

**October 2, 2002;  
Revised July 14, 2004**

**RUBY TUESDAY, INC.  
NOMINATING & GOVERNANCE  
COMMITTEE CHARTER**

**I. Purpose**

I.A. The Ruby Tuesday, Inc. (the "Company") Nominating & Governance Committee (the "Committee") is appointed by the Board of Directors of Ruby Tuesday, Inc. (the "Board") to (1) identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to select, or to recommend that the Board select, the director nominees for the next annual meeting of shareholders; (2) recommend to the Board director nominees for each committee of the Board; (3) develop and recommend to the Board the Corporate Governance Guidelines and a Code of Business Conduct and Ethics applicable to the Company; and (4) oversee the evaluation of the Board and management.

I.B. The Committee shall evaluate Company policies relating to director and officer liability insurance and indemnification of directors, and make recommendations to the Board regarding such matters.

I.C. The Committee shall perform such other functions which from time to time may be assigned by the Board.

I.D. The Committee may form, and delegate authority to, subcommittees when appropriate, as determined by the Committee.

**II. Committee Membership**

II.A. The Committee shall consist of no fewer than three (3) members, including a chairperson, as determined by the Board annually on the recommendation of the Committee. The members of the Committee shall meet the independence requirements, and any other requirements, of the New York Stock Exchange ("NYSE") and other regulatory agencies, if or as applicable.

II.B. The size of the Committee and its members shall be designated annually by a majority of the full Board. Any Committee member may be removed at any time by majority vote of the full Board.

**III. Committee Meetings**

III.A. The Committee shall meet as often as necessary to fulfill its duties upon the notice provided for meetings of the full Board, but not less than two (2) regular meetings per year as follows:

1. January – review list of prospective Board candidates and determine adequacy in conjunction with planned succession and assign duties to solicit additional candidates as needed; and
2. July – recommend nominees for (a) the slate of directors to stand for election at the next annual meeting of shareholders, and (b) committee assignments for action by the full Board immediately following the next annual meeting of shareholders.

III.B A majority of Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Committee.

III.C. The Committee shall have the sole authority to retain and terminate any consultant to be used to assist it in the identification of new directors or to otherwise perform its duties hereunder. The Committee shall have authority to (a) approve the consultant's fees and other retention terms, and (b) obtain advice and assistance from internal or external legal or other advisors, in each case at the Company's expense and without further approval from the Board.

III.D. The Committee shall keep a record of its actions and proceedings, and make regular reports to the Board.

#### **IV. Identification of Prospective Board Members and Nomination of Directors**

IV.A. The Committee shall recommend to the Board: (1) nominees to fill vacancies as they occur among the directors; and (2) prior to each annual meeting of shareholders, a slate of nominees for election or reelection as directors by the shareholders of the Company at the annual meeting.

IV.B. In considering possible candidates for election as a director, the Committee and the other directors shall be guided in general by the following: (1) the composition of the Board shall include a majority of independent directors; (2) each director nominee should be chosen without regard to sex, race, religion or national origin; (3) each director nominee should be an individual of the highest character and integrity and have an inquiring mind, vision and the ability to work well with others; (4) each director nominee should be free of any conflict of interest which would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director; (5) each director nominee should possess substantial and significant experience which would be of particular importance to the Company in the performance of the duties of a director; (6) each director nominee should have sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a director, including, without limitation, consistent attendance at Board and Committee meetings and advance review of Board and Committee materials; and (7) each director nominee should have the capacity and desire to represent the balanced, best interests of the shareholders as a whole and not primarily a special interest group or constituency.

IV.C. The Committee shall receive and consider shareholder nominations of candidates for election as directors pursuant to the Committee's policy and procedure adopted for such purpose from time to time.

IV.D. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain in its sole discretion advice and assistance from internal or external legal, accounting or other advisors.

## **V. Committee Membership**

V.A. The Committee shall recommend to the Board the membership and chairs of the committees of the Board.

V.B. All members of committees of the Board shall meet the independence requirements, and any other requirements, of the NYSE and other regulatory agencies, if or as applicable.

## **VI. Review of Charter and Committee**

VI.A. The Committee shall review and reassess the adequacy of this Charter annually and recommend changes with respect thereto.

VI.B. The Committee shall annually review its own performance and recommend changes with respect thereto.

## **VII. Corporate Governance**

VII.A. The Committee shall at least annually review and reassess the adequacy of the Corporate Governance Guidelines and Code of Business Conduct and Ethics of the Company and propose any changes to the Board for approval.

VII.B. The Committee shall review periodically with the Company's general counsel (1) new legislation, regulations and other developments, and (2) executive officer and director compliance with reporting requirements regarding transactions involving Company stock, and recommend to the Board any actions that the Committee shall deem desirable.

VII.C. The Committee shall review the Company's policies and programs in such areas as: (1) equal employment opportunity; (2) antitrust laws; (3) environmental protection; (4) charitable contributions; (5) political action/legislative affairs; and (6) employee health and safety, and recommend to the Board any actions that the Committee shall deem desirable

VII.D. The Committee will review outside directorships by senior officers of the Company in other publicly held companies. No such outside directorships shall be accepted without the prior approval of the Committee.

VII.E. The Committee shall review with the CEO the development of other executive talent and the executive needs of the Company, and his/her nomination of corporate officers and make recommendations to the Board of such persons to be elected officers by the Board and proposed personnel changes involving such officers.

VII.F. The Committee shall receive periodically from the CEO his recommendations regarding his successor and recommend to the Board a successor to the CEO when a vacancy occurs.

### **VIII. Board Structure and Performance**

VIII.A. The Committee shall evaluate, at least annually, the structure of the Board and all committees to assure that the proper skills and experience are represented on the Board and such committees.

VIII.B. The Committee shall receive comments from all directors and report annually to the Board with an evaluation of the Board's performance, to be discussed with the Board following the end of each fiscal year.

VIII.C. The Committee shall evaluate the performance of incumbent members of the Board and the incumbent members of Board committees in determining whether to recommend that they be nominated for reelection.

VIII.D. The Committee shall evaluate the performance of senior management with the assistance of, and input from, the Compensation and Stock Option Committee and the Chief Executive Officer.