

**CHARTER OF THE
CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF RUSSELL CORPORATION**

I. Purpose

The Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”): (1) to assist the Board by identifying qualified candidates for director, and to recommend director nominees to the Board for election by the shareholders; (2) to lead the Board in its annual review of the Board’s performance; (3) to recommend to the Board director nominees for each Board Committee; and (4) to develop and recommend to the Board corporate governance guidelines applicable to the Company.

To assist in carrying out its duties, the Committee shall have sole authority to retain and terminate any search firm to be used to identify candidates to serve as a director, including sole authority to approve the search firm’s fees and other retention terms. In addition, the Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The Committee, in its discretion, may confer with other members of the Board and executive officers of the Company.

II. Composition

- A. The Committee shall be comprised of no fewer than two members. All members of the Committee shall meet the independence requirements of the New York Stock Exchange.

Committee members shall be elected by the Board on the recommendation of the Committee and may be replaced by the Board. Unless a Chairperson is elected by the Board, the members of the Committee may designate a Chairperson by majority vote of the full Committee membership.

III. Meetings

- A. The Committee shall meet at least twice a year and at such other times as it deems necessary to carry out its responsibilities. The Chairman of the Board (the “Chairman”), Chairperson of the Committee or the Board may call such meetings.

IV. Goals, Responsibilities and Duties

A. Board Composition

1. Review the composition and size of the Board in order to ensure the Board, as a whole, has the proper, background and experience;
2. Review Board policies on age and term limits for Board members;
3. Determine the criteria for selection of the Board members and Board committee members;
4. Conduct searches for prospective directors;
5. Propose nominees for election as members of the Board;
6. Plan for continuity on the Board as existing Board members retire or rotate off the Board;
7. Evaluate the performance and expertise of current Board members prior to re-election, and recommend to the Board as to whether members of the Board should stand for reelection;
8. Review and recommend to the Board an appropriate course of action upon the resignation of current Board members.

A. Evaluation of Performance of Board Members

1. Conduct an annual evaluation of the Board as a whole and of each board member.

C. Board Committees

1. With the Chairman, periodically review the charter and composition of each Board committee and make recommendations to the Board for the creation of additional Board committees or the change in mandate or dissolution of Board committees;
2. With the Chairman, recommend to the Board persons to be members of Board committees;
3. Ensure that each Board Committee is comprised of members suitable for the tasks of the Committee and that each Committee conducts the required number of meetings and makes sufficient reports to the Board on its activities and findings.

D. Conflicts and Other Directorships

1. Review directorships and consulting agreements of Board members for conflicts of interest;
2. Investigate and review actual and potential conflicts of interest that a Board member may have and advise a Board member having an actual or potential conflict of interest on how to conduct him/herself in matters before the Board which may pertain to such a conflict.

E. General

1. Develop, adopt and implement Corporate Governance Guidelines;
2. Annually review and reassess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval;
3. Annually review and assess the adequacy of the Charter and recommend any proposed changes to the Board for approval;
4. Annually evaluate the Committee's own performance;
5. Fulfill such other duties and responsibilities as may be assigned to the Committee from time to time, by the Board and/or the Chairman.