

**NEWELL RUBBERMAID INC.  
CHAIRMAN'S EXECUTIVE COMMITTEE CHARTER**

**Purpose**

The purpose of the Chairman's Executive Committee of the Board of Directors is to aid the Board Chairman in performing the duties relating to the office.

**Committee Membership**

The Committee shall consist of the non-executive Chair of the Board (or lead director on the Board, as applicable) and the chairs of each of the Audit Committee, Nominating/Governance Committee and Organizational Development & Compensation Committee of the Board. The Chair of the Board or lead director, as applicable, shall serve as chair of the Committee (the "Chair"). Members of the Committee may be removed and vacancies on the Committee may be filled at any time by action of the Board.

**Powers and Duties**

1. The Committee shall aid the Board Chairman in performing the duties relating to the office.
2. The Committee shall discharge any other duty or responsibility assigned to the Committee by the Board
3. At each regularly scheduled Board meeting, the Committee shall report to the full Board on its activities and proceedings since the last regularly scheduled Board meeting.