

# ***DynCorp International Inc.***

## **Corporate Governance and Nominating Committee Charter**

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### **I. PURPOSE**

To make recommendations to the Board of Directors concerning the composition of the Board and its committees including its size and the qualifications for membership; the selection of director nominees; and the role of the Board in the corporate governance process.

### **II. COMPOSITION**

The Committee shall be a standing Committee of the Board of Directors. The number of members of the Committee shall be determined by the Board, but in no event shall consist of less than four individuals. The members of the Committee shall be appointed by the Board and shall serve terms of such length as the Board may determine.

When, and if, required by applicable laws, rules, regulations and stock exchange requirements, each as in effect from time to time, the members of the Committee shall meet the independence requirements of such laws, rules, regulations or stock exchange requirements, as interpreted by the Board in its reasonable business judgment.

### **III. DUTIES AND RESPONSIBILITIES**

Except as specifically provided herein, or otherwise authorized by the Board, the Committee is limited to formalizing recommendations and submitting them to the Board for approval. The Committee shall be assigned the following responsibilities:

#### **1. Nominees for Election to Board of Directors**

Recommend to the Board of Directors nominees for election to fill new positions and any vacancy occurring in the Board.

Annually review the criteria for selection of director nominees and recommend to the Board a slate of directors to serve as management's nominees for election by the stockholders at the annual meeting.

In evaluating a candidate for director, the Committee shall consider expertise in the Company's business and experience in required technical and professional necessary to staff specific Board committees.

## 2. Board and Committee Organization and Assignments

Evaluate from time to time the appropriate size (number of members) of the Board and recommend any increase or decrease.

Recommend, as appropriate, any change in the composition of the Board's membership to more accurately reflect the needs of the business of the Company, and propose the addition and/or resignation of members for purposes of obtaining the requisite member(s) and skills.

Review the Board's committee structure and recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.

## 3. Corporate Governance Guidelines

No less than annually review the Company's corporate governance guidelines and recommend revisions as necessary to ensure compliance with federal law and regulations. Review compliance by the Board of the Company's Standards of Conduct which is applicable to members of the Board of Directors, when they are representing or acting for the Company and its subsidiaries.

With advice from the Company's general counsel, periodically review and recommend changes to the Company's Certificate of Incorporation and Bylaws as they relate to corporate governance matters.

## 4. Compensation of Directors

Review the adequacy of the compensation of the Board of Directors, including the nature and adequacy of director and officer indemnification and liability insurance.

## 5. Board and Committee Self-Assessments

Develop and recommend to the Board of Directors an annual self-evaluation of the Board and each of its committees. The Corporate Governance and Nominating Committee shall annually conduct a performance evaluation of the Committee.

## 6. Presiding Director

The Chair of the Corporate Governance and Nominating Committee shall preside as Chair at Board of Directors meetings while in non-employee executive sessions of the Board, or when the Chairman of the Board is ill, absent, incapacitated or otherwise unable to carry out the duties of Chairman.

## 7. Committee Authority

(a) The Committee may retain, at company expense, any outside advisor, including special counsel and search firms to assist in identifying director candidates.

(b) The Committee may perform such other functions and exercise such other powers as may be delegated to it from time to time by the Board of Directors.

(c) The Committee shall review and recommend to the Board of Directors the adequacy of its charter and proposed changes annually or as otherwise needed.

## IV. ACCOUNTABILITY/RECORDING OF MINUTES

The Committee shall report all action by the Committee to the Board of Directors at its meeting next succeeding such action, which shall be subject to revision and alteration by the Board of Directors.