

## **CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS OF MINERALS TECHNOLOGIES INC.**

The Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Minerals Technologies Inc. (the "Company") shall operate under the following charter.

### **I. MEMBERSHIP AND QUALIFICATIONS**

1.01 *Qualifications.* The Committee shall be composed of not fewer than three current members of the Board. The membership of the Committee shall at all times meet the requirements for independence set forth in Section 303A of the Listed Company Manual of the New York Stock Exchange and any successor provisions thereto.

1.02 *Appointment and Removal.* Members of the Committee and the chairman shall be appointed, and may be removed, at any time by majority vote of the Board.

### **II. PURPOSE**

The purpose and responsibility of the Committee is to assist the Board in discharging its responsibilities relating to corporate governance, including:

- The identification of individuals qualified to become Board members and the recommendation to the Board of nominees for election to the Board at the next annual meeting of shareholders or whenever a vacancy shall occur on the Board;
- The establishment and operation of committees of the Board;
- The development and recommendation to the Board of corporate governance principles applicable to the Company; and
- The oversight of an annual review of the Board's performance.

### **III. DUTIES, GOALS AND RESPONSIBILITIES**

In furtherance of its purposes, the Committee shall have the following duties, goals and responsibilities:

#### **3.01 *Selection of New Directors; Criteria.***

(a) The Committee shall develop and recommend to the Board for approval criteria for the selection of individuals to be considered as candidates for election to the Board, and shall periodically review these criteria and recommend changes to the Board as appropriate. In this regard, the Committee will monitor the composition of the Board to assure that the Board, as a whole, is diverse and contains a reasonable balance of professional interests, business experience, financial experience and independent directors, and that the individuals on the Board possess certain individual qualifications, including integrity, judgment, familiarity with the company's business and industry, and an ability to work collegially. The Committee shall establish a procedure for the consideration of director candidates recommended by the Company's shareholders.

(b) The Committee will identify and evaluate individuals qualified to become members of the Board, including evaluating nominations received from shareholders. The Committee will evaluate potential new directors in accordance with the criteria approved by the Board, and report the results of such evaluations to the Board. The Committee will conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.

(c) The Committee will recommend for approval by the Board the director nominees to be voted upon at the annual meeting of shareholders or to be appointed to fill vacancies on the Board. In the case of an individual recommended to fill a Board vacancy created by an increase in the size of the

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Board, the committee shall make a recommendation to the Board as to the class of directors in which the individual should serve.

(d) The Committee shall evaluate and make recommendations to the Board regarding the size and composition of the Board.

3.02 *Committees of the Board.* The Committee will monitor and make recommendations to the Board with respect to the purposes, authorities, responsibilities and memberships of the various committees of the Board.

3.03 *Oversight.* The Committee will oversee an evaluation of the performance of the Board and of management and will report its conclusions to the Board at least annually.

3.04 *Corporate Governance Principles.* The Committee will develop and recommend to the Board a set of corporate governance principles for the Company, and will evaluate not less than annually the Company's adherence to the principles approved by the Board. The Committee will work with the Company's Compensation Committee to advise the Board with respect to questions of Board compensation.

3.05 *Conflicts.* The Committee will, at the request of the full Board or of any director or on its own motion, consider questions of possible conflict of interest of Board members, and review the outside activities of senior executives of the Company for possible conflicts of interest. The Committee will review the appropriateness of continued service on the Board of directors whose business or professional affiliations or responsibilities have changed and the directorships in other public companies (and the appointment to an audit or compensation committee) held by, or offered to, directors of the Company.

3.06 *Transactions with Related Persons.* The Committee will review and approve transactions with any related persons in accordance with the Company's Statement of Policy with respect to Related Person Transactions.

3.07 *Orientation.* The Committee will oversee and review on a periodic basis the orientation program for new directors. The committee shall also regularly assess the adequacy of and need for additional continuing director education.

3.08 *Current Trends.* The Committee shall identify and bring to the Board's attention current and emerging corporate governance trends and issues that may affect the business operations, performance or public image of the Company.

### **IV. STRUCTURE AND OPERATION**

4.01 *Meetings.* The Committee shall meet from time to time, pursuant to notice duly given by the Chair of the Committee or by the Corporate Secretary, but not fewer than four times per year. At least two of these meetings shall be conducted in executive session, without management present.

4.02 *Chair.* The Board of Directors shall designate one member as Chair of the Committee; provided, that in case of the absence or incapacity of the Chair, the Committee may select any of its members to serve as the acting Chair.

4.03 *Subcommittees.* At its sole discretion, the Committee may delegate its authority to one or more subcommittees.

4.04 *Outside Advisers.* The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search

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firm's fees and other retention terms. The Committee also shall have the authority to retain outside legal, accounting and other advisors.

4.05 *Reporting to the Board.* The Chair of the Committee shall report its activities, actions and recommendations to the full Board after each regular meeting and from time to time.

**V. EVALUATION**

5.01 *Performance.* From time to time, but not less often than annually, the Committee shall evaluate its own performance in accordance with such procedures as it may establish, and the Chair will report the results of such evaluation to the Board at the next Board meeting.

5.02 *Charter.* From time to time, but not less often than annually, the Committee shall evaluate the adequacy of this charter, and the Chair will report the results of such evaluation to the Board at the next Board meeting.

(March 2010)