

HILB ROGAL & HOBBS COMPANY

CORPORATE GOVERNANCE COMMITTEE CHARTER

(11/29/05)

ORGANIZATION AND MEMBERSHIP

The Corporate Governance Committee shall be appointed by the Board of Directors and shall consist of at least three directors, one of whom shall be the Chairman of the Committee. A person may serve on the Compensation Committee only if the Board of Directors determines that he or she is (i) "independent" in accordance with the listing standards, rules and regulations of the New York Stock Exchange and the Securities and Exchange Commission and (ii) a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. If any such standard is not met at any time, such member shall tender to the Board of Directors an immediate resignation from the Committee. The Board shall select members based upon their knowledge and experience in matters relating to corporate governance.

PURPOSE AND RESPONSIBILITIES

The purpose of the Committee is to assist the Board in promoting the best interests of the Company through the implementation of sound corporate governance principles, procedures and practices.

The Committee's responsibilities include, without limitation:

- making recommendations to the Board regarding the criteria for Board membership and committee member qualifications;
- identifying and recruiting qualified candidates for nomination as directors to fill positions on the Board, consistent with criteria approved by the Board;
- reviewing director candidates recommended by shareholders;
- conducting all necessary and appropriate inquiries into the backgrounds and qualifications of possible director candidates;
- recommending to the Board the number of directors to be elected and a slate of nominees for election as directors at each annual meeting of shareholders;
- recommending to the Board any person to be appointed as a director upon the occurrence of a vacancy on the Board in the interval between meetings of the Company's shareholders;

- reviewing and approving procedures for director orientation and continuing education;
- periodically reviewing, and making recommendations regarding, the Company's corporate governance policies and procedures, and monitoring corporate governance trends and best practices;
- recommending to the Board amendments to the Articles of Incorporation and Bylaws of the Company;
- developing processes for the annual self-evaluations of the Board and its committees;
- considering questions of possible conflicts of interest of Board members and senior executives;
- in consultation with the CEO, recommending to the Board the composition of the committees of the Board;
- monitoring and recommending the functions of the various committees of the Board;
- reviewing and making recommendations to the Board regarding the Board's size, composition and structure;
- reviewing periodically with the Chairman and Chief Executive Officer the positions held by elected corporate officers and the adequacy of staffing with respect to senior management; and
- performing any other duties or responsibilities delegated to the Committee by the Board from time to time relating to the governance of the Company.

In carrying out its duties and responsibilities, the Committee shall have the sole authority, without obtaining the prior authorization of the Board of Directors, to retain and terminate outside counsel, search firms, consultants and other experts as it deems necessary or appropriate, including sole authority to approve fees and retention terms relating to such engagements. The Committee shall have the authority to delegate items within its purview to subcommittees composed of members of this Committee.

REPORTING

The Committee shall regularly report its activities to the Board and maintain adequate minutes and records thereof.

APPOINTMENT AND REMOVAL

Members of the Committee shall be appointed for one year terms by the Board of Directors at the annual Board meeting held immediately after the conclusion of the annual meeting of shareholders. Members of the Committee may be removed, with or without cause, from the Committee at any time by an affirmative vote of a majority of the Board.

ANNUAL PERFORMANCE EVALUATION

The Committee shall perform an evaluation, at least annually, of the Committee's performance for the year to date. The evaluation will address the performance of the Committee as a whole based on the Committee's compliance with this Charter and a review of the Committee's goals, policies and processes and such other criteria as the Committee deems appropriate.

Revised Charter approved on November 29, 2005 by the Board of Directors of Hilb Rogal & Hobbs Company.