

# THE SPORTS AUTHORITY, INC.

## NOMINATING AND GOVERNANCE COMMITTEE CHARTER

### 1. Composition of the Committee

The Governance Committee (the “Committee”) shall consist of at least three Directors appointed by the Board pursuant to the Governance Policy. Each member of the Committee shall be “independent,” as defined in the New York Stock Exchange Listed Company Manual.

### 2. Purpose of the Committee

A. The Committee will develop and recommend to the Board the Corporate Governance Policy (the “Policy”). The Committee shall review the Policy at least annually and make recommendations to the Board with respect to any modifications the Committee determines to be necessary or appropriate, in connection with the Board’s annual evaluation of the Policy.

B. The Committee shall identify individuals qualified to become Directors, review all nominees for Director (including all nominations made by shareholders), and recommend that the Board select the Director nominees for each annual meeting of shareholders. In this connection, the Governance Committee shall review with the Board on an annual basis the appropriate skills and characteristics of the current Directors, compared to the Company’s future needs. The Committee shall have sole authority to retain, at Company expense, and terminate any search firm to be used to identify Director candidates, including sole authority to approve the search firm’s fees and other retention terms.

### 3. Meetings and Procedures

A. The Chair of the Committee shall also concurrently serve as a member of the Compensation Committee of the Board of Directors and the Chair of the Audit Committee may not concurrently serve as the Chair of the Nominating and Governance Committee.

B. The Committee shall meet as often as it may deem necessary and appropriate in its judgement, but in no event less than two times per year, either in person or telephonically. A majority of the members of the Committee shall constitute a quorum.

C. The Chair of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.

D. The Committee may request that any Directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information, advice and counsel as the Committee may request.

E. The Committee may delegate authority to one or more members of the Committee when appropriate, but no such delegation shall be permitted if the authority is required by law, regulation, or listing standard to be exercised by the Committee.

- F. The Committee shall have the authority to obtain advice and assistance from internal and external legal and other advisors, and the Company shall provide appropriate funding for the Committee to retain such advisors without requiring the Committee to seek Board approval.
- G. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.
- H. The Committee shall report to the Board on the matters discussed at each meeting of the Committee, including describing all actions taken by the Committee at the meeting.

4. Duties and Responsibilities of the Committee

- A. The Committee shall recommend to the Board whether to accept the resignation of any Director who volunteers to resign.
- B. The Committee shall review and recommend to the Board evaluation criteria for the Board's annual self-evaluation pursuant to Section V of the Policy, based upon a report on best practices in corporate governance by the Company's General Counsel. The Board's self-evaluation shall be conducted under the direction of the Governance Committee. As part of this evaluation, the Governance Committee shall independently evaluate each committee by reference to such committee's charter. The Committee shall review the results of these evaluations and submit them to the Board for its acceptance or modification.
- C. The Committee shall annually evaluate its performance in relation to the purpose and responsibilities of the Committee as set forth in the Charter, the rules of the New York Stock Exchange and the Securities and Exchange Commission.
- D. The Committee shall review and recommend to the Board evaluation criteria for the Chief Executive Officer's annual evaluation pursuant to Section VI of the Board of Directors Corporate Governance Policy, based upon a report on best practices in corporate governance by the Company's General Counsel. The Chief Executive Officer's annual evaluation shall be conducted under the direction of the Governance Committee.