

# **Corporate Governance Guidelines of the Board of Directors Black Hills Corporation**

## **I. Authority**

The Board of Directors of Black Hills Corporation adopted the following Corporate Governance Guidelines. The operation of the Board of Directors is a dynamic and evolving process. As such, these Guidelines are reviewed annually by the Governance Committee, and may be amended at any time, upon recommendation by the Governance Committee, and approval of the Board. No policy can cover each and every issue that may surface, but these Guidelines set the proper tone for the operation of the Black Hills Corporation Board of Directors and assist the Board in fulfilling its obligations to shareholders and other constituencies.

## **II. Board Responsibilities**

All corporate authority resides in the Board of Directors as fiduciaries on behalf of shareholders. The Board delegates authority to management to pursue the Company's mission. Management, not the Board, is responsible for managing the Company. Yet the Board is responsible for determining that the corporation is managed in a way to achieve its mission. To this end, the Board will provide its advice and consent to management with respect to Company policies and strategic plans.

## **III. Board Operations**

1. Selection and Composition of the Board. The Board of Directors should be composed of individuals whose backgrounds, abilities, commitment and expertise combine to serve the best interests of the Company. Individually they should possess the highest personal and professional integrity, and practical and mature judgment. Collectively, the Board should represent diverse experience at policy-making levels in areas of relevance to the Company's business activities.
  - a. Board Membership Criteria. The Governance Committee shall identify, and review with the Board, on an annual basis, the skills, expertise, commitment and characteristics required of Company Board Members, given both the current makeup of the Board, and the operations of the Company. Based upon this evaluation, the Governance Committee shall make recommendations to the Board regarding the re-nomination of existing Board Members, as well as the addition of new members. This assessment should include issues of judgment, diversity, age, skills such as understanding of relevant industries, technologies and markets, financial literacy, time

commitment and leadership. Independent Directors shall constitute a substantial majority of the Board.

- b. Policy Relating to Majority Voting. In an uncontested election of Directors, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “Majority Withheld Vote”) shall promptly tender his or her resignation to the Chairman of the Board following certification of the election results. Neither abstentions nor broker non-votes will be deemed to be votes “for” or “withheld” from a director’s election for purposes of this policy. A Director who is also an officer or employee of the Company need not tender his or her resignation from such officer or employee position.

The Governance Committee shall recommend to the Board of Directors whether to accept or reject the tendered resignation. In considering whether to recommend to accept or reject the tendered resignation, the Committee will consider all factors deemed relevant including, without limitation,

- (i) the reasons why the Committee believes shareholders “withheld” votes for election from such Director and any other circumstances surrounding the “withheld” votes,
- (ii) any alternatives for curing the underlying cause of the withheld votes,
- (iii) the qualifications of the Director whose resignation has been tendered,
- (iv) the Director’s past and expected future contributions to the Board and the Company, and
- (v) the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable SEC or NYSE requirements.

The Director who tendered his or her resignation pursuant to this provision shall not participate in the Governance Committee recommendation or Board of Directors action regarding whether to accept the resignation offer. If, however, each member of the Governance Committee received a Majority Withheld Vote in the same election, then the Board shall appoint a committee comprised solely of independent directors who did not receive a Majority Withheld Vote in that election to consider each tendered resignation and recommend to the Board whether to accept or reject it. The Board of Directors shall publicly disclose by filing with the SEC on Form 8-K its decision and, if applicable, rationale within 90 days after receipt of the tendered resignation.

The Board shall consider as candidates for nomination for election or re-election to the Board, or to fill vacancies and new directorships on

the Board, only those individuals who agree to tender an irrevocable resignation that will be effective upon (a) the occurrence of a Majority Withheld Vote for that Director in his or her next election and (b) acceptance of the tendered resignation by the Board.

- c. Number of Directors. The Bylaws of the corporation authorize management of the Company through a Board of no fewer than nine members. The Board shall assess its size from time to time.
- d. Selection, Orientation and Continuing Education of Directors. The Governance Committee shall recommend nominees to the full Board for election as Directors. The committee will welcome input from all Directors and shareholders, and may utilize the services of independent consultants. The Board and the Company shall orient new Directors through means that include published materials, meetings with senior management, and visits to Company facilities. Following initial orientation, Board members shall regularly receive continuing education concerning business activities of the Company, their responsibilities as directors, and as members of Board committees.
- e. Retirement. Retirement age for Board Members shall be as provided in Company By-Laws.
- f. Changes in Professional Responsibility. The Board retains the discretion to determine whether Directors who retire or change from the professional position they held when they came on the Board should be required to resign. A change in an individual's professional responsibilities may directly or indirectly impact that person's ability to fulfill directorship obligations. Accordingly, Board Members who retire or change professional responsibilities shall promptly tender their resignation from the Board. The Board shall not be obligated to accept such resignation, but the Governance Committee will review the affected member's service and qualifications and recommend to the Board the continued appropriateness of Board membership under these circumstances.
- g. Independent Directors. To be independent, the Board should consist of a substantial majority of outside, Independent Directors, with a minimum of one and a maximum of three inside, employee Directors. The Board's standard of independence shall be set forth in a Policy for Director Independence that meets the New York Stock Exchange's requirements for independence and other applicable law, in determining independence of Directors on Audit Committees.
- h. Conflicts of Interest. Directors are expected to be free of outside interests that conflict with the best interests of the Company. They are expected to act solely on behalf of the Company and not be influenced

by a personal interest that may result from other individual or business concerns. No director shall serve as a director, officer or employee of a competitor of the Company. Directors must disclose to other directors any potential conflicts of interest they may have concerning any matter under discussion and, if appropriate refrain from voting on a matter in which they may have a conflict.

2. Director Compensation. From time to time, the compensation of Directors shall be reviewed by the Compensation Committee, which shall make recommendations to the full Board. The Board's philosophy is that a portion of Director compensation be equity based.
3. Director Stock Ownership. The Board believes that, in order to align the interests of Directors and shareowners, Directors should have a meaningful personal investment in the Company. In furtherance of this policy, each Director is required to apply at least 50 percent of his or her cash retainer toward the purchase of additional shares until the Director has accumulated at least 7,500 shares of common stock or deferred common stock equivalents.

This guideline shall be reviewed periodically based on significant movements in the stock price.

#### **IV. Board Leadership**

1. Selection of Chairman. The Board does not have a policy on whether or not the role of Chairman and CEO should be separate or combined. The Board shall have the option to make this choice any way that seems best for the Company at a given point in time. The Governance Committee shall periodically review and recommend to the Board the selection of the Chairman of the Board.
2. Presiding Director. In those periods when the role of Chairman and CEO are combined, the Board will appoint one of its Independent Directors to serve as the Presiding Director. The Presiding Director will chair executive sessions of the Independent Directors. The Presiding Director, together with the Independent Directors, will develop the agenda for executive sessions. The Presiding Director shall chair regular meetings of the Board in the absence of the CEO/Chairman, and perform other duties as assigned by resolution or request of the Board, or the Independent Directors.
3. Commitment to Service. Directors should demonstrate willingness and the ability to commit the time required to fully discharge Board responsibilities. Directors should regularly attend meetings and review the materials that are sent to them in advance of those meetings.
4. Service on Other Boards. Independent Directors are encouraged to limit the number of other boards on which they serve, taking into account potential board attendance and participation and effectiveness on these boards.

Directors shall advise the Chairman in advance of accepting an invitation to serve on the board of another public company.

5. Evaluation of Board Performance and Committee Performance. The Board and each of its committees shall perform annual self-evaluations and report annually to the Board an assessment of its performance.

## V. **Board Operations**

1. Board Agenda. The Chairman and CEO shall consult with the Presiding Director and set the agenda for each Board meeting, taking into account input and suggestions from other Board Members. Information and data that is important to the Board's understanding of the business will be distributed in writing before the Board meets. Management will make every attempt to see that this material is as brief as possible, while still providing the desired information. The schedule and length of Board meetings should allow sufficient time for in-depth discussion, analysis and strategic planning.
2. Strategic Planning. Management will prepare the strategic plan for the Company and will present and discuss it with the Board at least annually.
3. Independent Advice. The Board or any Committee may seek legal or other expert advice from a source independent of management. Generally, this would be accomplished with the knowledge of the CEO and Chairman of the Board.
4. Board's Interaction with Institutional Investors, Press, Customers, and Shareholders. The Board believes that in ordinary circumstances management speaks for the Company. Individual Board Members may, from time to time at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should in most circumstances come from the Chairman. Any direct communication a Board member has with any of the above constituents should be reported to the Chairman. Shareholders who want to communicate with the Board may do so by writing to the Presiding Director, Black Hills Corporation, P.O. Box 1400, 625 Ninth Street, Rapid City, South Dakota 57709.
5. Access to Senior Management. The Board welcomes the invited attendance at Board and/or Committee meetings of non-members who are in senior management positions of the Company. Board Members are likewise free to contact members of senior management and are encouraged to coordinate these contacts with the CEO or to inform the CEO that the contact has been made if it wasn't coordinated by the CEO.
6. Field Board Meetings. Board meetings should periodically include operational site visits. The CEO shall determine appropriate sites and the scheduling of such meetings, with input from the Board.

7. Executive Sessions. Independent, non-employee directors shall meet at each regular meeting of the Board, without management present, and shall meet at such other times as determined by the Presiding Director.

## **VI. Committee Matters**

1. Number, Structure and Independence of Committees. The current standing committees of the Company include the Audit Committee, Compensation Committee and Governance Committee (formerly the Nominating Committee). The Board may form or disband other special committees depending upon the needs of the Company.
2. Assignment and Rotation of Committee Members. The Governance Committee, after consultation with the Chairman of the Board, and with consideration of the desires of individual Board Members, shall recommend assignment of Board Members to various committees. While the Board believes that consideration should be given to rotating committee members periodically, the Board does not believe that such rotation should be mandated as a policy, as there may be reasons to maintain an individual Director's committee membership for a longer period.
3. Chief Executive Officer Evaluation. The Compensation Committee shall conduct an annual evaluation of the CEO. The evaluation, which shall consider the input of all Independent Directors, should be based upon objective criteria, including performance of the business, accomplishment of long-term strategic objectives, development of management, etc. The Compensation Committee shall also make recommendations, for the approval of the Board of Directors, concerning CEO compensation.
4. Management Succession. The CEO shall report to the Board annually about development of senior management personnel and succession plans. The Board of Directors will appoint the membership of any selection committee that may be necessary to fill the office of Chief Executive Officer.
5. Officers Outside Board Memberships. The CEO, officers, and other members of senior management shall advise the Board before accepting outside, paid board memberships. The Governance Committee shall review, and make recommendations to the Board, which in turn must grant approval for any executive officer to accept any interlocking board membership with respect to any other member of the Board.

Guidelines initially adopted December 10, 2001

Guidelines revised on the following dates:

December 9, 2003

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February 1, 2007

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January 26, 2011

January 26, 2012

Guidelines last reviewed on January 26, 2012