



**MINERALS TECHNOLOGIES INC.**  
The Chrysler Building  
405 Lexington Avenue  
New York, NY 10174-1901  
USA

**CHARTER of the  
CORPORATE GOVERNANCE COMMITTEE  
of  
MINERALS TECHNOLOGIES INC.**

The Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Minerals Technologies Inc. (the "Company") shall operate under the following charter.

**I. MEMBERSHIP AND QUALIFICATIONS**

- 1.01 *Qualifications.* The Committee shall be composed of not fewer than three current members of the Board. The membership of the Committee shall at all times meet the requirements for independence set forth in Section 303A of the Listed Company Manual of the New York Stock Exchange and any successor provisions thereto.
- 1.02 *Appointment and Removal.* Members of the Committee shall be appointed, and may be removed, at any time by majority vote of the Board.

**II. PURPOSE**

The purpose and responsibility of the Committee is to assist the Board in discharging its responsibilities relating to corporate governance, including:

- The identification of individuals qualified to become Board members and the recommendation to the Board of nominees for election to the Board at the next annual meeting of shareholders or whenever a vacancy shall occur on the Board;
- The establishment and operation of committees of the Board; and
- The development and recommendation to the Board of corporate governance principles applicable to the Company.

**III. DUTIES, GOALS AND RESPONSIBILITIES**

In furtherance of its purposes, the Committee shall have the following duties, goals and responsibilities:

- 3.01 *Selection of New Directors; Criteria.* The Committee will identify and evaluate individuals qualified to become members of the Board, including evaluating nominations received from shareholders. The Committee will evaluate potential new directors in accordance with such specific criteria as it shall recommend and as the Board may from time to time approve, and report the results of such evaluations to the Board. In this regard, the Committee will monitor the composition of the Board to assure that it contains a reasonable balance of professional interests, business experience, financial experience and independent directors.
- 3.02 *Annual Meeting.* The Committee will recommend for approval by the Board the director nominees to be voted upon at the annual meeting of shareholders or to be appointed to fill vacancies on the Board.



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- 3.03 *Committees of the Board.* The Committee will monitor and make recommendations to the Board with respect to the purposes, authorities, responsibilities and memberships of the various committees of the Board.
- 3.04 *Oversight.* The Committee will oversee an evaluation of the performance of the Board and of management and will report its conclusions to the Board at least annually.
- 3.05 *Corporate Governance Principles.* The Committee will develop and recommend to the Board a set of corporate governance principles for the Company, and will evaluate not less than annually the Company's adherence to the principles approved by the Board. The Committee will work with the Company's Compensation Committee to advise the Board with respect to questions of Board compensation.
- 3.06 *Conflicts.* The Committee will, at the request of the full Board or of any director or on its own motion, consider questions of possible conflict of interest of Board members, and review the outside activities of senior executives of the Company for possible conflicts of interest. The Committee will review directorships in other public companies held by, or offered to, directors of the Company.
- 3.07 *Orientation.* The Committee will oversee and review on a periodic basis the orientation program for new directors.
- 3.08 *Current Trends.* The Committee shall identify and bring to the Board's attention current and emerging corporate governance trends and issues that may affect the business operations, performance or public image of the Company.

## **IV. STRUCTURE AND OPERATION**

- 4.01 *Meetings.* The Committee shall meet from time to time, pursuant to notice duly given by the Chair of the Committee or by the Corporate Secretary, but not fewer than four times per year. At least two of these meetings shall be conducted in executive session, without management present.
- 4.02 *Chair.* The Board of Directors shall designate one member as Chair of the Committee; provided, that in case of the absence or incapacity of the Chair, the Committee may select any of its members to serve as the acting Chair.
- 4.03 *Subcommittees.* At its sole discretion, the Committee may delegate its authority to one or more subcommittees.
- 4.04 *Outside Advisers.* The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. The Committee also shall have the authority to retain outside legal, accounting and other advisors.
- 4.05 *Reporting to the Board.* The Chair of the Committee shall report its activities, actions and recommendations to the full Board after each regular meeting and from time to time.

## **V. EVALUATION**



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- 5.01 *Performance.* From time to time, but not less often than annually, the Committee shall evaluate its own performance in accordance with such procedures as it may establish, and the Chair will report the results of such evaluation to the Board at the next Board meeting.
- 5.02 *Charter.* From time to time, but not less often than annually, the Committee shall evaluate the adequacy of this charter, and the Chair will report the results of such evaluation to the Board at the next Board meeting.

(May 2003)