



# DCT INDUSTRIAL

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### **Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of DCT Industrial Trust Inc. (“DCT”) to (i) review and make recommendations to the Board on Board organization matters, (ii) assist the Board with evaluating the effectiveness of the Board and its committees, (iii) review and make recommendations for committee appointments to the Board, (iv) identify individuals qualified to become Board members and propose to the Board a slate of nominees for election at the annual meeting of stockholders, (v) assess and make recommendations to the Board on corporate governance matters, and (vi) develop and recommend to the Board a set of corporate governance principles (“Governance Guidelines”) applicable to DCT.

### **Organization and Rules of the Committee**

- The Committee will consist of no fewer than three members. All members of the Committee will be, in the business judgment of the Board, “independent” under the independence requirements set forth, from time to time, in the listing standards of the New York Stock Exchange (“NYSE”) and any other applicable laws, rules or regulations, including, without limitation, any rules promulgated by the Securities and Exchange Commission (the “SEC”). The members will be elected annually for a term of one year and may be removed and replaced by, and in the sole discretion of, the Board, considering the recommendation of the Committee. The Board will designate a member of the Committee to be the chairman of the Committee.
- A majority of the members of the Committee shall constitute a quorum for the transaction of business and the action of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. Except as expressly provided in the Articles of Incorporation, as amended or Bylaws of DCT, or in the Governance Guidelines, the Committee shall fix its own rules of procedure.
- The Committee may create subcommittees to perform particular functions, either generally or in specific instances, and such subcommittees shall be comprised of members who meet the independence requirements set forth above.
- The Committee will make regular reports to the Board. The Committee shall review and reassess the adequacy of this Charter annually and make any proposed changes to the Board for approval.

- The Committee shall meet at least twice a year at a time and place determined by the Committee chairman, with further meetings to occur when deemed necessary or desirable by the Committee or its chairman. Actions of the Committee may also be taken by unanimous written consent when deemed necessary or desirable by the Committee or its chairman. No notice of meetings need be given.
- The Committee may request members of management or others to attend meetings and provide pertinent information as necessary.

### **Responsibilities and Powers**

In order to carry out the purposes described above, the Committee will:

- Make recommendations to the Board from time to time as to changes to the size of the Board that the Committee believes to be desirable.
- Identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, the candidate's industry knowledge and experience, requirements of the NYSE to maintain a minimum number of independent directors, requirements of the SEC to have persons with financial expertise available to serve on DCT's audit committee, the ability of a nominee to devote sufficient time to the affairs of DCT, any actual or potential conflicts of interest, and the extent to which the candidate generally would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management or stockholders in accordance with the procedures set forth in DCT's annual proxy statement, or as otherwise required by the NYSE and SEC. In the event DCT is legally required, by contract or otherwise, to provide a third party with the ability to nominate a director, the selection and nomination of such director need not be subject to the Committee's review.
- Review and make recommendations on the range of skills and expertise which should be represented on the Board, and the eligibility criteria for individual Board membership, and make recommendations thereof to the Board as needed.
- Make recommendations to the Board on committee assignments and the position of chairman on each committee.
- To the extent the Committee deems appropriate, retain search firms to assist in searches by the Committee for persons to be added to the Board. The Committee has the sole authority in determining any firms to retain or terminate and in determining their fees and other retention terms.
- Prepare any reports of the Committee to be included in DCT's proxy statement as may be required by the SEC.

- Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees, which will be overseen by the Committee. The evaluation will include an evaluation of the Committee's performance.
- Review the suitability of each Board member for continued service when his or her term expires and when he or she has a significant change in status.
- Review and reassess at least annually the adequacy of the Governance Guidelines and recommend any proposed changes to the Board. Monitor ongoing developments pertaining to corporate governance practices and initiatives.
- Grant if appropriate, in its sole discretion, any requests for waivers from DCT's Code of Business Conduct and Ethics. DCT shall make disclosures of such waivers as required to the NYSE and in its public reports filed with the SEC.
- Establish and review such formal or informal policies and procedures, consulting with the Board, the CEO, and others as it deems appropriate, regarding succession to the CEO.
- Fulfill any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

Any performance evaluation conducted by the Committee shall be performed in such manner as the Committee deems appropriate. Any report to the Board may take the form of an oral report by any designated member of the Committee.

#### **Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel and other experts or consultants at the expense of DCT. The Committee shall have the sole authority to select and retain a consultant or search firm, to terminate any consultant or search firm retained by it, and to approve the consultant or search firm's fees and other retention terms, all as it relates to identify director candidates. The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.

#### **Reliance Permitted**

In carrying out its duties, the Committee will act in reliance on management, the independent public accountants, internal auditors, and outside advisors and experts, as it deems necessary or appropriate.

**Adopted on November 27, 2006**