

**AMENDED AND RESTATED CHARTER OF THE
GOVERNANCE AND PUBLIC RESPONSIBILITY COMMITTEE
OF THE BOARDS OF DIRECTORS OF CMS ENERGY CORPORATION AND
CONSUMERS ENERGY COMPANY (the “Corporation”)***

***As Amended and Restated January 26, 2012**

Purpose

The Committee 1) oversees the Corporate Governance Principles, governance issues and related policies and procedures; 2) identifies candidates for membership on the Board and its Committees; 3) assesses Board and Committee performance, independence, compensation, composition and procedures; 4) reviews environmental and other important public responsibility issues for the Board, and 5) reviews the Codes of Conduct.

Responsibilities

Establish Corporate Governance Principles/Review Governance Issues

- Recommend the Corporate Governance Principles for Board approval;
- Review the Corporate Governance Principles on an ongoing basis, recommending revisions as appropriate;
- Monitor conformity of the practices of the Board with the Corporate Governance Principles; and
- Review governance-related portions of the annual proxy statement and shareholder proposals related to corporate governance, environmental and corporate social responsibility issues and make recommendations to the Board.

Identify Candidates

- Seek candidates to serve on the Board consistent with criteria approved by the Board;
- Recommend a slate of Board candidates for election at each shareholders meeting;
- When a vacancy occurs on the Board (either due to a Director departure or an increase in Board membership), recommend a Director candidate to fill the vacancy, or determine not to fill the vacancy, and recommend reducing the size of the Board;
- Consider Director candidates nominated by shareholders if they are: submitted in writing to the Secretary of the Corporation within the required time frame preceding the shareholders meeting; include the candidate’s written consent to serve; and include relevant information about the candidate as provided in the Bylaws and as determined by the Committee;

- Assess, on a regular basis, the qualifications needed by the Board in light of the Board's current composition;
- Determine from time to time other criteria for selection and retention of Board members; and
- Evaluate the composition of all Board Committees annually.

Assess Performance

- Annually review the performance of the Committees, and report the results to the Board;
- Recommend ways for the Board to increase its overall effectiveness;
- Review the Board's and its Committees' structure and operation, size, charters, composition, Committee Chairmanships and compensation (including compensation of the Presiding Director and Chairman of the Board), and recommend to the Board changes when appropriate;
- Annually review each Director's compliance with the Director Stock Ownership Guidelines;
- Periodically review the Board and Committee rotation and tenure policy and recommend modifications, as appropriate, to the Board;
- Oversee new Director orientation and continuing education for existing Directors;
- Approve requests by Directors to join additional for-profit boards or serve on the audit or compensation committees of any for-profit board; and
- Review resignations of Directors due to a change in their principal occupation/retirement from principal occupation, unavailability for active participation or failure to receive a Majority Vote and make recommendations to the Board to address these issues.

Review Environmental and Public Responsibility Matters

- Review the Corporation's environmental policies and practices, regulatory compliance strategies, and programs for political advocacy and engagement in Federal/State initiatives;
- Review the Corporation's stakeholder outreach and stewardship strategies to help develop and shape public policies relevant to the Corporation's business operations; and
- Review political and charitable contributions made on behalf of the Corporation and report to the Board.

Review Directors' Code of Conduct and Employee Code of Conduct and Guide to Ethical Business Behavior

- Review the Directors' Code of Conduct and the Employee Code of Conduct and Guide to Ethical Business Behavior on a periodic basis and recommend changes, as appropriate, to the Board; and
- Recommend actions to the Board in situations where Directors may have violated the Directors' Code of Conduct.

Additional Information

Certain information common to the operations and responsibilities of all Board Committees are included in the Corporation's Corporate Governance Principles, which are incorporated in this Charter by reference.