

# **Kirby Corporation**

## **Governance Committee Charter**

### **I. Purpose**

The purpose of the Governance Committee of the Board of Directors of Kirby Corporation (the "Company") is to:

1. maintain oversight of the operation and effectiveness of the Board of Directors and the corporate governance and management of the Company;
2. identify persons qualified to become Board members and recommend to the Board nominees for election as directors; and
3. develop and recommend to the Board corporate governance guidelines for the Company.

### **II. Composition and Meetings**

1. The Committee shall consist of two or more directors, each of whom is independent within the meaning of applicable New York Stock Exchange standards and federal securities laws and regulations.
2. Committee members shall be appointed by the Board on the recommendation of the Committee and may be removed by the Board in its discretion.
3. A Chairman of the Committee shall be appointed by the Board or, if the Board does not appoint a Chairman, the members of the Committee may designate a Chairman by majority vote of the full membership of the Committee.
4. The Committee will meet at such times as shall be scheduled by the Chairman. The Committee may meet in executive session or may request the attendance at any meeting of representatives of management or counsel to the Company.
5. The Committee may delegate authority to one or more subcommittees or members of the Committee.

### **III. Responsibilities**

1. Review the size, structure and composition of the Board and its Committees.
2. Recommend to the Board and periodically review criteria for the selection of directors, including qualifications for Board and Committee membership.

3. Consider diversity in business experience, professional expertise, gender and ethnic background among the Board members in recommending nominees to serve as directors of the Company.
4. Establish and periodically review policies and procedures related to stockholder recommendation or nomination of director candidates.
5. Recommend to the Board the appointment of directors to the Committees of the Board.
6. Review the continued appropriateness of Board membership by persons who change the principal occupations they held when elected to the Board.
7. Oversee annual evaluations of the performance of the Board, its Committees and the Chief Executive Officer, including an annual performance evaluation of the Committee.
8. Review the company's Corporate Governance Guidelines at least annually and recommend changes as necessary or appropriate.
9. Review and reassess the adequacy of the Governance Committee Charter annually.
10. Review and approve or ratify, if appropriate, transactions with related persons in accordance with the Company's Policy on Transactions with Related Persons.
11. Report regularly to the Board of Directors on the Committee's activities.
12. The Committee has the sole authority to retain and terminate any search firm used to identify director candidates, including the sole authority to approve fees and other terms of engagement. The Committee also has the authority to retain, at Company expense, independent counsel or other advisors as the Committee deems necessary or appropriate to carry out its responsibilities and to determine appropriate compensation for any such advisors.

As amended through January 26, 2009.