

CHARTER OF THE NOMINATING/GOVERNANCE COMMITTEE
of the
BOARD OF DIRECTORS
of
THE STATUE OF LIBERTY-ELLIS ISLAND FOUNDATION, INC.

The responsibilities of the Nominating/Governance Committee include:

1. Identifying, evaluating and recommending to the Board of Directors, prospective nominees for Director.
2. Periodically reviewing the Foundation's corporate governance guidelines.
3. Periodically reviewing the performance of the Board and its members and making recommendations to the Board concerning the number, function and composition of the Board's committees.
4. Making recommendations to the Board of Directors from time to time as to matters of corporate governance.

When considering candidates for Director, the committee takes into account a number of factors, including the following:

- Independence from management;
- Age, gender and ethnic background;
- Whether the candidate has relevant business experience;
- Judgment, skill, integrity and reputation;
- Existing commitments to other businesses;
- Potential conflicts of interest with other pursuits;
- Financial and accounting background, to enable the committee to determine whether the candidate would be suitable for Audit and Finance Committee membership;
- The size and composition of the existing Board of Directors.