

## **GOVERNANCE COMMITTEE**

### **Membership and Organization**

The members of the Governance Committee shall be comprised of not less than three directors. The Committee members shall meet the independence and other requirements established by law, the rules and regulations of the Securities and Exchange Commission, and the New York Stock Exchange listing standards. The members of the Governance Committee shall be appointed by the Board. Governance Committee members may be replaced by the Board.

### **Authority and Responsibilities**

The Governance Committee shall meet regularly and have the following duties and authority:

- (1) Review and recommend to the Board of Directors with regard to policies for the composition of the Board, including such criteria as:
  - (a) size of the Board;
  - (b) diversity of experience, employment, background and other relevant factors of Board members;
  - (c) the proportion of the Board to be comprised of non-management directors;
  - (d) qualifications for new or continued membership on the Board, including experience, employment, background and other relevant considerations; and
  - (e) director retirement requirements or standards;
- (2) Review any director nominee candidates recommended by shareholders in accordance with the Certificate of Incorporation and By-Laws;
- (3) Identify, interview and evaluate director nominee candidates and have sole authority to (a) retain and terminate any search firm to be used to assist the Committee in identifying director candidates and (b) approve the search firm's fees and other retention terms;
- (4) Recommend to the Board (a) the slate of director nominees to be presented by the Board for election at the Annual Meeting of Stockholders, (b) the director nominees to fill vacancies on the Board, and (c) the members of each Board Committee;

- (5) Lead the annual review of Board performance and effectiveness and make recommendations to the Board as required;
- (6) Review and recommend to the Board concerning the Board's organizational structure and operations, including a presiding director(s) for executive sessions of non-management directors, and its relationship to senior management;
- (7) Review and recommend to the Board concerning issues of senior management succession;
- (8) Lead the annual Chief Executive Officer performance review and oversee the evaluation process for senior management;
- (9) Review and recommend to the Board with regard to Certificate of Incorporation, By-Law or stockholder rights plan issues or changes in fundamental corporate charter provisions;
- (10) Review and recommend to the Board with respect to various corporate governance matters (including any necessary modifications to the Corporate Governance Principles);
- (11) Receive reports from management with regard to relevant social responsibility issues and report to the Board as appropriate;
- (12) Review with management, and report to the Board, with respect to the Corporation's efforts to achieve its affirmative action and diversity goals;
- (13) Review and recommend to the Board with respect to the Corporation's environmental and sustainability practices and performance, including compliance with The Ecolab Environmental Principles;
- (14) Review and recommend to the Board with respect to director orientation, training and continuing education; and
- (15) At the request of the Board or the Chief Executive Officer, undertake special projects which do not fall within the jurisdiction of other committees of the Board.

### **Reports to Board**

The Committee shall make regular reports to the Board.

### **Outside Advisors and Access to Management**

The Committee may, as it deems necessary or appropriate and at the Corporation's expense, obtain advice and assistance from internal or external legal or other advisors. The Committee shall have unrestricted access to Management.

### **Charter Recommendation**

Annually review and assess the adequacy of the Committee Charter and make recommendations to the Board of Directors relating to the Committee's Charter and the Committee's core meeting agenda for the upcoming year.

### **Performance Review**

The Committee shall perform an annual review of the performance of the Committee.