



Nominating/Corporate Governance Committee Charter

of Compass Minerals International, Inc.

This Nominating and Corporate Governance Committee Charter was adopted by the board of directors of Compass Minerals International, Inc. on August 4, 2005.

I. PURPOSE AND RESPONSIBILITIES

The Nominating and Corporate Governance Committee will:

- recommend minimum qualifications for directors;
- identify, interview and nominate candidates for election as directors at the annual meeting of stockholders and recommend candidates to fill board vacancies that arise between annual shareholders' meetings;
- develop and recommend policies and procedures for the submission by shareholders of director candidates and the consideration of those candidates by the board;
- recommend to the board corporate governance guidelines and, at least annually, recommend updates that reflect changes in legislation, *New York Stock Exchange Listing Standards*, and best corporate practices;
- consider and recommend the removal of a director in accordance with the company's policies and corporate governance standards;
- annually evaluate its own performance and review its charter;
- lead the annual evaluation of the chief executive officer, the board of directors, and the board committees.

II. MEMBERSHIP

The committee will consist of three or more independent directors, appointed and removed by the board, with or without cause, each of whom is independent as that term is defined in Section 303A.02 of the *New York Stock Exchange Listed Company Manual*.

III. MEETINGS AND PROCEDURES

Committee meetings will be held at least three times per year. The committee will set its own rules for scheduling and conducting meetings, in accordance with company by-laws. The chair, or the chair's designate, will preside at each meeting and report to the board after each committee meeting.

The presence of more than half of the total committee members constitutes a quorum. Once a quorum is established at a meeting, committee matters will be decided by a majority vote of the attending members.

All non-management directors that are not members of the committee may attend and observe meetings of the committee. However, they are not entitled to vote and may participate in discussion or deliberation only if invited to do so by the committee. The committee may also include in its meetings members of the company's management or any other person whose presence it believes would be useful. Conversely, the committee may as it sees fit exclude from its meetings any person, including but not limited to any non-management director that is not a member of the committee.

In addition to consulting the company's legal counsel and other advisors, the committee may occasionally retain outside advisors. The committee will approve the fees for any such advisors, and the company will pay those fees as well as the committee's ordinary expenses. The committee will have the sole authority to retain and to terminate any search firm that it may engage to identify director candidates. The committee may also delegate certain responsibilities to a subcommittee.