
Nominating / Corporate Governance Committee Charter

of Compass Minerals International, Inc.

This Nominating/Corporate Governance Committee Charter was reaffirmed by the board of directors of Compass Minerals International, Inc., on August 10, 2011.

I. PURPOSE AND RESPONSIBILITIES

The Nominating/Corporate Governance Committee will:

- recommend minimum qualifications for directors;
- assess and determine whether to recommend for reelection to the board each incumbent director nearing the end of his or her term, taking into account his or her effectiveness, fit, and potential future contribution if reelected;
- identify, interview and nominate new candidates for election as directors at the annual meeting of shareholders and recommend new candidates to fill board vacancies that arise between annual shareholders' meetings. The board believes that diversity is an important attribute of a well-functioning board. It is the responsibility of the committee to recommend for selection qualified candidates to serve as directors of the Company. Among the responsibilities of the committee shall be to advise the board on matters of diversity. In making decisions on director appointments and nominations, the Company views "diversity" broadly to include differences in customs, culture, thought, generational views, race, gender, skills, knowledge, experience and background;
- develop and recommend policies and procedures for the submission by shareholders of director candidates and the consideration of those candidates by the board;
- annually review independence of directors within the meaning of Rule 10A-3 of the Securities Exchange Act of 1934 and Section 303A of the *New York Stock Exchange Listed Company Manual*;
- recommend committee appointments and committee chairs and Lead Independent Director to the board;
- recommend to the board corporate governance guidelines and, at least annually, recommend updates, if necessary, that reflect changes in legislation, New York Stock Exchange Listing Standards, or good corporate practices;
- annually evaluate its own performance;
- confirm that Company committees periodically review their charters, and monitor the consistency of committee charter revisions recommended by Company committees;
- review and approve transactions with related persons and report any such material transactions to the Company's Audit Committee and to the board of directors as appropriate (pursuant to written policy).

II. MEMBERSHIP

The committee will consist of three or more independent directors, appointed and removed by the board, with or without cause, each of whom is independent as that term is defined in Section 303A.02 of the *New York Stock Exchange Listed Company Manual*.

III. MEETINGS AND PROCEDURES

Committee meetings will be held at least four times per year. The committee will set its own rules for scheduling and conducting meetings, in accordance with company by-laws. The chair, or the chair's designate, will preside at each meeting and report to the board after each committee meeting.

The presence of half or more of the total committee members constitutes a quorum. Once a quorum is established at a meeting, committee matters will be decided by a majority vote of the attending members.

All non-management directors who are not members of the committee may attend and observe meetings of the committee. However, they are not entitled to vote and may participate in discussion or deliberation only if invited to do so by the committee. The committee may also include in its meetings members of the company's management, or any other person whose presence it believes would be useful. Conversely, the committee may, as it sees fit, exclude from its meetings any person, including but not limited to any non-management director who is not a member of the committee.

In addition to consulting legal counsel and other advisors, the committee may occasionally retain outside advisors. The committee will approve the fees for any such advisors, and the company will pay those fees as well as the committee's ordinary expenses. The committee will have the sole authority to retain and to terminate any search firm that it may engage to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.

IV. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee may, subject to applicable laws and regulations, delegate any or all of its responsibilities to a subcommittee of the Committee.