

# **HUNTINGTON INGALLS INDUSTRIES, INC. GOVERNANCE AND POLICY COMMITTEE CHARTER**

## **Purpose**

The Governance and Policy Committee (the “Committee”) of the Board of Directors (the “Board”) of Huntington Ingalls Industries, Inc. (the “Company”) is organized and established by and among the Board for the purpose of assisting the Board in carrying out its responsibilities by identifying qualified potential candidates to serve on the Board and its committees, coordinating the process for the Board to evaluate its performance, making recommendations on various matters of corporate governance and reviewing and monitoring the Company’s equal opportunity and diversity plans and program.

## **Organization**

The Committee shall consist of at least three directors, each of whom shall be independent. For purposes hereof, an “independent” director is a director who meets the New York Stock Exchange definition of “independence” as determined by the Board.

Members of the Committee, including the chairman, are appointed by the Board based on the recommendations of the Committee. The Board may remove any Committee member at any time, with or without cause. Any vacancies on the Committee will be filled by the Board based on the recommendations of the Committee.

## **Meetings**

A majority of the members of the Committee shall constitute a quorum for any meeting. Any action of a majority of the members of the Committee present at any meeting at which a quorum is present shall be an action of the Committee. The Committee may also act by unanimous written consent in lieu of a meeting.

The Committee shall maintain written minutes of its meetings. These minutes shall be filed with the minutes of the meetings of the Board. All actions by the Committee shall be reported to the Board at the Board meeting next succeeding such Committee actions.

## **Duties and Responsibilities**

The Committee shall:

1. Develop and recommend to the Board criteria for Board membership, which should include among other things, diversity, experience and integrity;
2. Identify candidates qualified to serve as members of the Board;
3. Review candidates recommended by stockholders as set forth in the Company’s Corporate Governance Guidelines;

4. Recommend nominees for election at each annual meeting or special meeting of stockholders where directors are to be elected, taking into consideration the criteria identified in the Corporate Governance Guidelines and by the Committee;
5. **Recommend to the Board nominees for appointments to fill vacancies of any unexpired term on the Board or for newly created vacancies on the Board;**
6. Recommend to the Board the persons to vote proxies solicited by management in connection with annual and special meetings of stockholders;
7. Identify committee member qualifications, recommend to the Board appropriate committee member appointments (including filling vacancies on committees), and consider periodically rotating directors among the committees;
8. **Review stockholder proposals and recommend any Board response;**
9. Review and recommend to the Board, as appropriate, action with respect to related person transactions, as defined in the Company's Policy and Procedure Regarding Company Transactions with Related Persons as in effect from time to time and in applicable regulations governing related person transactions;
10. Review the continued appropriateness of Board membership for any director who has tendered a resignation triggered by a substantial change in such director's principal occupation or business association, and recommend action to be taken, if any, to the Board;
11. Develop and recommend to the Board the Corporate Governance Guidelines for the Company including updates as appropriate;
12. **Review periodically the Company's certificate of incorporation and bylaws, and Board committee charters, and recommend any proposed changes to the Board;**
13. Engage outside consultants, independent legal advisors, and other advisors as the Committee deems necessary to assist it in the full performance of its functions and responsibilities, including any search firm used to identify director candidates, with the Committee having sole authority to retain and terminate the consultant or advisor and to approve such consultant's or advisor's fees and other retention terms;
14. Review and monitor the Company's policies and practices with respect to diversity and equal employment opportunity in hiring, compensating, promoting, and retaining employees;
15. Review and monitor the Company's policies and practices with respect to significant public policy and corporate responsibility matters, including, but not limited to, government relations, company branding and image, charitable contributions, and community relations;
16. Coordinate the annual Board self-evaluation;

17. [Oversee director orientation and monitor and oversee director continuing education;](#)
18. Review this Charter at least annually, and recommend to the Board any necessary or appropriate amendments;
19. Appoint and delegate authority, as the Committee deems appropriate, to a subcommittee consisting of not less than two members of the Committee;
20. Conduct an annual performance evaluation of the Committee;
21. Review periodically the Company's policies and strategies with respect to its directors and officers liability insurance program and make recommendations to the Board with respect to any necessary or appropriate changes to such policies and strategies, and review and make recommendations to the Board regarding indemnification arrangements for directors, officers, employees and agents of the Company and its subsidiaries;
22. As appropriate, consider potential waivers of the director retirement policy set forth in the Company's Corporate Governance Guidelines and recommend to the Board whether to waive the retirement policy in individual cases, upon a determination such waiver is in the best interests of the Company;
23. Consider the offer of resignation from any director nominee who receives a greater number of votes "withheld" from his or her election than votes "for" such election in any uncontested election of directors, and make a recommendation to the Board, considering the factors described in the Company's Corporate Governance Guidelines, whether to accept or reject the offer of resignation;
24. Develop and recommend to the Board processes for the Board's oversight of the Company's risk management, including allocation of oversight responsibility among the Board and its standing committees and a schedule for briefing enterprise risks to the Board or a committee of the Board, as appropriate, and generally monitor the Board's oversight of the Company's risk management; and
25. Perform such other duties as may be lawfully delegated by the Board.

Effective December 15, 2017.