

## **BOOTS & COOTS, INC.**

### **NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER**

Revised June 23, 2009

This Charter ("Charter") shall govern the operations of the Nominating & Corporate Governance Committee ("Committee") of the Board of Directors ("Board") of Boots & Coots, Inc., a Delaware corporation ("Company").

#### **Purposes**

The purposes of the Committee are:

1. To identify individuals qualified to become Board members, and to recommend to the Board the director nominees for election at the annual meetings of stockholders or for appointment to fill vacancies (provided, however, that the Committee need not select and nominate those directors as to whom the Company is legally required by contract or otherwise to provide third parties with the ability to nominate as directors);
2. To recommend to the Board director nominees for each committee of the Board;
3. To advise the Board about appropriate composition of the Board and its committees;
4. To advise the Board about, develop, and recommend to the Board appropriate corporate governance practices and to assist the Board in implementing those practices;
5. To oversee the evaluation of the Board through its annual review of the performance of the Board and its committees;
6. To oversee the evaluation of the management of the Company; and
7. To perform such other functions as the Board may assign to the Committee from time to time.

#### **Composition**

The Committee shall consist of at least two members, all of whom must be members of the Board. One of the members shall serve as the chairperson of the Committee. Each member of the Committee shall be "independent" under the rules of the New York Stock Exchange applicable to domestic listed companies.

The Board shall elect the members of the Committee for a one-year term, and Committee members may be re-elected for successive terms. The chairperson of the Committee shall be elected by the Board and will be responsible for the scheduling of regular and special meetings and the functioning of the Committee. The Board may remove or replace the chairperson and any other member of the Committee at any time by the affirmative vote of the majority of the Board.

### **Committee Authority and Responsibilities**

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees of one or more directors when it deems it appropriate. Without limiting the generality of the preceding statements, the Committee shall have authority, and is entrusted with the responsibility, to do the following actions:

1. The Committee shall prepare and recommend to the Board for adoption appropriate corporate governance guidelines and modifications from time to time to those guidelines.

2. The Committee shall establish criteria for selecting new director nominees and actively seek individuals qualified to become director nominees for recommendation to the Board.

3. The Committee shall seek to implement the applicable “independence” standards with respect to the members of the Board and each of the committees.

The Committee shall determine whether or not each director and each prospective director of the Company is independent, disinterested, or a non-employee director under the standards applicable to the committees on which such director is serving or may serve. The Committee may survey any and all of the directors and prospective directors to determine any matter or circumstance that would cause the person not to qualify as an independent, disinterested or non-employee director under applicable standards. The Committee shall report to the Board the existence of any such matter or circumstance.

4. The Committee shall oversee the evaluation of the Board and its management of the Company at such times as it deems appropriate, but not less than annually, and provide the evaluation together with recommendations to the Board.

5. Each year, the Committee shall:

- review the advisability or need for any changes in the number and composition of the Board;
- review director independence;

- review the advisability or need for any changes in the number, charters or titles of committees of the Board;
- review and approve the policies and disclosures related to governance and director nominations to be set forth in the Company's annual proxy statement under the rules of the SEC;
- recommend to the Board the composition of each committee of the Board and the individual director to serve as chairperson of each committee;
- request the chairperson of each committee to report to the Board about the committee's annual evaluation of its performance and evaluation of its charter;
- receive comments from all directors and report to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year;
- review and reassess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval; and
- review periodically with the Chairman of the Board and the CEO the succession plans relating to positions held by executive officers, and make recommendations to the Board with respect to succession policy.

6. The Committee shall have the sole authority to retain, amend the engagement with, and terminate any search firm to be used to identify director candidates. The Committee shall have sole authority to approve the search firm's fees and other retention terms and shall have authority to cause the Company to pay the fees and expenses of the search firm.

7. The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Company to pay the fees and expenses of such outside advisors.

8. The Committee shall review management's monitoring of the Company's compliance programs and code of conduct, including a report of violations and waivers of the code of conduct approved by management.

### **Committee Procedures**

1. **Meetings.** The Committee shall meet at the call of its chairperson, two or more members of the Committee, or the Chairman of the Board. Meetings may, at the discretion of the Committee, include members of the Company's management,

independent consultants, and such other persons as the Committee or its chairperson may determine. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board is permitted to meet under law or the Company's Bylaws.

2. **Quorum and Approval.** A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.

3. **Rules.** Except as expressly provided in this Charter, the Company's Certificate of Incorporation or Bylaws, or the Company's Corporate Governance Guidelines, the Committee may determine additional rules and procedures to govern it or any of its subcommittees, including designation of a chairperson pro tempore in the absence of the chairperson and designation of a secretary of the Committee or any meeting thereof.

4. **Reports.** The Committee shall make regular reports of its actions and any recommendations to the Board, directly or through the chairperson.

5. **Review of Charter.** Each year the Committee shall review the adequacy of this Charter and recommend any proposed changes to the Board for approval.

6. **Performance Review.** Each year the Committee shall review and evaluate its own performance and shall submit itself to the review and evaluation of the Board.

7. **Fees; Reimbursement of Expenses.** Each member of the Committee shall be paid the fee set by the Board for his or her services as a member or chairperson of the Committee. Subject to the Company's corporate governance guidelines and other policies, members of the Committee will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as members of the Committee.