



Governance, Organization and Nominating Committee Charter

October 31, 2011

Membership -- Qualifications, Election and Removal

The Governance, Organization and Nominating Committee (the "Committee") shall consist of three or more directors. Each member shall be independent as defined by Boeing's Director Independence Standards and shall satisfy the independence requirements of the New York Stock Exchange. The Chairman and the other members of the Committee shall be elected annually by the Board of Directors of the Company (the "Board"), upon the recommendation of the Committee, and the Board may remove one or more directors from the Committee at any time in its discretion.

Responsibilities

The Committee's responsibilities include the following:

1. Review and make recommendations to the Board with respect to:
 - a. the general responsibilities and functions of the Board and its members;
 - b. the organization, structure, size and composition of the Board, including its leadership structure;
 - c. Board procedure and operations;
 - d. the organization and responsibilities of the committees of the Board; and
 - e. the form and amount of compensation and benefits for nonemployee directors for service on the Board and its committees.
2. Identify candidates who are qualified to become Board members under the criteria set forth in the Corporate Governance Principles, aid in attracting such qualified candidates to the Board and recommend such candidates to the Board to fill vacancies on the Board or to be nominated for election at the next annual meeting of shareholders, as applicable.
3. Evaluate, in consultation with the Chairman of the Board, the ongoing contributions to the Board of each director eligible to be nominated for re-election to the Board and recommend to the Board whether the director should be so nominated.
4. Assess the independence of each director nominee pursuant to New York Stock Exchange independence criteria and the Company's Director Independence Standards and make recommendations to the Board with respect to such assessments.
5. Recommend to the independent directors of the Board on an annual basis an independent director for election as Chairman or Lead Director, as applicable.
6. Review and monitor the orientation of new Board members and the continuing education of all directors, as well as assess the adequacy of and need for additional continuing director education programs relevant to the Committee's responsibilities.
7. Review periodically the Board committee structure and recommend to the Board, after consultation with the Chairman of the Board, directors to serve as members and chairpersons of each of the committees and to fill any vacancies.
8. Review and oversee the self-evaluation process of the Board.

9. Conduct an annual self-evaluation of the Committee.
10. Review the continued appropriateness of Board membership for any director who fails to receive the required vote for re-election at the annual meeting of shareholders, and recommend action to be taken, if any, to the Board.
11. Review the continued appropriateness of Board membership for any director who retires or resigns from his or her principal employment or who experiences a significant change in his or her primary responsibilities and recommend action to be taken, if any, to the Board.
12. Recommend to the Board nominees for election as Chief Executive Officer (“CEO”) and nominees for election or appointment as corporate officers.
13. Monitor and review at least annually the performance of the CEO and corporate officers, and the Company’s plans for CEO and senior management succession.
14. Confer with the CEO with respect to elected officers’ change of responsibilities and retirements.
15. Review and approve directors’ and elected officers’ directorships in other for-profit companies, as appropriate.
16. Review on an annual basis the compliance of each director with the stock ownership requirements for directors and make recommendations as appropriate.
17. Develop and recommend to the Board a set of Corporate Governance Principles applicable to the Company and periodically review such principles and recommend any proposed changes to the Board for approval.
18. Develop and recommend to the Board Director Independence Standards and periodically review such standards and recommend any proposed changes to the Board for approval.
19. Assess possible conflicts of interest of directors and corporate officers, including the review and approval or ratification as is required from time to time of any transaction or proposed transaction in which the Company is or is to be a participant and the amount involved exceeds \$120,000, and in which any director, corporate officer, nominee for director or any immediate family member of a director, corporate officer or any nominee for director has or will have an interest.
20. Review corporate governance developments and trends and, where appropriate, make recommendations to the Board on the governance of the Company.
21. Review and make recommendations to the Board regarding the Company’s responses to shareholder proposals.
22. Perform such other duties as may be delegated from time to time by the Board.

Meetings

The Committee meets in conjunction with the regular Board meetings and otherwise from time to time at the call of its Chairman. The Committee meets in executive session as it deems necessary or appropriate. The results of Committee meetings and other actions of the Committee shall be reported to the full Board. The Committee may invite to its meetings any member of management, including the CEO, and such other persons as it deems appropriate in order to carry out its duties and responsibilities.

Quorum and Actions of Committee

A majority of the members of the Committee shall constitute a quorum. The Committee shall act only by (1) the affirmative vote of the majority of members present at a meeting, provided that

any such action shall require the affirmative vote of at least two committee members, or (2) unanimous written consent in lieu of a meeting.

Authority to Retain Experts

The Committee shall have sole authority to retain and terminate any (1) search firm used to identify director candidates or (2) compensation consultant used to assist in the evaluation of director compensation, including sole authority to approve such firms' fees and other retention terms, and shall have the authority to obtain advice and assistance from any other internal or external legal, compensation, accounting or other advisors.

Committee Charter

The Committee shall review and reassess the adequacy of this charter on an annual basis and recommend any proposed changes to the Board for approval.

Subcommittees

The Committee has full authority to form and delegate authority to one or more subcommittees consisting solely of one or more members of the Committee as it deems appropriate from time to time.