

## ***ATTACHMENT 8***

Taken from Unitil web site at:

[http://www.unitil.com/content/investors/charter\\_executive.asp](http://www.unitil.com/content/investors/charter_executive.asp)

### Executive Committee Charter

#### Membership, Meetings and Compensation

The Executive Committee is a standing committee of the Board of Directors and is comprised of at least three independent Directors.

The Committee holds four scheduled meetings during each calendar year. As necessary, the Committee shall hold additional meetings to fulfill its duties and responsibilities.

Directors' fees are the only form of compensation that an Executive Committee member may receive from the Company.

#### Duties and Responsibilities

The Executive Committee has two primary areas of responsibility:

- 1) To review and recommend to the full Board the Company's operating, financial, and strategic plans.
- 2) To implement appropriate corporate governance procedures applicable to the Company.

The Executive Committee implements its Charter by exercising the following specific responsibilities:

- a) To recommend to the Board directors to serve on each standing committee.
- b) To review and recommend all matters pertaining to fees and retainers paid to directors for Board and committee service and for serving as Chairman of a Board committee.
- c) To receive comments from all directors and report annually to the Board with an assessment of the Boards' performance.
- d) To gather and review information for the annual evaluation of the Chairman and Chief Executive Officer to be presented to the full Board for its discussion and review.
- e) To periodically review and assess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval.
- f) To conduct one or more annual meetings of non-management directors to be held in executive session.
- g) To review the annual update of the Company's strategic plan to be presented to the full Board for its review and approval.
- h) To review the annual operating and capital budget and financial forecast to be presented to the full Board for its review and approval

The Executive Committee represents the Board of Directors, discharging its oversight responsibilities by carrying out the above functions. The existence and activities of the Committee, however, does not alter the traditional roles and responsibilities of the Company's management.