

**BRANDYWINE REALTY TRUST
BOARD OF TRUSTEES**

CORPORATE GOVERNANCE COMMITTEE CHARTER

ORGANIZATION

Membership

The Corporate Governance Committee consists of at least two trustees, each of whom shall be independent, as such term is defined in the Corporate Governance Principles of the Board of Trustees (the “Board”). Membership on the Corporate Governance Committee is determined annually by the Board upon the recommendation of the Corporate Governance Committee. The Corporate Governance Committee Chairman is appointed by the Board. Should any member of the Corporate Governance Committee cease to be independent, such member shall immediately resign his or her membership on the Corporate Governance Committee.

Meetings

The Corporate Governance Committee meets at least twice each year. Additional meetings are scheduled as needed. A majority of the members of the Corporate Governance Committee shall constitute a quorum for the transaction of business. Minutes are recorded by the Secretary to the Corporate Governance Committee. Approval by a majority of the members present at a meeting at which a quorum is present shall constitute approval by the Corporate Governance Committee. The Corporate Governance Committee may also act by unanimous written consent without a meeting.

PURPOSE AND RESPONSIBILITIES

The Corporate Governance Committee shall:

1. Have the sole authority to retain and terminate any search firm to be used to identify any trustee candidates and shall have sole authority to approve the search firm’s fees and other retention terms.
2. Periodically review and recommend any changes in the size, composition, organization and operational structure of the Board and its standing committees. The Corporate Governance Committee shall also periodically review and reassess the adequacy of the Company’s Corporate Governance Principles, and recommend any proposed changes to the Board for approval.
3. Review and make recommendations on the range of skills and expertise which should be represented on the Board, and the eligibility criteria for individual Board membership.
4. Identify and recommend potential candidates for election to the Board, including candidates recommended by Company shareholders in accordance with procedures set forth in the Company’s annual proxy statement.

5. Make recommendations to the Board on committee assignments and the position of chairman of each committee.
6. Review and make recommendations to the Board on the Company's efforts to promote diversity among trustees, officers, employees and contractors.
7. Monitor ongoing developments pertaining to corporate governance practices and initiatives.
8. Lead the Board in its evaluation, at least annually, of the performance of the Board, each Board committee and individual trustees.
9. Arrange for the orientation of new trustees.
10. Review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. Additionally, the Corporate Governance Committee shall annually evaluate its own performance.

REPORTING RESPONSIBILITY

All action taken by the Corporate Governance Committee shall be reported to the Board at the next Board meeting following such action.