



TEXAS INDUSTRIES, INC

Charter of the Governance Committee

PURPOSE

The purpose of the Governance Committee (the "Committee") of the Board of Directors (the "Board") of Texas Industries, Inc. (the "Company") is to ensure that the Board of Directors is properly constituted to meet its fiduciary obligations to shareholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Committee will assist the Board (1) in identifying qualified individuals to become Board members, (2) in determining the composition of the Board and its committees, (3) in monitoring a process to assess Board effectiveness, (4) in developing and implementing the Company's corporate governance guidelines, and (5) overseeing the evaluation of the Board of Directors and management.

COMPOSITION OF THE COMMITTEE AND MEETINGS

The Committee will be composed of three directors who satisfy the independence requirements of the New York Stock Exchange, as such requirements are interpreted by the Board in its business judgement. Unless elected by a majority of the full Board, the Committee may designate its own Chairman.

The Committee shall meet as often as may be deemed necessary or appropriate and at such times and places as it shall determine. The Committee will keep minutes of its meetings, and will regularly report to the Board on its activities, making recommendations as appropriate.

RESPONSIBILITIES

In furtherance of its purpose, the Committee shall have the following authority and responsibilities:

To lead the search for individuals qualified to become members of the Board and recommend director nominees to be presented for shareholder approval at the Company's annual meeting of shareholders. The Committee shall consider individuals as director nominees who shall have demonstrated exceptional ability and judgement and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the shareholders.

Consider and evaluate shareholder nominees for election to the Board.

To make recommendations on the frequency and structure of Board Meetings.

To review periodically the size of the Board and to recommend to the Board any appropriate changes.

To review the Board's committee structure and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.

To review the suitability for continued service as a director of each Board member when such member's term expires, and to recommend whether or not the director should be nominated.

To develop and recommend to the Board for its approval a set of corporate guidelines and consider other corporate governance issues that arise from time to time, and to develop appropriate recommendations to the Board.

To review and consider conflicts of interest and related person transactions involving directors or executive officers as provided in the Company's corporate governance guidelines.

To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

Form and delegate authority to subcommittees when appropriate.

In performing its responsibilities, the Committee shall have the authority to retain and terminate search firms used to identify director candidates, including the authority to approve the search firm's fees and other retention terms.

EVALUATION

The Committee shall be responsible for overseeing the evaluation of the Board as a whole, and of the Chief Executive Officer and such other executives of the Company as the Committee deems appropriate, and shall evaluate and report to the Board on the performance and effectiveness of the Board. The Committee shall establish procedures to allow it to exercise this oversight function.

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate to complete its work in a thorough and thoughtful manner.