



KELLWOOD

## KELLWOOD COMPANY CORPORATE GOVERNANCE COMMITTEE CHARTER

The Corporate Governance Committee is responsible for evaluating Board procedures and performance, reviewing and making recommendations to the Board regarding Board and committee composition, nominating new directors and reviewing developments in the governance of publicly held companies as they may affect the Company.

### **Composition:**

- The Corporate Governance Committee shall be composed of at least three members of the Board of Directors, all of whom (i) are independent as determined in accordance with the New York Stock Exchange standards for independence adopted by the SEC and (ii) have been affirmatively determined by the Board not to have any material relationships with the Company. The members of the Committee shall serve until their successors are appointed and qualify.
- The Corporate Governance Committee shall appoint the Committee members and chairman subject to the approval of the Board of Directors. The Board shall have the power at any time to change the membership of the Corporate Governance Committee and to fill vacancies in it, subject to such new member(s) satisfying the New York Stock Exchange standards for independence adopted by the SEC.
- The Committee meets as often as needed with regular meetings scheduled each quarter.
- The CEO or his representative may participate in meetings but have no voting rights.
- The Corporate Secretary or his designee serves as secretary to the Committee.
- The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain such resources as it needs to fulfill its responsibilities, including the retention of outside consultants.
- The Board or the Committee may delegate any responsibilities of this Committee to a subcommittee of this Committee or to another committee of the Board, provided such other committee is composed entirely of independent directors as defined above and such committee has a published committee charter.

- The Committee is available to members of the Board, members of management, or any legitimate sources that have concerns that fall within the purview of the Committee.

**Nominating Responsibilities:** This Committee shall perform all of the functions of a nominating committee including the following:

1. Determine the size and composition of the Board best suited to fulfill its responsibilities.
2. Determine, with the CEO and Board, the appropriate qualifications for directorship.
3. In its sole discretion and authority, retain, terminate and approve fees for any search firm to be used to identify director candidates.
4. Evaluate new director prospects against the qualifications established in 2 above, and recommend suitable candidates to the Board.
5. Plan for suitable replacement of retiring directors in advance of their departure from the Board.
6. Make appropriate recommendations to the CEO and Board concerning reelection of incumbent directors.
7. Ensure that management is providing appropriate orientation to all new directors, making sure each new director is given a basic understanding of company activities and operations.

**Additional Responsibilities:** The Committee reviews, evaluates and makes recommendations to the Board regarding:

1. The performance of the Kellwood Company Board and management in fulfillment of their duties as set forth in Kellwood Company's principles of corporate governance.
  - It facilitates the annual review and evaluation of Board and director performance, including such factors as director attendance, involvement, and contribution.
  - It makes determinations of director independence, by assessing each director's independence and potential for conflicts of interest.
  - With the Chairman and CEO, it prepares a schedule of Board meetings that will assure frequency and timeliness sufficient for the Board to fulfill its responsibilities.

- [The Committee reviews, evaluates and makes recommendations to the Board regarding: (continued)]
  - With the Chairman and CEO, it evaluates the effectiveness of communications between management and the Board, including meeting content and conduct, pre-meeting and between meeting briefing materials, post-meeting follow up, written information and reports.
  - The Committee shall regularly report to the Board its findings and recommendations on the foregoing.
2. Board committee assignments (in consultation with the CEO) including committee members and chairpersons, and meeting schedules.
  3. The slate of corporate officers (in consultation with the CEO) to be elected annually by the Board.
  4. Succession planning for the CEO position.
  5. Director and officer liability and indemnity provisions and protection.
  6. Shareowner proposals including, but not limited to, suggestions for directors.
  7. Evaluation of the Kellwood Company charter and by-laws as they pertain to corporate governance and consideration of developments in the area of the governance of public companies.
  8. Director share ownership guidelines and monitoring compliance therewith. It is authorized to interpret such guidelines as necessary.
  9. The annual review of the corporate governance principles of Kellwood Company and substantial revisions thereto.
  10. The annual review of the Committee's charter and substantial revisions thereto.
  11. The annual review of its own performance in light of its responsibilities under this charter and the Corporate Governance Principles.