CORPORATE GOVERNANCE AND POLICY COMMITTEE CHARTER

PURPOSE AND AUTHORITY

The purpose of the Corporate Governance and Policy Committee is to (1) identify individuals qualified to become members of the Board of Directors consistent with criteria approved by the Board and recommend director nominees for the next annual meeting of shareholders; (2) advise the Board with respect to the structure and composition of the committees of the Board; and (3) advise and make recommendations to the Board with respect to corporate governance matters, including the Corporate Governance Guidelines and the Corporation's policies and processes described in this Charter. In carrying out its activities, the Committee will be supported by the Corporate Secretary as the Corporation's chief governance officer.

The Committee shall have the sole authority to retain and terminate such advisors as the Committee may deem appropriate in its sole discretion, including any search firm to assist the Committee in identifying director candidates, and to approve related fees and retention terms of such advisors. The Corporation shall pay the costs of any such advisors retained by the Committee.

The Committee shall have the authority to conduct investigations into any matters within the Committee's responsibilities and, in doing so, have full access to the Corporation's records and employees.

The Committee shall have the authority to form and delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

COMPOSITION AND QUALIFICATIONS

The Committee shall have at least three members and shall consist solely of independent Directors, as affirmatively determined by the Board of Directors, consistent with applicable stock exchange listing standards and applicable legal requirements. The members of the Committee shall be appointed by the Board, on the recommendation of the Committee, and may be replaced by the Board.

MEETINGS

The Committee shall meet at least four times each year or more frequently as circumstances dictate.

RESPONSIBILITIES AND DUTIES

The Committee shall:

1. Evaluate and make recommendations to the Board of Directors with respect to the size, composition, independence and operations of the Board and its committees.

2. Consider matters of corporate governance and periodically evaluate and recommend to the Board any changes to the Board's policies and practices or the Corporate Governance Guidelines.

3. Identify and evaluate candidates for selection as Directors consistent with the criteria set forth in the Corporate Governance Guidelines, and recommend to the Board candidates for election as Directors.

4. Recommend to the Board for its approval Directors to serve as members of each committee of the Board and as committee chairs. The Committee shall review and make recommendations with respect to committee assignments annually and shall recommend additional committee members to fill vacancies as needed.

5. Review and make recommendations to the Board with respect to any resignation tendered by a Director.

6. Review transactions pursuant to the Related Person Transaction Policy set forth in the Corporate Governance Guidelines.

7. Review, in consultation with the Chairman and Chief Executive Officer, and advise the Board with respect to potential competitive interests reported by Directors to Verizon pursuant to the Corporate Governance Guidelines.

8. Review management's recommendations with respect to shareholder proposals for Verizon's annual proxy statement.

9. Review the Corporation's policies and processes related to:
   - Verizon's charitable contributions, including the funding of and annual budget for the Verizon Foundation, its giving guidelines, and its employee programs;
   - Selected social, environmental, regulatory or political matters that impact the Corporation or its shareholders;
   - Equal Opportunity and diversity compliance and initiatives designed to attract, motivate and retain highly qualified employees; and
   - The safety of the Corporation's products and services.

10. Monitor Directors' compliance with Verizon's stock ownership guidelines.

11. Develop, recommend to the Board and oversee an annual self-evaluation process for the Board and its committees, and annually review its own performance.

12. Assume such other duties and responsibilities as the Board may from time to time delegate.

13. Report to the Board of Directors with respect to the Committee's activities as promptly as practicable following each meeting of the Committee.

14. Periodically review and recommend to the Board any changes to the charters of each committee of the Board.

15. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.