



Team, Inc.

**Charter of the Executive Committee
of the Board of Directors**

July 2008

I. Purpose

The Executive Committee of the Board of Directors (the "Committee") is appointed by the Board of Directors (the "Board") upon the recommendation of the Corporate Governance Committee to act on behalf of the Board between scheduled Board meetings where calling a Special Meeting of the full Board of Team, Inc. (the "Company") is unnecessary or imprudent. The Executive Committee shall have all of the authority and power of the full Board to act on emergent matters between Board meetings.

II. Membership and Meetings

The Committee shall consist of not less than three directors, each of whom shall serve at the discretion of the Board. The Chairman of the Committee (the "Chairman") shall be the Chairman of the Board. The other two members of the Committee shall meet the definitions of (a) a "non-employee director" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (b) an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The Chairman shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Chairman shall preside at the meetings of the Committee. In the absence of the Chairman, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting. The Committee shall make regular reports to the Board, and all actions of the Committee shall be reported to the Board at the next regular meeting of the Board. The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as is necessary or desirable and not inconsistent with the provisions of the Bylaws of the Company or this Charter.

III. Authority and Responsibilities

1. The Committee shall have all of the authority and power of the full Board to act on emergent matters between Board meetings.
2. The Committee shall exercise such other duties and responsibilities as may be assigned by the Board from time to time.

IV. Meetings

There is no requirement that the Committee hold any meetings in any fiscal year. Meetings may be called, as needed, by any member of the Committee and the meeting shall be duly constituted when attended by a majority of the Committee members. Advance written or oral notice of each meeting shall be given to each member of the Committee although such notice may be waived before, during or after such meeting by the members.

V. Miscellaneous

Nothing in this Charter shall be deemed to amend the provisions of the Bylaws with respect to this Committee or other committees of the Board absent a separate resolution of the Board expressly amending the Bylaws.