

Corporate Governance Committee Charter (Revised through 12-13-18)

Introduction

The Clean Harbors Corporate Governance Committee has a primary focus on the operation of the Clean Harbors Board of Directors in fulfilling its responsibilities to shareholders and other stakeholders, including employees, customers, suppliers, communities and the public. Members of the Corporate Governance Committee and the Committee in its entirety shall be "independent" as defined by the listing standards of the New York Stock Exchange (the "NYSE"). The Committee shall have the sole authority to retain and terminate any search firm used to identify Director nominees or any independent legal or other advisors, including the sole authority to approve the firm's fees and retention terms and to cause the Company to pay the compensation of any such firm engaged by the Committee. (Use of the word "recommend" in the body of this document means recommend for discussion with and approval by the full Board of Directors of Clean Harbors, Inc.)

Responsibilities

1. Serve as a nominating committee for Directors and Board officers.
 - a. Recommend size of the Board.
 - b. Recommend desirable characteristics for directors and the variety of skills to be represented on the Board.
 - c. Evaluate performance of Directors who are up for renomination.
 - d. Recommend candidates for Directors.
 - e. Nominate Board and Corporate Officers.
 - f. Develop, and review annually, a Director Succession Plan that assures Clean Harbors that its Board will always be properly staffed.
 - g. When appropriate, recommend to the Board removal of a Director.
2. Recommend Committee structure and charters.
 - a. Review Corporate Governance Committee Charter annually.
 - b. Review Committee Charters annually and recommend for approval. (It is anticipated that each Committee will review its Charter annually and submit the result of that review to the Corporate Governance Committee where all Charters will be reviewed together to ascertain that all of the Board's Committee needs are being adequately addressed by one, and only one Committee. The Charters would then be recommended for full Board approval.)
 - c. Recommend addition or deletion of Committees.

- d. Nominate Committee members and a chairperson for each Committee in consultation with Chairman and Lead Director.
3. Review Director compensation, and, if appropriate, recommend changes for approval of the Board of Directors.
4. Determine, and recommend to the Board, which Directors qualify as “independent directors” in accordance with the requirements of the New York Stock Exchange.
5. Review Board Performance annually. (The Board Performance Evaluation is intended to solicit via questionnaire biennially from all Board members, both outside and inside Directors, their opinions about the strengths, weaknesses and opportunities for improvement of the Clean Harbors Board of Directors. The answers are compiled confidentially by the Chairman of the Corporate Governance Committee in a form appropriate for discussion and action by the full Board of Directors. Confidentiality of responses is maintained by summarization and scrambling of the answers to each question and destroying the completed questionnaires).
6. Review individual Director performance standing for re-election. (The Committee develops an evaluation survey to solicit from all Board members, both outside and inside Directors, their opinions about the strengths, weaknesses and opportunities for improvement of those Clean Harbors Directors desiring to stand for re-election. The answers are compiled confidentially and provide the basis for whether a director should be nominated to stand for re-election and for the Lead Director to provide feedback to Directors standing for re-election.
7. Review Corporate Governance Committee performance annually and report the results to the full board.
8. Review new Director orientation program annually.
9. Review Clean Harbors' Corporate Governance policies annually. Review and make appropriate determinations regarding any compliance issues by Directors and Officers.
10. Recommend policies and monitor compliance regarding corporate governance such as:
 - a. Director retirement and tenure.
 - b. Director attendance at meetings.
 - c. Director ownership of Clean Harbors, Inc. stock.
 - d. Outside directorships of officers of the Company.
11. Review prior to release corporate governance elements of the annual proxy statement.

12. Review and assess the Company's compliance with the corporate governance requirements established by the New York Stock Exchange and any other applicable laws and regulations relating to corporate governance.
13. Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board or the Chairman of the Board, or as may be required by law or regulation.