

MORNINGSTAR FUNDS TRUST

POLICY AND PROCEDURES FOR CONSIDERING CANDIDATES FOR THE BOARD OF TRUSTEES

The Governance Committee (the “Committee”) of the Board of Trustees (the “Board”) of the Morningstar Funds Trust (the “Trust”) has adopted this Statement of Policy and Procedures to memorialize its views on (i) the criteria for selecting nominees for Trustees of the Trust and (ii) the appropriate procedures for shareholders of the Trust to submit recommendations to the Committee for trustee candidates to the Board.

In the event that a vacancy occurs or is expected to occur on the Board, subject to the conditions and procedures described below, the Committee shall consider and review recommendations for candidates to fill such vacancy that have been submitted by current Board members and management to the Trust (as may be requested by the Committee), as well as recommendations by Trust shareholders that are submitted in writing and are addressed to the Chairperson of the Committee at the Trust’s offices.

Criteria for Selecting of Trustee Nominees

In considering the qualifications of a potential candidate, the Committee will generally consider such candidate’s educational background, business or professional experience, and reputation. In addition, the following minimum qualifications shall apply with respect to a candidate for Board membership as a non-interested Trustee:

1. Such candidate shall be independent from relationships with the Trust’s investment adviser and other principal service providers both within the terms and the spirit of the statutory independence requirements specified under the Investment Company Act of 1940, as amended, and the rules and interpretations thereunder (the “1940 Act”).

2. Such candidate shall demonstrate an ability and willingness to make the considerable time commitment, including personal attendance at Board meetings, believed necessary to his or her function as an effective Board member.

Procedures for Submitting Nominee Recommendations to the Committee

The Committee will consider recommendations for Trustee nominees submitted by current Board members, management and shareholders so long as such recommendations are presented with appropriate background material concerning the candidate that demonstrates such candidate’s ability to serve as a Trustee, including as a non-interested Trustee of the Trust, in accordance with the criteria set forth above.

A shareholder submitting a trustee recommendation to the Trust must provide written notice to the Committee with the following information:

- (a) the name and address of the shareholder making the recommendation;

- (b) the number of shares of each class and series, if any, of shares of the Trust which are owned of record and beneficially by such shareholder and the length of time that such shares have been so owned by the shareholder;
- (c) a description of all arrangements and understandings between such shareholder and any other person or persons (naming such person or persons) pursuant to which the recommendation is being made;
- (d) the name, age, date of birth, business address and residence address of the person or persons being recommended;
- (e) such other information regarding each person recommended by such shareholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission had the nominee been nominated by the Board;
- (f) whether the shareholder making the recommendation believes the person recommended would or would not be an “interested person” of the Trust, as defined in 1940 Act; and
- (g) the written consent of each person recommended to serve as a Trustee of the Trust if so nominated and elected/appointed.

It is the intention of the Committee that the recommending shareholder demonstrate a significant and long-term commitment to the Trust and its other shareholders and that his or her objectives in submitting a recommendation are consistent with the best interests of the Trust and its shareholders.

In the event the Committee receives a recommendation from a shareholder (i) during a time when no vacancy exists or is expected to exist in the near term, or (ii) within 60 days of the date of the meeting of the Board at which the Board will act to fill a vacancy or call a meeting of shareholders for the purpose of filling such vacancy, and, in each case, the recommendation otherwise contains all the information required, the Committee will retain such recommendation in its files for two (2) years after such shareholder nomination has been validly submitted.

Adopted: June 2018