

**NCI BUILDING SYSTEMS, INC.**

**Executive Committee Charter**

**December 7, 2006**

**Organization**

There shall be a permanent committee of the Board of Directors (the "Board") known as the Executive Committee (the "Committee"). The Committee shall be composed of three or more directors and shall include the [Chairman of the Board, the Chief Executive Officer, the Chief Operating Officer and one non-employee director].

The members of the Committee shall be appointed by the Board based on the recommendations of the Nominating and Governance Committee and shall serve for such term or terms as the Board determines or until their successors are elected or appointed. Members of the Committee may be removed at any time without cause by the affirmative vote of a majority of the Board. Vacancies resulting from resignation or removal shall be filled by the Board based on the recommendations of the Nominating and Governance Committee. The Chief Executive Officer shall serve as chairperson for the Committee.

**Meetings**

The Committee shall meet as often as it determines during intervals between Board meetings. The Chairman of the Committee or any two members of the Committee may call meetings of the Committee. Meetings of the Committee may be held telephonically, and any member may participate in any meeting telephonically. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or meet with any members of, or consultants to, the Committee.

**Committee Authority and Responsibilities**

During the intervals between Board meetings, the Committee shall, except as otherwise provided by the By-Laws and Delaware corporate law, have and may exercise all the powers and authority of the Board in the management of the Company's business. The Executive Committee is hereby authorized between regularly scheduled meetings of the Board of Directors and in the place and stead of the full Board of Directors to consider and act upon matters set forth on Appendix A attached hereto.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, within the limits set forth on Appendix A.

Notwithstanding the foregoing, neither the Committee nor any delegate thereof shall have authority to act upon, approve or declare (i) an amendment to the Company's charter or the By-Laws; or (ii) a dissolution, or revocation of a dissolution, of the Company.

The independent directors shall adopt such resolutions establishing the key practices of the Executive Committee, including such limitations on the power and authority of the Executive Committee, as the independent directors determine. The independent directors shall annually review the key practices, power and authority of the Executive Committee.

## NCI Building Systems, Inc.

Delegation of Authority  
Updated October 24, 2006

Item	Board	Executive Committee (EC)/ Compensation Committee (CC)	CEO	COO	Other Management
<b>Capital Projects/ Asset Acquisitions</b>	Annual budget; material changes to annual budget or approved projects	EC: All matters over \$5 million for any single matter or \$20 million in the aggregate for all matters between Board meetings	All matters up to \$5 million individually and in the aggregate	All matters up to \$5 million individually and in the aggregate	CEO & COO may delegate
<b>Mergers/ Acquisitions of Businesses</b>	Over \$20 million	EC: Over \$5 million and up to \$20 million in the aggregate			
<b>Divestitures/ Asset Dispositions</b>	Over \$20 million	EC: Over \$5 million and up to \$20 million in the aggregate	Up to \$5 million individually and in the aggregate	Up to \$5 million Individually and in the aggregate	CEO & COO may delegate
<b>Formation of New Entities/ Capital Contributions and Loans/ Equity Investments</b>	Over \$20 million	EC: Over \$5 million and up to \$20 million in the aggregate	Up to \$5 million individually and in the aggregate	Up to \$5 million individually and in the aggregate	CEO & COO may delegate to CFO or GC
<b>Indebtedness or Capital Leases outside Loan Facility Approved by Board of Directors</b>	Board Approval Only		Board May Delegate	Board May Delegate	CEO & COO may delegate to CFO
<b>Cash Investment Policy</b>	Board Approval				
<b>Inventory Purchases outside the Normal Course of Business</b>	Agreements with a term greater than one year that are not based on market prices and have a minimum quantity requirement	EC: Over \$50 million for inventory positions over normal requirements	Up to \$50 million individually and in the aggregate	Up to \$50 million individually and in the aggregate	CEO & COO may delegate (See System limits)
<b>Employment /Compensation</b>	Senior officer hirings	CC: Executive officers' compensation/ severance arrangements	All other compensation /hiring	All other compensation /hiring	CEO & COO may delegate compensation/hiring for all but executive officers
<b>Other agreements, including consulting</b>	Agreements not in the ordinary course of business or which involve a financial	EC: Agreements which involve a financial commitment or	All agreements which involve a financial commitment or	All agreements which involve a financial commitment or	CEO & COO may delegate

	commitment or expenditure of over \$10 million	expenditure of over \$5 million up to \$20 million in the aggregate	expenditure of up to \$5 million individually and in the aggregate	expenditure of up to \$5 million individually and in the aggregate	
<b>Litigation</b>	Agreements not in the ordinary course of business or which involve a financial commitment or expenditure of over \$10 million	EC: Agreements which involve a financial commitment or expenditure of over \$5 million up to \$20 million in the aggregate	All agreements which involve a financial commitment or expenditure of up to \$5 million individually and in the aggregate	All agreements which involve a financial commitment or expenditure of up to \$5 million individually and in the aggregate	CEO & COO may delegate to GC
<b>Business Plan</b>	Board Approval				
<b>Stock Options</b>	Board Approval	CC: Has concurrent authority with Board  EC: Grant options for up to 25,000 shares of common stock under the 2003 plan who are not Level 1 or 2 under the Bonus program and are not subject to Section 16	Executive Committee may delegate, but must specify maximum number and other terms and officer may not grant to himself or other Section officers or non-employee directors	Executive Committee may delegate, but must specify maximum number and other terms and officer may not grant to himself or other Section officers or non-employee directors	
<b>Restricted Stock</b>	Board Approval	CC: Has concurrent authority with Board  EC: Grants of up to 250,00 shares under the 2003 plan who are not Level 1 or 2 under the Bonus program and are not subject to Section 16	No delegation permitted	No delegation permitted	No delegation permitted
<b>Dividends or Stock Repurchases or Issuances of Capital Stock</b>	Board Approval				
<b>Swaps, Collars, Caps to hedge interest rate risk.</b>	Board Approval over 65% of the then outstanding floating rate debt.	EC has authority up to 65% of the then outstanding floating rate debt.			