

**BENNETT ENVIRONMENTAL INC.**

**Corporate Governance and Nominating Committee Charter**

**Adopted March 2, 2005**

## **Purpose**

The Corporate Governance and Nominating Committee (the "**Committee**") is appointed by the Board of Directors (the "**Board**") of Bennett Environmental Inc. (the "**Corporation**"):

- (a) to establish criteria for the election and re-election of a director in regards to independence, competencies and skills,
- (b) to identify individuals qualified to become Board members,
- (c) to recommend to the Board proposed nominees for Board membership,
- (d) to recommend to the Board directors to serve on each standing committee,
- (e) to develop and recommend to the Board corporate governance principles applicable to the Corporation,
- (f) to oversee the evaluation of the Board and management, and
- (g) to take such other actions within the scope of this charter as the Committee deems necessary or appropriate.

## **Committee Membership**

The Committee shall consist of no fewer than three members. Each member of the Committee shall meet the independence requirements of Canadian and U.S. securities laws and the Toronto Stock Exchange and the American Stock Exchange and any other applicable regulatory authority. The members and chair of the Committee shall be appointed and removed by the Board.

## **Committee Meetings**

The Committee shall meet at least twice each year. Additional meetings may occur as the Committee or its chair deems advisable. The Committee is governed by the rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with: (a) any provision of this Charter; (b) any provision of the Articles and By-laws of the Corporation; (c) the *Canada Business Corporations Act*; or (d) other applicable laws.

The Committee shall keep adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent.

## **Committee Authority and Responsibilities**

### Identification and Evaluation of Director Candidates

1. The Committee shall establish and recommend to the Board criteria for the selection of new candidates to serve on the Board (including the range of skills and expertise that should be represented by the Board and independence from management).
2. The Committee shall seek individuals qualified to become board members, including evaluating persons suggested by share owners or others. The Committee shall determine each proposed nominee's qualifications for service on the Board and conduct appropriate inquiries into the backgrounds and qualifications of possible nominees. Each nominee should be a person of integrity and be committed to devoting the time and attention necessary to fulfill his or her duties to the Corporation. The Committee will evaluate the independence of directors and potential directors, as well as his or her business experience, or specialized skills or experience. Diversity of background and experience are also important factors in evaluating candidates for Board membership. The Committee shall consider issues involving possible conflicts of interest of directors or potential directors.
3. The Committee shall recommend to the Board the director nominees for the next annual meeting of shareholders. The Committee shall evaluate the performance of each director before recommending to the Board his or her nomination for an additional term as director.
4. The Committee shall evaluate and recommend to the Board when new members should be added to the Board. When a vacancy occurs on the Board by reason of disqualification, resignation, retirement, death or an increase in the size of the Board, the Committee shall recommend a replacement member to the Board.
5. The Committee shall annually review the composition of each Board committee and present recommendations for committee memberships to the Board as needed.

### Corporate Governance Matters

6. The Committee shall have responsibility for developing and monitoring the Corporation's approach to corporate governance and its corporate governance principles, and shall make such recommendations to the Board as it may consider appropriate from time to time concerning the corporate governance of the Corporation, including:
  - (a) the adequacy of the Corporation's corporate governance principles, including developing and recommending to the Board for adoption additional or revised principles as appropriate;
  - (b) the effectiveness of the Corporation's system of corporate governance, including methods for assessing the effectiveness of the Board as a whole, the committees of the Board and the contributions of individual directors;

- (c) oversight of the evaluation of the Board and management;
- (d) the size and composition of the Board and the criteria for eligibility for election, re-election or appointment of any individual to the Board (i) at any meeting of the shareholders; and (ii) at any meeting of the Board during the year to fill a vacancy which occurs on the Board during the year;
- (e) communication processes between the Board and management, including monitoring the quality of the relationship between management and the Board, assessing the adequacy and quality of the information provided to the Board prior to and during its meetings and recommending improvements as deemed necessary or advisable; including where appropriate (i) the frequency and content of meetings of the Board; and (ii) developing agendas of issues to be presented to the Board at its meetings;
- (f) appropriate committee structure and the mandates, composition and membership of each committee of the Board;
- (g) an appropriate orientation and education program for new members of the Board;
- (h) a retirement tenure policy for members of the Board; and
- (i) procedures to enable directors or committees of directors to engage special advisors at the expense of the Corporation in appropriate circumstances.

#### Committee Matters

- 7. The Committee may form and delegate authority to subcommittees when appropriate.
- 8. The Committee shall periodically review and reassess the adequacy of this Charter and the Corporation's By-laws, and recommend any proposed changes to the Board for approval.
- 9. The Committee shall annually review its own performance.
- 10. Reliance; Experts; Cooperation
  - (a) The Committee has the power, in its discretion to retain at the Corporation's expense such independent counsel and other advisors and experts as it deems necessary or appropriate to carry out its duties and to determine the funding necessary for compensation to such advisors subject to the approval of Chairman of the Board.
  - (b) In carrying out its duties, the Committee will act in reliance on management, the independent public accountants, internal auditors and outside advisors and experts, as it deems necessary or appropriate.

- (c) The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.
- (d) The Committee will have unrestricted access to the independent public accountants, the internal auditors, internal and outside counsel, and anyone else in the Corporation, and may require any officer or employee of the Corporation or the Corporation's outside counsel or independent public accountants to attend any meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.
- (e) The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates including sole authority to approve the search firm's fees and other retention terms.