

**HNI CORPORATION
PUBLIC POLICY AND CORPORATE GOVERNANCE COMMITTEE
CHARTER**

I. Purpose

This Committee has primarily an external focus towards shareholders, communities, and the public and a focus on the Board itself and corporate governance.

The purpose of the Public Policy and Corporate Governance Committee (the "Committee") is to (a) identify individuals qualified to serve as directors of the Company consistent with criteria approved by the Board, (b) recommend that the Board select the director nominees for the next annual meeting of stockholders, (c) develop and recommend to the Board corporate governance principles applicable to the Company, (d) monitor and evaluate the Company's corporate governance practices and adherence to its Vision Statement (e) oversee the evaluation of the Board and the Company, and (f) oversee the finance policy and capital structure of the Company.

II. Organization

A. Membership; Qualifications

The Committee shall consist of at least three independent, outside Directors. Each member of the Committee shall meet the independence requirements under the policies and requirements of the New York Stock Exchange, the Securities Exchange Act of 1934, as amended, (the "Exchange Act").

The Board shall appoint the members and the Chairperson of the Committee. The Board may replace committee members and the Chairperson.

B. Meetings

The Committee shall meet in person or telephonically at least quarterly, or more frequently as it may determine necessary to comply with its responsibilities as set forth herein.

C. Agenda

The Chairperson of the Committee will, in consultation with the other members of the Committee and the appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing an agenda therefor and supervising the conduct thereof. Each Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting.

D. Resources; Advisors

The Committee shall have the resources, including funding in such amounts, as the Committee deems necessary, and authority appropriate to discharge its responsibilities. The Committee shall have the sole authority to retain and terminate any consultant to be used to identify director candidates and shall have the sole authority to approve the consultant's fees and other retention terms. In addition, the Committee shall have the authority to retain and terminate any consultant to be used to assist in the evaluation of the compensation and benefits for Directors and shall have authority to approve the consultant's fees and other retention terms.

III. Responsibilities

The Committee will:

A. Serve as a Nominating Committee for Directors

Identify qualified individuals and recommend to the Board qualified individuals as director nominees for the next annual meeting of shareholders. The Committee will recommend qualified individuals according to such factors, as it deems appropriate, consistent with criteria approved by the Board and the factors in the Company's corporate governance guidelines. These factors may include a mix of director characteristics and diverse experiences, perspectives and skills most appropriate for the Company. A director candidate should demonstrate a willingness and ability to prepare for, attend and participate in all Board and committee meetings. The Committee shall identify candidates meeting the foregoing criteria without regard to race, color, disability, gender, national origin, religion or creed. The Committee shall also review the qualifications of, and make recommendations to the Board regarding, director nominations submitted to the Company in accordance with the Company's by-laws or otherwise, and review and evaluate any stockholder proposals relating to the nomination by stockholders of any candidates to the Board or the right of any stockholder to do so.

B. Incumbent Directors

Evaluate and review qualifications of incumbent Directors in determining whether to recommend them for re-election. The Committee will use the same factors established for new director candidates to make its evaluation and will also take into account the incumbent Director's performance as a Board member.

C. Succession Planning

At least annually, report to the Board on Director succession planning, which shall include appropriate contingencies in case the Chairman retires, resigns or is incapacitated. The Committee shall assist the Board in evaluating potential successors to the Chairman.

D. Corporate Governance Guidelines

At least annually, the Committee shall review the Company's corporate governance guidelines and recommend changes to the Board, if appropriate.

E. Review Committee Charter

Review the Committee's Charter annually, and recommend changes, if any, to the Board of Directors.

F. Review and Evaluate the Committee's Performance

At least annually, evaluate the Committee's performance against the requirements of this Charter and review this evaluation with the Board. The Committee shall conduct its review and evaluation in such manner if it deems it appropriate.

G. Committee Structure and Charters

Review periodically, but not less than annually, the committee structure of the Board of Directors and charters of the committees and recommend changes as it deems appropriate or required to satisfy applicable law, regulations, and the policies and requirements NSYE.

H. Director Compensation

Review annually the compensation paid to the directors for service on the Board and recommend changes, if it deems it appropriate.

I. Corporate Social Responsibility; Citizenship

Monitor the Corporation's social responsibility programs and corporate citizenship.

J. Charitable Giving

Review annually the charitable giving program and recommend annual charitable funding.

K. Environmental Program

Review annually the environmental program.

L. Shareholder Relations Program

Review annually the Company's investor relations program and such shareholder and institutional investor issues as the Committee may, in its discretion, determine should be evaluated from time to time, including periodic reviews of takeover preparedness measures and the Company's shareholder rights plan.

M. Ethical Business Practices

Review the Company's ethical business practices. Consider possible conflicts of interest of Board members and management and make recommendations to prevent, minimize, or eliminate such conflicts of interest.

N. Performance Evaluations

Conduct annually the Company Performance Evaluation and the Board Performance Evaluation.

O. Stock Exchange

Review periodically and make recommendations as appropriate regarding the stock exchange(s) on which the Company's stock is traded.

P. Financial Policy and Capital Structure Oversight

1. Review and monitor the Company's long-term financial structure, strategies and alignment with the Company's business strategies;
2. Evaluate the Company's cash and stock dividend payment policies and procedures and annually recommend to the Board a dividend schedule and rate.

IV. Reports

Report its activities to the Board regularly.

V. History

Adopted by the Board of Directors on February 11, 2004.
Amended November 11, 2004 and November 11, 2005.