

A. M. Castle & Co.  
Governance Committee  
Charter  
(March 2007)

## **Status**

The Governance Committee is a committee of the Board of Directors.

## **Membership**

The Governance Committee shall consist of directors, all of whom in the judgment of the Board of Directors are independent. The members shall be appointed by the Board of Directors to serve for one year or until the appointment of their successors, or until their earlier resignation or removal. The Board of Directors shall designate one member of the Governance Committee as the Chairman thereof.

## **Responsibilities**

The primary function of the Governance Committee is to assist the Board of Directors by (i) recommending qualifications for Board membership, (ii) identifying individuals qualified to become directors, and A. M. Castle & Co. (iii) developing and evaluating governance standards and policies. The Committee shall have the following responsibilities:

### *Board Composition*

- Review the size and composition of the Board, particularly with respect to expertise and independence.
- Develop the skills, experience, position and other criteria for Board membership.
- Evaluate Board policies on retirement, term limits and service requirements.

### *Board Nomination and Succession*

- Solicit and evaluate Director nominees for Board membership, including:
  - evaluate Director nominees appropriately recommended by stockholders;
  - conduct the appropriate and necessary inquiries into the backgrounds and qualifications of potential Director nominees; and
  - recommend qualified Director nominees for appointment by the Board and/or to stand for election by the Company's stockholders.

- Determine the requirements and recommend membership for the various Board committees.
- Develop and maintain orderly succession plans for Board membership, including for the Chairman and/or Lead Director.
- Review the professional status of Board members and consider the impact of any changes on the long-term interests of the Company's stockholders,

#### *Board Assessment and Development*

- Review the effectiveness of the Board, its committees and individual Board members, at least annually.
- Develop and maintain Director education and development policies, including orientation for new Directors.

#### *Corporate Governance*

- Consider matters of corporate governance and periodically review the Company's corporate governance principles and the Company's corporate governance ratings.
- Establish and implement a code of ethics for Board members and senior management.
- Consider questions of possible conflicts of interest of Board members and senior executives.
- Review the Company's insider trading policy.
- Review this charter.