

MIDWEST AIR GROUP, INC.

BOARD AFFAIRS AND GOVERNANCE COMMITTEE CHARTER

Organization

The Board Affairs and Governance Committee (“Committee”) of the Board of Directors of Midwest Air Group, Inc. (“Board”) shall consist of at least three independent members of the Board. It shall assist the Board in fulfilling its corporate governance responsibilities. The Committee may not delegate any of its responsibilities to management, but may delegate responsibilities to other committees of the Board or subcommittees consisting solely of two or more members of the Committee.

The members of the Committee, the designation of the Committee chairperson, and the term of membership shall be determined by the Board at the first Board meeting following the Annual Meeting of Shareholders, taking into account recommendations of the Chief Executive Officer.

Purpose

The primary purpose of the Committee shall be to assist the Board in its corporate governance responsibilities, including to identify and recommend potential Board members for election at the Annual Meeting of Shareholders, and to develop and recommend to the Board corporate governance guidelines to assist the Board and the company’s management to effectively promote the best interests of the company’s shareholders.

Responsibilities

The Committee shall meet at least two times per year with responsibility for the following duties and any others assigned by the Board of Directors from time to time.

1. Develop, recommend, routinely review to the Board a set of Corporate Governance Guidelines that complies with New York Stock Exchange and Securities Exchange Commission rules and requirements as they may be amended from time to time.
2. Determine director qualifications and develop criteria for selecting director nominees. Identify and recommend new candidates for nomination to fill existing or expected director vacancies.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates.

3. Design and implement an orientation program for new directors and make recommendations to the Board regarding the continuing education of directors.
4. Establish and manage a process for the Board to conduct an annual assessment of its own and all its committees’ performance and effectiveness.
5. Make recommendations to the Chief Executive Officer, after consultation with the Board, with respect to Board meetings on matters such as frequency, agenda, location and timing.

6. Periodically review the size, composition and independence of the Board in order to ensure alignment with the strategic objectives of the Company.
7. Periodically review the number and structure of Board committees, including their performance, charters, frequency of meetings, and independence of committee members, and make recommendations to the Board regarding these matters.
8. Review proposals to amend the Articles of Incorporation or the Bylaws of the Company and recommend to the Board appropriate action.
9. Review directors' notices of substantive changes in primary employment or career path and evaluate whether continued Board status is acceptable.
10. Make recommendations for a Board meeting (of all non-management directors) in executive session during which the Board could consider management performance, succession planning and any other items appropriate for discussion by non-management directors.
11. Develop, recommend and periodically review a Code of Conduct for employees, officers and directors that complies with New York Stock Exchange standards and SEC rules. The Code shall address conflicts of interest; corporate opportunities; confidentiality; fair dealing; protection and proper use of Company assets; and compliance with laws, rules and regulations (including insider trading laws). The Code shall encourage reporting any illegal or unethical behavior. The Audit Committee will audit compliance.
12. Report regularly to the full Board.