

VERI-TEK INTERNATIONAL, CORP.

**COMMITTEE ON DIRECTORS AND BOARD GOVERNANCE
CHARTER, GUIDELINES AND PROCEDURES**

Charter

The Committee shall:

- (1) Recommended to the Directors:
 - (a) nominees to fill vacancies as they occur among the Directors; and
 - (b) prior to each annual meeting of stockholders, a slate of nominees for election or reelection as Directors by the stockholders of the Corporation at the annual meeting.

The name of each individual who is being recommended by the Committee for the first time as a candidate shall be submitted by the Committee to the Directors prior to any discussion with the recommended candidate and after a review by the General Counsel of the Corporation to determine that the election would not result in a violation of the antitrust or any other applicable laws and to assess possible conflicts of interest. Upon authorization by the Directors, the Chairman of the Board shall ascertain the willingness of the recommended candidate to serve if elected. Thereafter, the Committee may recommend the individuals for election to fill a vacancy or as a nominee of the Directors for election at the annual meeting of stockholders, as the case may be;

- (2) Seek out possible candidates and otherwise aid in attracting highly qualified candidates as Directors;
- (3) Consider candidates submitted by Directors, officers, employees, stockholders and others;
- (4) Be available to the Chairman of the Board and other Directors for consultation concerning candidates as Directors;
- (5) Prepare from time to time, for submission to and adoption by the Directors, a list of selection criteria and general procedural rules to be used by such Committee;
- (6) Review proposed candidates, including incumbent Directors, in light of the selection criteria adopted by the Directors;
- (7) The Committee shall review potential conflicts of prospective and current Board members;

- (8) Review and make recommendations concerning policies with respect to composition, organization, processes and practices of the Board, including policies with respect to the size of the Board; the desired qualifications of Directors; the types, functions, size and membership of Board Committees; meetings of the Board (including executive session); and Board retirement and tenure policies;
- (9) Review and recommend to the Board guidelines and procedures to be used by Directors in evaluating the Board's performance;
- (10) Consider and recommend to the Board candidates for successor to the chief executive officer of the Company and other principal corporate offices when vacancies shall occur in those offices;
- (11) Monitor performance of Directors;
- (12) Monitor and make recommendations to the Board on matters of Board policies and practices, including policies on director service and tenure, and corporate governance; and
- (13) Review and make recommendations to the Board regarding proposals of stockholders that relate to corporate governance.

Guidelines and Procedures

Composition of Board

Recognizing that the contribution of the Board will depend not only on the character and capacities of the Directors taken individually but also on their collective strengths, the Board should be composed of:

- (1) Directors chosen with a view to bringing to the Board a variety of experience and background;
- (2) Directors who will form a central core of business executives with financial expertise;
- (3) Directors who have substantial experience outside the business community - in the public, academic or scientific communities, for example;
- (4) Directors who will represent the balanced, best interests of the stockholders as a whole rather than special interest groups or constituencies; and
- (5) A majority of Directors who are not employees or former employees of the Corporation.

Selection Criteria

In considering possible candidates for election as a Director, the Committee and the other Directors should be guided in general by the composition guidelines established above and in particular by the following:

- (1) Each Director should be chosen without regard to sex, race, religion or national origin;
- (2) Each Director should be an individual of the highest character and integrity and have an inquiring mind, vision and the ability to work well with others;
- (3) Each Director should be free of any conflict of interest which would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a Director;
- (4) Each Director should possess substantial and significant experience which would be of particular importance to the Corporation in the performance of the duties of a Director;
- (5) Each Director should have sufficient time available to devote to the affairs of the Corporation in order to carry out the responsibilities of a Director; and
- (6) Each Director should have the capacity and desire to represent the balanced, best interests of the shareholders as a whole and not primarily a special interest group or constituency.

Procedural Guidelines

In general, the Committee shall be governed by the procedural rules established with respect to all of the Director Committees.

In addition, the Secretary of the Corporation shall:

- (1) Maintain a list of all candidates proposed and considered;
- (2) To the extent reasonably practicable, prepare a brief biographical sketch with respect to each candidate so proposed;
- (3) Maintain minutes of the proceedings of the Committee; and
- (4) Respond to each person proposing a candidate as to the action taken by the Committee with regard to such candidate.