THE BOARD OF TRUSTEES

- I. Identification of Candidates. When a vacancy on the Board of Trustees of a Fund exists or is anticipated, and such vacancy is to be filled by an Independent Trustee, the Governance Committee (the “Committee”) shall identify candidates by obtaining referrals from such sources as it may deem appropriate, which may include current Trustees, management of the Funds, counsel and other advisors to the Trustees, and shareholders of a Fund who submit recommendations in accordance with these procedures. In no event shall the Committee consider as a candidate to fill any such vacancy an individual recommended by management of the Funds, unless the Committee has invited management to make such a recommendation.
- II. Shareholder Candidates. The Committee shall, when identifying candidates for the position of Independent Trustee, consider any such candidate recommended by a shareholder of a Fund if such recommendation contains (i) sufficient background information concerning the candidate, including evidence the candidate is willing to serve as an Independent Trustee if selected for the position; and (ii) is received in a sufficiently timely manner (and in any event no later than the date specified for receipt of shareholder proposals in any applicable proxy statement with respect to a Fund). Shareholders shall be directed to address any such recommendations in writing to the attention of the Committee, c/o the Secretary of the Fund. The Secretary shall retain copies of any shareholder recommendations which meet the foregoing requirements for a period of not more than 12 months following receipt. The Secretary shall have no obligation to acknowledge receipt of any shareholder recommendations.
- III. Evaluation of Candidates. In evaluating a candidate for a position on the Board of Trustees of a Fund, including any candidate recommended by shareholders of the Fund, the Committee shall consider the following: (i) the candidate’s knowledge in matters relating to the mutual fund industry; (ii) any experience possessed by the candidate as a director or senior officer of public companies; (iii) the candidate’s educational background, (iv) the candidate’s reputation for high ethical standards and professional integrity; (v) any specific financial, technical or other expertise possessed by the candidate, and the extent to which such expertise would complement the Board of Trustees’ existing mix of skills, core competencies and qualifications; (vi) the candidate’s perceived ability to contribute to the ongoing functions of the Board of Trustees, including the candidate’s ability and commitment to attend meetings regularly and work collaboratively with other members of the Board of Trustees; (vii) the candidate’s ability to qualify as an Independent Trustee for purposes of the 1940 Act and any other actual or potential conflicts of interest involving the candidate and the Fund; and (viii) such other factors as the Committee determines to be relevant in light of the existing composition of the Board of Trustees and any anticipated vacancies. Prior to making a final recommendation to the Board of Trustees, the Committee shall conduct personal interviews with those candidates it concludes are the most qualified candidates.

## APPENDIX B

### EATON VANCE FUNDS

#### OFFICE OF CHAIRPERSON OF THE BOARD OF TRUSTEES

- I. Independent Chairperson of the Board of Trustees. The Governance Committee (the “Committee”) is empowered to recommend an Independent Trustee for appointment by the Board of Trustees as the Chairperson of the Board of Trustees. The power and authority vested in the Chairperson and his or her status as an Independent Trustee are intended to enhance the ability of the Trustees to promote the interests of the shareholders of the Funds. The Chairperson’s role is non-executive in nature, and the Chairperson shall not be directly responsible for the day-to-day operation or administration of the Funds, nor for decisions with respect to matters that would otherwise be within the purview of the Board of Trustees as a whole or the Independent Trustees as a group.
- II. Powers of the Chairperson. The Chairperson of the Board of Trustees may exercise the following powers with respect to each Fund:
  1. To preside at meetings of the Board of Trustees; and to exercise primary responsibility with respect to the agenda of such meetings, the topics discussed, the amount of time spent on each topic and the order in which topics are addressed.
  2. To serve as a member of the Governance, Contract Review and Audit Committees of the Board of Trustees and to serve as the Chairperson of the Contract Review Committee of the Board of Trustees.
  3. To call meetings of the Board of Trustees and of any Committee thereof on such occasions and under such circumstances as the Chairperson may deem necessary or desirable.
  4. To serve as a principal liaison with management and counsel to the Funds with respect to matters involving the Board of Trustees.
  5. To have the power and authority (but not the duty) to preside from time to time at meetings of the shareholders of the Fund, and to delegate such power and authority to other Trustees or officers of the Fund, in each case on such occasions and under such circumstances as may be deemed necessary or desirable by the Chairperson; provided, however, that in the event that the Chairperson does not preside at a meeting of shareholders or delegate such power and authority to another Trustee or officer of the Fund, the President of the Fund or the President’s designee shall preside at such meeting.
  6. To serve as a point of contact for shareholders and other persons wishing to communicate with the Independent Trustees or the Board of Trustees.

7. To have and exercise such powers as are typically vested in a “lead” independent trustee of a mutual fund.
  8. To have, exercise and perform such additional powers with respect to the Fund as from time to time may be assigned to the Chairperson by the Board of Trustees.
- III. Term of Appointment. Each appointee to the office of Chairperson of the Board of Trustees shall serve in such capacity for a term of four years or until (i) such appointee’s earlier resignation or removal from such office by the Board of Trustees upon the recommendation of the Committee, or (ii) such appointee ceases to be a member of the Board of Trustees; provided however, that in the event that the Board of Trustees does not appoint a new Chairperson at the conclusion of the four year term, the incumbent Chairperson shall continue to serve in such capacity until the Board of Trustees takes further action.
- IV. Resources of the Chairperson. The Chairperson of the Board of Trustees shall have the resources appropriate to exercise the powers and fulfill the responsibilities of the office, including the authority to engage, at the expense of the Funds, such advisors, agents, clerks, employees and counsel as may be deemed necessary or desirable by the Committee or the Chairperson. The Chairperson, in consultation with the Committee, may determine the appropriate levels of funding for payment of compensation to such persons as well as the ordinary administrative expenses necessary or appropriate in exercising the powers and fulfilling the responsibilities of the office, including the reasonable costs of specialized training. The Chairperson shall have direct access to such officers and employees of the Funds, Eaton Vance Management and any of its affiliated companies and the Funds’ other service providers as the Chairperson deems necessary or desirable.
- V. Ongoing Review by Committee. The Committee will continue to monitor the effectiveness of the office of the Chairperson, and will make, on an ongoing basis, such further changes to the powers and prerogatives of such office as it may determine are appropriate to enhance its effectiveness.