

# KERR-McGEE CORPORATION

## CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

### CHARTER

(as amended and restated January 2005)

#### I. Statement of Purpose

The Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Kerr-McGee Corporation (the "Company") is a standing committee of the Board. The purpose of the Committee is to identify individuals qualified to become members of the Board, to recommend Director nominees for each annual meeting of stockholders and nominees for election to fill any vacancies on the Board and to address related matters. The Committee shall also make recommendations to the Board with respect to corporate governance matters and assist the Board in the evaluation of the Board's performance and of the performance of the committees of the Board.

#### II. Organization

**A. Charter.** At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board for approval.

**B. Members.** The members of the Committee shall be appointed by the Board and shall meet the independence requirements of applicable law and the listing standards of the New York Stock Exchange. The Committee shall be comprised of at least two members. Committee members may be removed by the Board. The Board shall also designate a Committee Chairperson.

**C. Meetings.** The Committee shall meet at least once each year. Additional meetings may be scheduled as required.

**D. Quorum; Action by Committee.** A quorum at any Committee meeting shall be a majority of the Committee members but not fewer than two members. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein (or where only two members are present, by unanimous vote). Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

**E. Agenda, Minutes and Reports.** The Chairperson of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared and submitted for approval at a subsequent meeting of the Committee. The Committee shall make regular reports to the Board.

### III. Responsibilities

The following shall be the principal responsibilities of the Committee.

**A. *Nomination of Directors.*** The Committee annually shall recommend to the Board a slate of nominees for election at the next annual meeting of stockholders. The Committee also shall recommend to the Board (i) candidates to fill vacancies on the Board, including as a result of the removal, resignation or retirement of any Director, an increase in the size of the Board or otherwise, and (ii) nominees for membership on the Board's various committees. Final approval of any candidate shall be determined by the full Board.

**B. *Director Selection Criteria.*** The Committee shall recommend to the Board eligibility guidelines for the selection of Director candidates. The Committee shall consider any requirements of applicable law or listing standards, as well as the importance of a candidate's strength of character, judgment, business experience, specific areas of expertise, and factors relating to the composition of the Board (including its size and structure).

**C. *Governance.*** The Committee periodically shall evaluate the Company's Corporate Governance Guidelines and recommend to the Board such revisions as it deems necessary and appropriate. In addition, the Committee shall consider, and make recommendations with respect to, corporate governance matters generally.

**D. *Evaluation of Board.*** The Committee shall oversee the evaluation of the Board. In discharging this responsibility, the Committee shall solicit comments from all Directors and report annually to the Board on the results of the evaluation. The Committee also shall assist the Board with the evaluation of the key committees of the Board, including recommending criteria for such evaluations.

**E. *Consultants.*** The Committee shall have the sole authority and responsibility to engage or terminate any outside consultant with respect to the identification of Director candidates and the nomination of members to the Board and to approve the terms of any such engagement and the fees of any such consultant.

**F. *Performance Evaluation.*** The Board or, pursuant to delegation by the Board, the Committee shall evaluate the performance of the Committee on an annual basis according to criteria developed by the Committee for such evaluation.

**G. *Delegation.*** The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

**H. *Other Delegated Responsibilities.*** The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.