

GULF ISLAND FABRICATION, INC.
**CORPORATE GOVERNANCE AND NOMINATING
COMMITTEE CHARTER**

February 2016

Membership

The Corporate Governance and Nominating Committee (the “Committee”) shall be comprised of at least three directors appointed by the Board, each of whom shall comply with the independence and other member qualification requirements of the trading markets on which the Company’s securities are listed and all legal requirements. The members of the Committee shall be appointed by the Board and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause. The Chairman of the Board shall recommend a chair of the Committee to the full Board for its approval.

Committee Purpose

The Committee’s primary purpose is to provide oversight on the broad range of issues surrounding the composition and operation of the Board of Directors, including identifying individuals qualified to become Board members and recommending director nominees to the Board, and developing, recommending and maintaining any corporate governance policies as may, from time to time, be adopted by the Board.

Authority and Responsibilities

The Committee shall have the authority and responsibilities set forth below. All actions and recommendations of the Committee with respect to such responsibilities must be approved by the Board of Directors in order to become effective as acts of the Company, except as provided below with respect to the retention and compensation of advisors.

The Committee shall:

Director Nominees

- Recommend director nominees to the Board. The Committee shall have the sole authority to recommend to the Board nominees for Board membership. Prior to each annual meeting of shareholders, the Committee shall recommend to the Board a slate of nominees to be presented to the shareholders for election (subject to Board approval). The Committee shall also recommend to the Board nominees to fill vacancies that may occur on the Board if the Committee believes that the vacancies should be filled.

- ▶ In performing such duties, the Committee may establish specific minimum qualifications that must be met by nominees and specific qualities or skills that the Committee believes are necessary for one or more directors to possess.
- Consider director candidates recommended by shareholders who comply with the shareholder nomination procedures established in the Company's Articles of Incorporation and By-laws and described in the Company's proxy statement and, if the Committee deems appropriate, recommend any additional procedures to be followed by shareholders in submitting recommendations.
- Be responsible for recruiting, screening and interviewing potential Board candidates in a manner deemed appropriate by the Committee, and, if the Committee deems appropriate, develop a formal process for identifying and evaluating nominees for directors.
- Consider such other recommendations and nominations as may be brought to the Committee's attention to the extent that the Committee deems appropriate.
- Evaluate the performance of each incumbent director prior to the end of his or her term in connection with considering whether to nominate him or her for reelection.

Committee Membership

- Recommend to the Board which directors should serve on each Board committee (including recommending which directors should chair the Audit and Compensation Committees of the Board), considering the relevant educational, business and Board experience of the directors and legal and trading market requirements, among other factors the Committee may deem appropriate.
 - ▶ The Committee shall determine, for approval by the full Board, whether at least one member of the Company's Audit Committee is an "audit committee financial expert," as that term is defined by the Securities and Exchange Commission. If no member of the Audit Committee has such qualifications, the Committee shall determine whether it is in the Company's best interest to identify and recruit a candidate having such qualifications.
 - ▶ The Committee shall determine, for approval by the full Board, which members of the Board meet the definition of "independence" under the rules of the Securities and Exchange Commission and NASDAQ.

Evaluations of the Board of Directors and Committees of the Board

- Be responsible for overseeing the Company's compliance with the legal and trading market requirements for members of the Company's Board and Board

committees.

- Review the Board's committee structure periodically, including the number and types of committees.
- Evaluate periodically the appropriateness of the composition and size of the Board of Directors.
- Solicit input from the full Board regarding the effectiveness of the operation of the Board and Board committees.

Corporate Governance

- Evaluate periodically whether to recommend corporate governance principles to the full Board and review such principals periodically.

Director Orientation and Continuing Education

- Develop an orientation program for new directors, including meetings with senior management and visits to Company facilities.
- Monitor the continuing education needs of directors with respect to the Company's business, financial statements, corporate governance policies and other appropriate subjects and recommend action to the Board when appropriate.

Regulatory and Other Requirements

- Monitor services unrelated to Board membership provided by non-employee directors to the Company and its subsidiaries.
- Prior to publication, review and approve the sections of the Company's proxy statement addressing directors, director nominees and the nomination process.
- Review the Committee's charter annually and recommend to the Board such changes as are necessary or advisable.
- Carry out such other duties and responsibilities as may be assigned to the Committee from time to time by the Board.

Meetings

The Committee shall meet at least twice annually, and more frequently if the Committee deems it to be appropriate. Meetings may be called at the request of the Chair of the Committee, a majority of the members of the Committee, or the Company's Chairman of the Board. The Committee shall make regular reports of its activities to the Board. When deliberating and voting on its recommendations, the Committee shall meet in executive session.

Advisors

The Committee shall have the power, to the extent it deems necessary or appropriate, to retain independent legal counsel, accountants or other advisors, and the Company shall provide for appropriate funding, as determined by the Committee, for such advisors. The Committee shall have the sole authority to retain and terminate any consulting firm used to identify director candidates and shall have sole authority to approve such firm's fees and other engagement terms.

Approved by the Board of Directors February 24, 2016.