

# RELIANCE STEEL & ALUMINUM CO.

## **Nominating and Governance Committee Charter**

### **Purpose**

The purpose of the Nominating and Governance Committee (the "Committee") is to ensure that the Board of Directors (the "Board") and each of its standing committees are appropriately constituted to meet fiduciary obligations to the shareholders and to Reliance Steel & Aluminum Co. (the "Company"). To accomplish this purpose, the Committee develops and implements policies and processes regarding board and corporate governance matters, assesses Board membership needs, makes recommendations regarding potential director candidates to the Board, administers the evaluation of Board performance, and makes any recommendations to the full Board as needed to carry out its purpose.

### **Organization**

The Committee shall be composed of three or more members of the Board. Each member of the Committee shall be free of any relationship that may interfere with their exercise of independent judgment and shall meet any requirements of the New York Stock Exchange ("NYSE") and other governing bodies with authority over the Company's activities.

Committee members shall be elected by the Board on an annual basis and shall serve until their successors shall be duly elected and qualified. The Committee's chairperson shall be nominated by the Chairman of the Board and approved by a majority of the Board and a majority of the independent directors on the Board, or, if no Chairman is so appointed, the Committee members shall elect a Chairman by vote of a majority of the full Committee.

### **Responsibilities**

1. Evaluate the current composition, skills, size, and organization of the Board and its committees. Forecast future requirements and determine desired board skills and attributes that fulfill those requirements. Conduct searches for prospective board members whose skills and attributes reflect those attributes. Evaluate and propose nominees for election to the Board of Directors.
2. Develop and administer a process to evaluate the performance of the Board and the individual directors, including surveying directors to determine their suggestions and preferences.

3. Evaluate and consider matters relating to the qualifications, retirement, succession and compensation of Directors. Evaluate and recommend termination of membership of individual directors in accordance with the Board's corporate governance principles, for cause or for other appropriate reasons.
4. Develop and recommend to the Board a set of corporate governance principles and policies applicable to the Company, and review and reassess such principles and policies annually and recommend to the Board any changes deemed appropriate.
5. Following consultation with management, the Chairman of the Board and members of the respective committees, evaluate and make recommendations to the Board concerning the appointment of Directors to Board Committees, the selection of Board Committee Chairs, and nominees for election. Consider shareholder nominees for election to the Board.
6. Develop an orientation program for new Directors and a continuing training program for all Directors.
7. Administer regular executive sessions of the Board for independent Directors. If necessary, select an independent Director to preside at such meetings and recommend that selection to the Board for approval.
8. Obtain the Board's evaluation of the Committee's performance and focus on an annual basis. Such evaluation shall be performed by the Board members who do not sit on the Committee.
9. Conduct a regular review of the corporate bylaws and make recommendations to the Board for changes in the bylaws.