

BLACKBAUD, INC.

CORPORATE GOVERNANCE GUIDELINES

The following are the guidelines adopted by the Board of Directors of Blackbaud, Inc. (the “Company”) for the composition and governance of the Board.


1. Director Qualifications and Board Composition

Independence and Qualifications. The Board values independence as a director attribute, and will seek to obtain and maintain a majority of directors who meet the criteria for independence required by NASDAQ as promptly as practicable, subject to ensuring that the Board continues to have directors with the experience and other qualifications necessary to serve the best interests of the Company and its stockholders. The Board will have a majority of directors who meet the relevant applicable criteria for independence required by NASDAQ. The Nominating and Corporate Governance Committee is responsible for reviewing the qualifications and independence of the members of the Board and its various committees on a periodic basis as well as the composition of the Board as a whole. This assessment will include members’ qualification as independent, as well as consideration of diversity, age, skills, and experience in the context of the needs of the Board. Nominees for directorship will be recommended to the Board by the Nominating and Corporate Governance Committee in accordance with the policies and principles in its charter. The invitation to join the Board should be extended by the Board, the Chairman of the Nominating and Corporate Governance Committee and the Chairman of the Board.

Size of the Board. The Board presently has seven members. It is the sense of the Board that the size of the Board should be between six to eight members. However, the Board would be willing to increase this number to accommodate the availability of an appropriate candidate.

Change of Status. It is the sense of the Board that any individual director who changes his or her principal occupation or employer from that existing at the time of election to the Board should volunteer to resign from the Board. It is not the sense of the Board that in every instance a director who changes his or her principal occupation or employer from that existing when he or she joined the Board should necessarily leave the Board.

Other Directorships. Directors should advise the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee in advance of accepting



an invitation to serve on another public company board. It is the sense of the Board that a director should serve on the board of no more than [4] public companies.

Term Limits. The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, to provide an increasing contribution to the Board and the Company.

2. Director Responsibilities


Business Judgment; Indemnification. The basic responsibility of a director is to exercise his or her business judgment in good faith to act in what he or she reasonably believes to be in the best interests of the Company. In discharging that obligation, a director should ensure he or she is acting in accordance with his or her fundamental duties as directors of the Company: the duty of care; duty of loyalty; and duty of good faith.

The duty of care requires directors act with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In so doing, a director is entitled to rely in good faith on information supplied by employees, financial advisors, legal counsel, independent accountants or other experts, provided (1) the director has a reasonable basis for believing the matters reported or opined on are within such person's professional or expert competence and (2) the director has selected such person with reasonable care.

The duty of loyalty requires a director to act in a manner he or she reasonably believes to be in the best interests of the Company. This requirement prohibits a director from using his or her position for their own personal gain to the detriment of the Company or its shareholders. Finally, the duty of good faith requires that a director discharge his or her responsibilities honestly, conscientiously, fairly, and with the undivided loyalty to the Company.

A director shall also be entitled to have the Company purchase directors' and officers' liability insurance on his or her behalf, to the benefits of indemnification to the fullest extent permitted by law and the Company's Certificate of Incorporation, Bylaws and any indemnification agreements, and to exculpation from liability for money damages to the extent permitted by state law as provided in the Company's Certificate of Incorporation.

Meetings. Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important



to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors sufficiently in advance of the meeting to allow directors to review these materials prior to the meeting. Directors should review all materials provided to them in advance of a meeting.

Chairman and CEO. The Board has no policy with respect to the separation of the offices of Chairman and the Chief Executive Officer. The Board believes that it is in the best interests of the Company for the Board to make an individualized determination when it elects a new Chief Executive Officer.


Matters to be Considered. The Chairman will establish the agenda for each Board meeting. At the beginning of the year the Chairman will establish a schedule of agenda subjects to be discussed during the year (to the degree foreseeable). Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. In addition, the Board will set aside time during at least one Board meeting per year for the purpose of evaluating the Company's long-term strategic plans and the principal issues that the Company will face in the future.

Meetings of Non-Management Directors. The non-management directors will meet at regularly scheduled executive sessions without management.

Communications. The Board believes as a general policy that the management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. However, unless unusual or otherwise appropriate circumstances exist (such as contemplated by the committee charters), it is expected that Board members will do this only with the knowledge of the management and only at the request of management.

3. Board Committees

Committees and Members. The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The composition of each of these committees will satisfy the independence criteria established by NASDAQ and, in the case of the Audit Committee, Section 10A(m) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder. The Board will have additional standing and temporary committees as appropriate. In general, committee members will be appointed by the Board with consideration of the desires and preferences of individual directors. It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not feel that



rotation should be mandated as a policy and the emphasis should instead be placed on expertise, past performance and director preference.

Committee Charters. Each standing committee will have its own charter. The charters will set forth the purposes, goals, responsibilities and authority (consistent with any applicable bylaws or resolutions of the Board) of the committees, as well as certain specific qualifications for committee membership and procedures for committee member appointment. The charters also will address committee reporting to the Board. The charters also will provide that each committee will annually evaluate its own performance and report the results of this evaluation to the Board.


Committee Meetings. The chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. At the beginning of the year each committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). The schedule for each committee will be furnished to all directors.

Independent Advisors. The Board and each committee have the power to hire at the expense of the Company independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

Additional Committees. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

4. Director Access to Officers and Employees

Full Access. Directors have full and free access to officers and employees of the Company. However, any meetings or contacts that a director wishes to initiate (other than meetings with the Chief Financial Officer, General Counsel or Controller) shall be arranged through the Chairman or CEO, who will use his or her judgment to ensure that any such contact is not disruptive to the business operations of the Company and does not inappropriately disclose any confidential or sensitive information in the possession of the director. To the extent not inappropriate or prohibited by Company policy, each director shall copy the CEO on any written communications between a director and an officer or employee of the Company. Notwithstanding the requirements in this paragraph, any director may directly contact the Company's Chief Financial Officer, General Counsel or Controller



without arranging such meetings through the Chairman or CEO and without copying the CEO on any written communication relating thereto.

Non-Director Attendance at Board Meetings. The Board welcomes regular attendance at each Board meeting of the appropriate representatives of senior management of the Company as shall be determined from time to time, subject to the Board's right in all instances to meet in executive session or with a more limited number of management representatives. If the CEO wishes to have additional Company personnel attendees on a regular basis, this suggestion should be brought to the Board for consideration.

5. Director Compensation

The form and amount of director compensation will be determined by the Compensation Committee in accordance with the policies and principles set forth in its charter and any NASDAQ or other applicable rules, and that committee will conduct an annual review of director compensation. The Compensation Committee and the Nominating and Corporate Governance Committees each will consider that director independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director or a family member is affiliated, or if the Company enters into a consulting contract or other arrangement with (or provides other indirect forms of compensation to) a director, a family member or an organization with which the director or a family member is affiliated.

6. Director Orientation and Continuing Education

All new directors must participate in a Company orientation program, which should be conducted within two months of the annual meeting at which new directors are elected or within two months of the time the new director otherwise joins the Board. The orientation will include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, and its internal and independent auditors. All continuing directors are also invited to attend the orientation program.

7. Attendance at Stockholder Meetings

All directors are encouraged to attend each meeting of the stockholders of the Company.

8. CEO Evaluation and Management Succession

CEO Review. The Compensation Committee will conduct an annual review of the CEO's performance, as set forth in its charter. The Board of Directors will review the Compensation Committee's report in order to confirm that the CEO is providing effective leadership for the Company in the long- and short-term.

Succession Planning. The Nominating and Corporate Governance Committee should periodically report to the Board on succession planning. The entire Board will work with the Nominating and Corporate Governance Committee to nominate and evaluate potential successors to the CEO as appropriate. The CEO should make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

9. Annual Performance Evaluation

The Board of Directors will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will receive comments from all directors and other appropriate parties, and report annually to the Board with an assessment of the Board's performance. This will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board believes that the Board could improve.

Adopted, as amended, by the Board of Directors on March 15, 2012;
Reviewed and reapproved on February 27, 2013;
Reviewed and reapproved on March 10, 2015;
Reviewed and reapproved on March 8, 2016;
Reviewed and reapproved on March 14, 2017;
Reviewed and reapproved on March 20, 2018;
Reviewed and reapproved on March 13, 2019.