

York International Corporation
Charter of the Nominating and Governance Committee of the Board of Directors

Adopted March, 2000

Revised September 26, 2002

Purpose

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of York International Corporation (the “Company”) shall identify individuals qualified to become Directors and shall make recommendations to the Board of Directors concerning Director candidates, matters of corporate governance, management succession, and such other matters as the Board shall assign to it .

Structure and Membership

The Board shall determine the size and composition of the Committee and appoint and remove its members. All of the members of the Committee shall be independent Directors who shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment. Members should have prior experience as a Director or executive of a publicly-held company or other experience that provides an understanding of issues of corporate governance. The Committee shall have the authority to delegate matters to subcommittees.

Meetings

The Committee shall have such regularly scheduled or special meetings as it shall determine necessary and appropriate, but shall meet no less than twice a year. The Committee may invite to its meetings, or meet privately with, others, including representatives of the Company’s management and outside consultants and advisors. The Committee shall regularly report to the Board on its activities.

Retention of Advisors and Consultants

The Committee shall have the authority to retain attorneys or such other advisors as it deems appropriate and shall have the sole authority to retain and terminate any search firm used to identify Director candidates and the sole authority to approve the search firm’s fees and other retention terms.

Activities

In performing its responsibilities, the Committee shall:

- Develop and recommend to the Board appropriate corporate governance standards
- Review annually the Board’s corporate governance standards

- Determine and recommend to the Board qualifications for Director candidates and for Board committee assignments
- Identify and recommend Director candidates to the Board
- Recommend Directors for appointment to committees of the Board
- Assess and make recommendations to the Board concerning the independence of Directors and candidates for Director and for committee assignments
- Develop and maintain a Director orientation program for new Directors
- Review and evaluate annually the Committee's and the Board's performance and effectiveness. The Committee shall conduct such review and evaluation in such manner as it deems appropriate.
- Review and assess the Company's processes for providing information to the Board and the quality and timeliness of the information received
- Designate the non-employee Director who will preside at the executive sessions of the non-employee Directors
- Monitor internal candidates for CEO and COO positions - no less often than semi-annually the Committee will review the development and performance of internal candidates for these positions. The reviews will cover objective financial evidence plus subjective judgments of the CEO, V. P. Human Resources and other officers as appropriate, of the candidate's ability to manage operations or functions profitably and to plan, to develop managerial talent, to conduct business and personal affairs in a legal, moral and ethical fashion and to evidence an ability to interact positively with subordinates, peers, superiors, customers and suppliers.

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