

Hughes Supply, Inc.
Nominating/Corporate Governance Committee of the Board of Directors
Charter

Purpose

The purpose of the Nominating/Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Hughes Supply, Inc. (the “Company”) is to assist the Board with its nomination and corporate governance responsibilities. In furtherance of this purpose, the Committee shall:

Identify individuals qualified to become board members, consistent with criteria approved by the Board, and recommend that the Board select nominees identified by the Committee to stand for election as directors at each annual meeting of stockholders or, if applicable, special meeting of stockholders;

Develop and recommend to the Board a set of corporate governance principles applicable to the Company;

Oversee the selection and composition of committees of the Board; and

Oversee the evaluations of the Board and management.

Composition

The Committee shall be comprised of three (3) or more directors, each of whom shall be determined by the Board to be “independent” under criteria established by the Board and the rules of the New York Stock Exchange (“NYSE”) and applicable law.

Appointment and Removal

Members of the Committee shall be appointed by the Board. Members shall serve until a successor is duly elected and qualified, or until such Member’s earlier removal or resignation. Members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Chair

A majority of the Board may elect the Committee Chair from among the Committee’s members. In the event the Board does not do so, the Committee shall elect a Chair from among its members by majority vote. A Chair may be removed by the Board with or without cause. A Chair elected by the Committee may be removed by the Committee with or without cause.

Meetings

The Committee shall meet as frequently as circumstances dictate, but in no event less than annually. The Committee Chair, or a majority of the members of the Committee, may call meetings of the Committee. Meetings may be conducted in person or by electronic means, provided that all members are able to simultaneously communicate with one another.

The Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. The Chief Executive Officer (“CEO”) shall not attend any meeting at which the CEO’s performance or compensation are discussed, unless specifically invited by the Committee. The Committee may also exclude from its meetings any persons it deems appropriate.

Duties and Responsibilities

The Committee shall carry out the duties and responsibilities set forth below. These functions should serve as a guide with the understanding that the Committee may determine to carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in this Charter.

Board Selection, Composition, and Evaluation

Establish criteria for the selection of new directors to serve on the Board;

Identify individuals believed to be qualified as candidates to serve on the Board and recommend that the Board select the candidates for all directorships to be filled by the Board or by the stockholders at an annual or special meeting; in identifying candidates for membership on the Board, the Committee may take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity, and the extent to which the candidate would fill a present need on the Board;

Review and make recommendations to the Board, or determine, whether members of the Board should stand for re-election and consider matters relating to the retirement of Board members, including term limits or age caps;

Review and make recommendations to the Board regarding candidates for membership on the Board as may be submitted from time to time by stockholders of the Company, determine whether such nominations shall be included in the Company’s proxy statement and otherwise handle such nominations in the manner required by the Company’s by-laws and by applicable laws, rules and regulations;

In the case of a vacancy on the Board, including a vacancy created by an increase in the size of the Board, recommend to the Board an individual to fill the vacancy either through appointment by the Board or through election by the stockholders, and, if applicable, the class of directors in which the individual should serve;

Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates for members on the Board; the Committee shall have sole authority to retain and to terminate any search firm to be used to assist in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention;

Consider questions of independence and possible conflicts of interest of members of the Board and executive officers;

Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds; and

Oversee the evaluation, at least annually, and as circumstances otherwise dictate, of the Board and management.

Committee Selection and Composition

Recommend members of the Board to serve or fill vacancies on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and when appropriate, make recommendations regarding the removal of any member of any committee;

Recommend members of the Board to serve as the Chair of the committees of the Board;

Establish, monitor, and recommend the purpose, structure, and operations of the various committees of the Board; the qualifications and criteria for membership on each committee of the Board; the appointment and removal of members of committees of the Board; the structure and operations of the committees of the Board, including authority to delegate to subcommittees; and as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee; and

Periodically review the charter and composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of committees.

Corporate Governance

Consider the adequacy of the certificate of incorporation and by-laws of the Company and recommend to the Board from time to time such amendments to the certificate of incorporation, for consideration by the stockholders, and such amendments to the by-laws as the Committee deems appropriate and as may be required by applicable laws, rules and regulations;

Develop and recommend to the Board a set of corporate governance guidelines, and keep abreast of developments with regard to corporate governance and from time to time recommend amendments thereto, as the Committee deems appropriate and as may be required by applicable laws, rules and regulations; and

Consider policies relating to meetings of the Board; this consideration may include meeting schedules and locations, meeting agendas, and procedures for delivery of materials in advance of meetings.

Continuity/Succession Planning Process

Oversee and approve the Company's management continuity planning process; and

Review and evaluate the succession plans relating to the CEO and other executive officer positions of the Company and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

Reporting

Report regularly to the Board with respect to matters that are relevant to the Committee's discharge of its responsibilities and with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.

Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operations of the Committee.

Maintain minutes or other records of the meetings and activities of the Committee.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any of the foregoing duties and responsibilities to a subcommittee of the Committee. Any such delegation may be revoked by the Committee at any time.

Committee Performance and Process Improvement

The Committee shall periodically consider improvements in its own function, policy and procedure, as well as improvements in the practices of those areas for which the Committee has oversight responsibility.

The Committee shall review this Charter no less than annually, and recommend to the Board any improvements the Committee considers necessary or valuable.

Performance Evaluation

The Committee shall conduct a self-evaluation no less than annually.

Outside Advisors

In discharging its oversight role, the Committee shall have the power and authority, without need of approval of the Board, to perform whatever acts it deems necessary to carry out its responsibilities under this Charter, including the authority to undertake investigations in to the affairs of the Company in the course of conducting the business of the Committee and to retain, at the expense of the Company, such outside counsel and other advisors as the Committee shall deem necessary or advisable for the purpose, and including the sole authority to approve the fees payable to such counsel and advisors and any other terms of retention.

Disclosure

This Charter, as the same may be amended from time to time, shall be disclosed on the Company's website and in the Company's proxy statements and securities filings to the extent required by applicable laws, rules and regulations.