

**CAL DIVE INTERNATIONAL, INC.
CORPORATE GOVERNANCE AND NOMINATING
COMMITTEE CHARTER**

**ADOPTED - NOVEMBER 20, 2006
REVISED - FEBRUARY 24, 2010**

Purpose

This charter governs the operations of the Corporate Governance and Nominating Committee of Cal Dive International, Inc. (the “Company”). The role of the Corporate Governance and Nominating Committee (the “Committee”) is to develop and maintain corporate governance and business standards of the Company’s Board of Directors (“Board”) and the Company. The Committee is appointed by the Board to:

1. Develop and recommend to the Board a set of corporate governance principles applicable to the Company;
2. Play a leadership role in the Company’s corporate governance;
3. Identify individuals qualified to become Board members, consistent with criteria approved by the Board;
4. Recommend director nominees to the Board for the annual meeting of shareholders; and
5. Oversee the evaluation of the Board.

Composition

Annually, the Committee shall nominate and the Board shall appoint at least three members to the Committee, one of whom shall be designated by the Board to be Chair. The members of the Committee shall each be a member of the Board and meet the independence standards adopted by the Board in compliance with the New York Stock Exchange listing standards and applicable laws and regulations. The members of the Committee may be removed and replaced by a majority vote of the Board.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. Any action required or permitted to be taken at a Committee meeting may be taken by a written action signed collectively, or individually in counterparts, by all members of the Committee. Any such written action shall be effective when signed by all members of the Committee, unless a different effective time is provided in the written action. Reports of the actions of the Committee shall be made to the Board of Directors at its next regularly scheduled meeting following the action of the Committee.

Committee Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or appropriate to fulfill the purposes of the Committee. Without limiting the generality of the preceding statement, the Committee shall have authority, and is entrusted with the responsibility, to take the following actions:

1. Annually review the Board's organizational structure to ensure it has the requisite committees and leadership structure in place to satisfy any regulatory requirements and serve the Company's strategic direction;
2. Recommend the creation of new committees that enhance Board and Company performance;
3. Oversee and review the annual evaluation of the Board. Ensure the Board has the appropriate skill sets and diversity to fulfill its duties;
4. Establish processes and criteria to identify and evaluate potential director nominees, including policies regarding recommendations of director nominees by shareholders and procedures to be followed by shareholders in submitting such recommendations;
5. Identify individuals qualified to become Board members;
6. Recommend to the Board the director nominees on an annual basis;
7. Recommend to the Board the number and term of members of the Board;
8. Recommend the members for each of the committees of the Board;
9. Recommend the number and term of members for each committee of the Board;
10. Monitor the functions of the various Board committees to ensure they are discharging their charter obligations;
11. Annually review the corporate governance principles of the Company, including but not limited to, its Certificate of Incorporation, by-laws and code of business conduct and ethics, and recommend to the Board any proposed amendments;
12. Develop and recommend to the Board the corporate governance principles for the Company;
13. Review with the Board the annual performance of the Board committees, including the performance of the Committee;
14. Retain and terminate any search firm to be used to identify director candidates and approve the search firm's fees and other retention terms;

15. Obtain advice and assistance from internal or external legal, accounting or other advisors;
16. Form and delegate authority to subcommittees when appropriate;
17. Ensure committee charters are posted on the Company website and an adequate process exists for internal reporting of governance/compliance code violations and appropriate response to violations;
18. Annually review D&O insurance ensuring adequate protection (within limits of availability and cost-effectiveness) and that directors and officers understand policy terms and coverage;
19. Establish and oversee the director orientation and continuing education programs and review and revise these programs as appropriate; and
20. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
21. Periodically review the allocation of powers between management and the Board as delineated in the Certificate of Incorporation and by-laws of the Company, and determine whether those grants of authority are consistent with the changing needs of the business.