

PSS WORLD MEDICAL, INC.
CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

The role of the Corporate Governance Committee (the “Committee”) is intended to assist the Board of Directors of PSS World Medical, Inc. (the “Company”) in fulfilling its oversight responsibilities under the Nasdaq National Market listing standards and Florida law. In so doing, the Committee shall provide supervision and guidance to ensure that the structure, composition, policies and procedures of the Board of Directors and its committees allow for the effective exercise of the oversight responsibilities of the Board of Directors. As such, the Committee shall have two primary responsibilities.

First, the Committee shall be responsible for identifying individuals qualified to serve on the Board of Directors and to select, or to recommend that the Board of Directors select a slate of director nominees for selection by the shareholders of the Company at the annual meeting of the shareholders of the Company, in accordance with the Company’s articles of incorporation and by-laws with Florida law.

Second, the Committee shall be responsible for developing and recommending to the Board of Directors a set of corporate governance policies and principles to be applicable to the Company. It shall also be the task of the Committee to periodically re-evaluate such policies and guideline for the purpose of suggesting amendments to them if appropriate.

COMPOSITION AND AUTHORITY OF THE COMMITTEE

The members of the Committee shall be independent directors meeting the requirements of the Nasdaq National Market. The members of the Committee shall be appointed by the Board of Directors. The Chairman of the Committee shall be designated by the Board of Directors. In the absence of the Chairman, the members of the Committee may designate a chairman. The Board of Directors may, at any time, remove one or more directors as members of the Committee and may fill any vacancy on the Committee. The Committee may form and delegate authority to subcommittees.

The Committee shall have and may exercise all powers and authority of the Board of Directors to the extent permitted under Section 607.0825 of Florida Business Corporation Act. Without limiting the foregoing, the Committee may determine, from time to time, the advisability of retaining any counsel, consultant or search firm to assist in the identification and evaluation of candidates for membership on the Board of Directors and has the sole authority to retain, at Company expense, and terminate any such counsel, consultant or search firm, including sole authority to approve the fees to be paid to such counsel, consultant or search firm and all other retention terms.

OPERATIONS OF THE COMMITTEE

The Committee shall evaluate the Company's existing corporate governance procedures with the specific goal of improving such procedures where possible. As part of its corporate governance functions, the Committee shall:

- review the governance structures and procedures of the Board of Directors and the Company, and suggest improvements thereto to the Board of Directors;
- develop and recommend to the Board of Directors for approval a process to evaluate the structure, composition, performance and functions of the Board of Directors and the committees of the Board of Directors;
- oversee the periodic evaluations of the performance and functions of the Board of Directors;
- conduct, and provide to the Board of Directors a report on the results of, periodic self-evaluations (at least once annually) of its performance and functions;
- assist the other committees of the Board of Directors with their respective periodic self-evaluations;
- consider questions of possible conflicts of interest between members of the Board of Directors (or their firms), corporate officers of the Company and the Company, including reviewing requests for, and granting, where applicable, waivers under the Company's code of conduct by members of the Board of Directors and corporate officers of the Company and reviewing periodic reports from senior management regarding waivers granted under the Company's code of conduct to non-officer employees of the Company; and
- review reports from the Company's employee hotline that are not directed to the audit committee of the Board of Directors.

The Committee shall also be responsible for assisting the Board of Directors in selecting director nominees to recommend to the shareholders for election to the Board of Directors. In this regard, the responsibilities and functions of the Committee shall include:

- periodically reviewing with the Board of Directors the appropriate skills and characteristics required of members of the Board of Directors;
- periodically assisting the Board of Directors in reviewing the size, composition and independence of the Board of Directors and its committees;

- considering and recruiting candidates to fill new positions on the Board of Directors, including candidates proposed by the chief executive officer, by any director or by any shareholder, in accordance with procedures established by the Committee from time to time;
- developing and implementing the screening process necessary to identify qualified candidates for membership on the Board of Directors, including conducting the proper and necessary investigations into the backgrounds and credentials of possible candidates; and
- recommending candidates for approval by the Board of Directors and the shareholders.

The Board of Directors shall remain responsible for selecting director nominees and recommending them for election by the shareholders. In addition, the Committee shall perform any other activities consistent with this charter, the Company's Articles of Information and Bylaws and applicable law, as the Committee or the Board of Directors deem appropriate.