

# **CONSTAR INTERNATIONAL INC.**

## **NOMINATING AND CORPORATE GOVERNANCE CHARTER**

**Effective August 18, 2009**

### **I. PURPOSE**

The purpose of the Nominating and Corporate Governance Committee shall be to:

1. Identify individuals qualified to become members of the Board of Directors.
2. Recommend individuals to the Board for selection as director nominees and recommend directors to serve as members of Board committees.
3. Develop and recommend to the Board a set of corporate governance guidelines.
4. Implement such governance programs as the Board or the Committee may see fit.

### **II. STRUCTURE**

The Committee shall consist of no fewer than three members. Each Committee member shall meet the independence requirements imposed by the listing standards of the NASDAQ and applicable SEC rules.

Committee members and a Committee Chair shall be designated by the Board and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

### **III. PROCEDURE**

The Committee shall meet in person or telephonically as often as deemed necessary or desirable by the Committee or its chairperson. The chairperson, with input from other Committee members, shall be responsible for calling meetings of the Committee, establishing agenda therefore and supervising the conduct thereof. A majority of the members of the Committee shall constitute a quorum, and at a duly constituted meeting such quorum shall have the power to take any action within the authority of the full Committee. Any action that the Committee is authorized to take may also be set forth in, and approved by, a written consent signed by each member of the Committee. The Committee may delegate any of its authority to one or more members of the Committee.

The Committee may request that others, including Directors, Executives, employees or outside individuals, attend any meeting of the Committee to provide pertinent

information as the Committee may require. The Committee may exclude from its meetings any persons it deems appropriate in order to fulfill its responsibilities.

#### **IV. DUTIES, RESPONSIBILITIES AND AUTHORITY**

1. Establish criteria for selecting new members of the Board of Directors.
2. Lead the search for individuals qualified to become members of the Board of Directors and recommend individuals to the Board for selection as director nominees.
3. Review the Board of Director's committee structure and recommend to the Board for its approval directors to serve as members of each Board committee. Make periodic recommendations to the Board for the rotation of Board Committee assignments.
4. Develop and recommend to the Board and annually review a set of corporate governance guidelines.
5. Have the sole authority, in its discretion, to retain and terminate any search firm to assist in the identification of director candidates, including sole authority to approve the firm's fees and other retention terms.
6. Review and assess, at least annually, the Nominating and Corporate Governance Committee charter and submit changes for approval of the Board of Directors.
7. Evaluate on a regular basis the performance of the Board and each Board Committee.
8. Annually review the Company's "D&O" insurance program.
9. Review succession planning for senior officers.
10. Prepare an annual report on diversity, sustainability, and such other topics as the Board may request
11. Perform other functions as requested by the Board of Directors.

#### **V. REPORTING RESPONSIBILITIES**

The Committee will keep minutes of its proceedings and the results of Committee meetings shall be reported to the Board. The Committee shall meet as often as it determines to be necessary or appropriate.

## **VI. AUTHORITY**

In carrying out its responsibilities, the Committee shall have full access to the independent public accountants, the internal auditors, any of the Corporation's attorneys and advisors and such executive and other personnel as in its judgment seems appropriate. The Committee shall have the authority to retain such independent consulting, legal and other advisors as the Committee deems appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.