

ElkCorp
CORPORATE GOVERNANCE COMMITTEE CHARTER
(Revised January 26, 2004)

MISSION AND PURPOSE

One committee of the Board of Directors of ElkCorp (“the Corporation”) will be known as the Corporate Governance Committee (Corporate Governance Committee or Committee). The purpose of the Corporate Governance Committee is to consider and report periodically to the Board on all matters relating to corporate governance of ElkCorp, including but not limited to the selection, qualification, and nomination of members of the Board of Directors and candidates nominated to the Board of Directors, as well as any other matters relating to the duties of the members of the Board of Directors and committees thereof.

MEMBERSHIP

General.

The Committee shall consist of three or more directors, as determined by the Board. Committee members shall be appointed by the Board, and each Committee member shall serve for a period of one year or until such time as their successor has been duly named and qualified.

Independence and Qualifications.

- I. The Board must determine in its best judgement that each member of the Committee is independent of management and qualified to serve by experience or education. An independent director means a person who has been affirmatively determined by the Board to be free of a material relationship with ElkCorp, its subsidiaries, affiliates or officers, other than his or her relationship as a director or Board committee member, and otherwise independent. Without limiting the foregoing, the Board should confirm that:
 - a) the director is not disqualified from independence under applicable Securities and Exchange Commission or New York Stock Exchange standards, and any applicable laws, regulations, and rules, as amended from time to time; and
 - b) the director is free of any other direct or indirect relationship with ElkCorp or its subsidiaries that is reasonably likely to interfere with the director’s exercise of his or her independent judgment based on the corporate merits of a subject before the Board rather than extraneous considerations or influences.

Each member of the Corporate Governance Committee shall remain independent during their term of service on the Committee, and may not accept any consulting, advisory or other compensatory fee or other compensation, other than standard director's and committee compensation from ElkCorp, nor become an affiliated person of ElkCorp or any of its subsidiaries.

POLICIES AND PRINCIPLES

The Committee shall apply the following principles in the performance of its duties for the Corporation:

- The Committee shall at all times be guided by what is in the best interests of the Corporation and its shareholders.
- In considering nominees for director, the Committee shall seek to ensure that the Board will be appropriately constituted and organized in light of its fiduciary obligations to the Corporation and its shareholders on an ongoing basis, and that the Board includes a majority of independent directors.
- The Committee will give due consideration to rules, regulations and initiatives of the Securities and Exchange Commission and other regulatory agencies and self regulatory organizations (such as the New York Stock Exchange).

DUTIES

The Committee shall perform the following duties:

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- Review, at least annually, and make recommendations to the Board of Directors concerning (i) the structure, functioning, size and composition of the Board of Directors, (ii) the structure, functioning, size and composition of each standing committee of the Board of Directors, including, if appropriate given the size, structure and composition of the Board, periodic rotation of directors among committees and (iii) the term of membership on the Board of Directors;
- Develop and recommend to the Board the adoption of corporate governance principles applicable to ElkCorp, which shall address at least the following topics: director qualification and independence standards, director responsibilities, director access to management, director compensation, director orientation and

continuing education, management succession, and annual performance evaluation of the Board and each of its committees;

- From time to time, evaluate fundamental documents relating to corporate governance, including the Corporation's Certificate of Incorporation, Bylaws, Corporate Governance Guidelines, D&O insurance policies and other related documents;
- Evaluate the charters, duties, powers and membership of Board committees according to existing and planned Corporation objectives and external requirements;
- Review any retirement policies for non-employee directors;

Nominating Functions.

- Develop and recommend to the Board of Directors specific guidelines and criteria for selecting nominees to the Board of Directors endeavor that the proper skills and experience are represented on the Board, and ensure that such guidelines, criteria and selection process are disclosed as appropriate or required by law, regulation or rule;
- Review the qualifications of and recommend to the Board of Directors (i) those persons to be nominated for membership on the Board of Directors who shall be submitted to the shareholders for election at each Annual Meeting of Shareholders, and (ii) the nominees for directors to be elected by the Board to fill vacancies and newly created directorships;
- Develop a pool of potential director candidates for consideration in the event of a vacancy in the Board of Directors;
- Review potential conflicts of prospective Board members;
- Otherwise aid in attracting highly qualified candidates as directors;

Other Functions.

- Recommend to the Board the membership of the committees of the Board;
- Review outside directorships in other publicly held companies by directors and other senior management of the Corporation; and

- Perform such other functions which from time to time may be assigned by the Board of Directors.

ADMINISTRATION

Election.

The Board of Directors shall elect the members of the Committee at its first meeting following the Annual Meeting of Shareholders. Unless the Board of Directors elects a Chair, the members of the Committee shall designate a Chair by majority vote of the full Committee membership.

Meetings.

The Committee will meet at least three times each year, and more frequently if circumstances warrant. A majority shall constitute a quorum of the Committee for purposes of each meeting. All Committee actions shall be taken by a majority vote of the quorum of members present in person or by telephone at the meeting.

The Committee members will have sole discretion in determining the meeting attendees and agenda. Senior executive officers may be invited to participate in meetings of the Committee, but may be excused from participation in discussions of any matter under consideration at the discretion of the Committee.

Ordinarily, at the meeting held before the June Board of Directors meeting, the Committee will propose a slate of nominees for election or reelection as directors by the shareholders of the Corporation at its next Annual Meeting of Shareholders. If a vacancy occurs on the Board, the Committee will meet as soon as practicable thereafter to consider and recommend to the Board of Directors the appropriate course of action, and if appropriate, to nominate a successor.

Candidate Clearance.

The name of each individual who is being recommended by the Committee for the first time as a candidate shall be submitted by the Committee to the Board prior to any discussion with the recommended candidate and after a review by the General Counsel of the Corporation to determine that the election would not result in a violation of the antitrust laws applicable to interlocking directorates or any other applicable laws and to assess possible conflicts of interest. Upon authorization by the Board, the Chairman of the Board shall ascertain the willingness of the recommended candidate to serve if elected. Thereafter the Committee may recommend the individual for nomination for election to fill a vacancy or as a nominee of the Board for election at the annual meeting of shareholders, as the case may be.

Committee Access to Management and Outside Advisors.

Members of the Committee shall have direct access to the Corporation's senior management, employees, and financial, legal and other business advisors, as requested and as may be necessary and appropriate to support Committee functions. The Committee shall have the sole authority (with the knowledge of the Board) to retain and terminate any search or consulting firm used to identify director candidates, and the authority to hire independent counsel and advisors as may be necessary or appropriate to support Committee functions.

Performance Evaluation of Committee.

The Committee will establish and recommend for Board approval the criteria, procedures and timing of an annual performance evaluation of the Committee. As part of this annual performance evaluation, the Committee will review and reassess the Committee's charter, responsibilities, and methodology and institute appropriate changes to improve performance or reflect changes in the business or regulatory environment.

Reports.

The Committee will keep minutes of its meetings and promptly report on all Committee business and affairs to the Board.