

COACHMEN INDUSTRIES, INC.

GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

GOVERNANCE COMMITTEE CHARTER

As Amended August 4, 2004

I. PURPOSE

The purpose of the Governance Committee is to ensure that the board governance system performs well, with specific responsibility for making recommendations to the board on board organization and procedures, performance evaluation of the board and individual directors, and nomination of directors. Further, the Governance Committee has oversight responsibility for ensuring compliance with the Company Statement of Business Principles and Code of Conduct, working in conjunction with the Audit Committee. This committee works closely with the CEO and Chairman of the Board.

II. COMPOSITION

The Governance Committee shall be comprised of not less than three (3) members of the Board of Directors, each of whom shall be independent as and when required by the NYSE listing standards, and one of whom shall be its Chairperson. The Committee and its Chairperson shall be appointed annually by a majority of Board of Directors upon the recommendation of the Governance Committee and Chairman of the Board. The Committee may in its discretion delegate tasks to sub-committees from time to time.

III. MEETINGS

The Governance Committee shall meet at least twice annually, at times and places decided by the Committee Chairman after consultation with committee members and usually with the Chairman of the Board and CEO. The primary management liaison officer assigned to facilitate the work of the Governance Committee is the General Counsel and/or Secretary.

IV. RESPONSIBILITIES & DUTIES

The Governance Committee shall have the following authority and responsibilities:

1. Oversee compliance with the Company Statement of Business Principles and Code of Conduct by directors and executives, working in conjunction with the Audit Committee when appropriate. This includes investigating any potential conflict of interest by a director or senior executive and recommending resolutions to the board.
2. Review annually the corporate governance guidelines and committee charters, and recommend to the board any needed changes.
3. Recommend committee assignments, including committee chairmanships, to the full board for approval. This is done after receiving advice from the Chairman of the Board and CEO and with consideration of the desires and special talents of individual board members.

4. Work with the Chairman of the Board and CEO to establish an annual schedule of agenda items who presents this proposed schedule to the board for approval at its first meeting of the year. The chairman of the Governance Committee meets with the Chairman of the Board and CEO as needed during the year to discuss a specific agenda for each board meeting.
5. Review with the board on an annual basis the appropriate skills and characteristics required on the board in the context of the strategic direction of the company, and recommend the appropriate skills and characteristics required of new board members.
6. Upon receiving the resignation letter required from any director who makes a principal occupation change (including retirement), and after considering advice from the Chairman of the Board and CEO, recommend to the full board whether to accept the resignation.
7. Recommend to the board the existing board members to be re-nominated, after considering the appropriate skills and characteristics required on the board, the current makeup of the board, the results of the individual evaluations of the directors, and the wishes of existing board members to be re-nominated.
8. Identify individuals qualified to become board members, consistent with criteria approved by the Board. Solicit nominations for new directors and screen the list of potential new directors submitted to it by other directors or any other sources. Decide whether the assistance of a search firm is needed, and, if so, choose the firm. This committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.
9. After a review of board candidates and after considering the advice of the Chairman of the Board and CEO, and the full board, designate which candidates are to be interviewed. Candidates at a minimum are interviewed by the chairman of the Governance Committee, the Chairman of the Board and CEO, but may be interviewed by other directors. After the interviews, recommend for board approval any new directors to be nominated.
10. An annual evaluation shall be conducted of the Governance Committee's performance in fulfilling its duties and responsibilities under this Charter.
11. Oversee the process whereby the full board and each of its committees annually assesses its performance, the results of which are reported to the board along with any recommendations for improvements.
12. Oversee the process whereby current board members are evaluated individually at the time they are considered for re-nomination and provide advice to individual board members as a result of this process.
13. Oversee the orientation program for new directors and consult with them on their progress and a continuing education program for existing directors.

14. Recommend to the board the compensation to be paid to outside directors.

15. Keep abreast of the developments in the corporate governance field that might affect the company.