

# **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

## **Adopted by the Board of Directors of Environmental Tectonics Corporation**

The Board of Directors of Environmental Tectonics Corporation (the "ETC" or the "Company") has established a Nominating and Governance Committee (the "Committee") with authority, responsibilities, and specific duties as described below.

### **Purpose**

The Committee assists ETC's Board of Directors (the "Board") in fulfilling the Board's oversight responsibilities with respect to ETC's corporate governance matters, including the development of corporate governance principles applicable to ETC, identification and selection of director nominees, oversight of ETC's policies and practices relating to ethics and compliance issues, and such other duties as directed by the Board.

The Committee shall be provided with such resources as it needs to fulfill its purpose and specific duties set forth below, including outside consultants, as appropriate, and shall have sole authority to retain, terminate, and determine the fees of any search firm to be used to identify director candidates.

### **Membership**

The Committee shall consist of at least three members who at all times shall be members of the Board of Directors, and who meet all applicable independence and experience qualifications as required by law, including without limitation, the Securities Exchange Act of 1934, as amended, and any regulations promulgated thereunder, as well as the requirements of any other principal securities exchange or market on which the Company's common stock may be listed or approved for trading from time to time.

The members of the Committee shall be appointed by annual resolution of the Board of Directors.

### **Meetings**

The Committee will meet at least two times per calendar year with additional meetings as it may deem appropriate. ETC's Chairman of the Board and CEO may participate in Committee meetings on a non-voting basis.

### **Minutes**

Minutes of each meeting will be prepared and approved by the Committee prior to submission to the full Board. Minutes of all meetings shall be maintained in the Corporate Record Book.

## **Specific Duties**

1. When directed by the Board, make recommendations to the Board regarding the size and composition of the Board.
2. Develop, recommend to the Board and periodically review criteria and qualifications for Board membership.
3. Monitor the independence of the independent Board members in accordance with applicable laws and regulations.
4. Make recommendations to the Board with respect to (a) the background and qualifications for candidates for election to the Board; (b) filling Board vacancies which may occur through death, resignation, retirement, removal, or through an increase in the size of the Board; and (c) any nominations or other proposals which may be made by shareholders in accordance with the Company's By-laws.
5. When deemed necessary by the Committee or when directed by the Board (and, if appropriate, in coordination with other Board Committees), consider questions of possible conflicts of interest of Board members and of ETC's Chief Executive Officer and other officers, and make recommendations to the Board if corrective action is required.
6. At least annually, review the Company's directors' and officers' insurance program.
7. In consultation with the Chairman of the Board and Chief Executive Officer, evaluate potential successors to the Chairman of the Board and Chief Executive Officer and other members of executive management and report to the Board as requested on succession planning.
8. At least annually, review and reassess the Committee's charter, and, if appropriate, recommend changes to the Board.
9. Ensure that each Board committee has an appropriate charter.

Approved by the Board of Directors Environmental Tectonics Corporation  
April 29, 2010