



## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **1. Designation and Membership**

The Board of Directors (the “Board”) of McCormick & Schmick’s Seafood Restaurants, Inc. will appoint from among its members a Nominating and Corporate Governance Committee (the “Committee”) and will designate one such member to serve as the Chairman of the Committee. The Committee will consist of at least three members of the Board, each of whom is determined by the Board to be an “independent” director under all applicable rules, including the listing standards of the Nasdaq National Market and the requirements of the Securities and Exchange Commission.

### **2. Purposes**

The primary purposes of the Committee are to:

- 2.1 Identify individuals qualified to become Board members and recommend nominees to the Board to be presented at the annual meeting and to fill any vacancies.
- 2.2 Consider and report periodically to the Board on matters relating to the identification, selection and qualification of director candidates.
- 2.3 Develop and recommend to the Board a set of corporate governance principles.

### **3. Duties and Responsibilities**

The Committee shall conduct meetings periodically as it deems necessary or advisable to fulfill its responsibilities. In particular, the Committee shall:

- 3.1 Develop and recommend to the Board specific guidelines and criteria for screening and selecting nominees to the Board.
- 3.2 Identify individuals qualified to become members of the Board.
- 3.3 Review the qualifications of, approve the nominations of, and recommend to the Board those persons to be nominated for membership on the Board and presented for shareholder approval at the annual meeting, and to be elected by the Board to fill vacancies, including vacancies created by an increase in the authorized number of directors.

- 3.4 Develop a pool of potential candidates for consideration in the event of a vacancy on the Board.
- 3.5 Retain and terminate any search firm to assist in identifying potential nominees to the Board, including sole authority to approve the search firm's fees and other retention terms.
- 3.6 Develop and recommend to the Board a set of corporate governance guidelines.
- 3.7 Review this Charter and the corporate governance guidelines annually, or more frequently if appropriate, and recommend any proposed changes to the Board of Directors.
- 3.8 Review corporate governance matters required by applicable law, rule or regulation to be included in the Company's annual proxy statement.
- 3.9 Make recommendations to the Board concerning the size, structure and composition of the Board and its committees.
- 3.10 Annually review the Company's code of business conduct and ethics and recommend any proposed changes to the Board for approval.
- 3.11 Regularly meet with the Company's officers responsible for conduct policies.
- 3.12 Monitor the reporting procedures described in the code of business conduct and ethics.
- 3.13 Annually evaluate the Committee's own performance.
- 3.14 Oversee the evaluation of management, the Board and, its committees, and develop and provide to the Board an annual report evaluating the performance of management, the Board and its committees, including the Committee.
- 3.15 Consider the performance of each incumbent member of the Board in determining whether to recommend to the Board that each member be nominated for reelection.
- 3.16 Periodically report to the Board the status of professional development and succession planning for senior management, including policies and principles regarding succession in the event of an emergency or the retirement of the chief executive officer and the identification and evaluation of potential successors to the chief executive officer and other members of senior management.
- 3.17 Obtain advice and assistance from internal and external legal, accounting, and other advisors or consultants as necessary or advisable to assist in the performance of its duties.
- 3.18 Perform any other functions assigned by the Board from time to time.