

OLD DOMINION FREIGHT LINE, INC.

GOVERNANCE & NOMINATION COMMITTEE CHARTER

I. PURPOSE

To establish membership, meeting and responsibility requirements for the Governance and Nomination Committee of the Board of Directors of Old Dominion Freight Line, Inc. (the “Company”) in its efforts to assist the Board of Directors in fulfilling its responsibilities of effective governance of the Company’s business affairs and nomination of prospective directors to represent the ongoing interests of the Company and the Company’s shareholders.

II. MEMBERSHIP

- A. The Governance and Nomination Committee shall be comprised of a minimum of three directors, one of whom shall serve as chairman.
- B. All Governance and Nomination Committee members shall be independent as defined by NASDAQ listing standards.
- C. Governance and Nomination Committee members, including the chairman, shall be appointed at the annual meeting of the Board of Directors by a majority of the Board of Directors for one year terms. The members of the Governance and Nomination Committee shall serve until their resignation, retirement or removal by the Board of Directors or until their successors shall be appointed.
- D. Compensation for Governance and Nomination Committee members shall be solely limited to director fees without any additional direct compensation from the Company.

III. MEETINGS

- A. The Governance and Nomination Committee shall meet as many times during the fiscal year as deemed necessary to fulfill their responsibilities with a minimum of at least one meeting each year.
- B. A majority of the members of the Governance and Nomination Committee shall constitute a quorum.
- C. The Governance and Nomination Committee may also conduct meetings by telephone conference calls, so long as each committee member can communicate with the other members.
- D. The Governance and Nomination Committee may form and delegate authority to one or more members of the Governance and Nomination Committee as deemed necessary to fulfill the committee’s responsibilities.
- E. Available information, related to the agenda, shall be distributed to the committee members prior to meetings to allow directors to better prepare for meetings.
- F. Minutes shall be maintained for all Governance and Nomination Committee meetings and the results reported to the Board of Directors.

IV. RESPONSIBILITIES

- A. The Governance and Nomination Committee shall adopt and maintain a formal written charter that shall be approved by the Board of Directors and published on the Company’s website. The Governance and Nomination Committee shall

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- review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for its approval.
- B. The Governance and Nomination Committee shall annually review its performance and report the results to the Board of Directors.
 - C. The Governance and Nomination Committee shall have the authority to obtain opinions or reports from external or internal resources, to the extent required to fulfill its duties, subject to the Board of Directors approval for the required expenditures.
 - D. The Governance and Nomination Committee shall keep minutes of its meetings and periodically report the results of its meetings to the Board of Directors.
 - E. Nominees for openings on the Board of Directors shall be recommended, according to the nomination values listed in the Corporate Governance Guidelines, by the Governance and Nomination Committee to the Board of Directors for further consideration.
 - F. The Governance and Nomination Committee shall be responsible for administering the Company's orientation and education requirements for new and existing directors.
 - G. The Governance and Nomination Committee shall develop and periodically assess the Company's Corporate Governance Guidelines to recommend amendments as needed to the Board of Directors.
 - H. The Governance and Nomination Committee shall annually review the performance of the Board of Directors, its committees and the CEO, and report its findings to the Board of Directors including recommendations as needed.
 - I. The Governance and Nomination Committee shall be responsible for overseeing the Company's overall ethics and business conduct, including the Company's Code of Business Conduct and management's compliance with the code. The Governance and Nomination Committee shall review the Code of Business Conduct on an annual basis and recommend amendments as needed to the Board of Directors.
 - J. The Governance and Nomination Committee shall periodically assess the adequacy of the Company's directors and officers liability insurance coverage.

Revised March 24, 2004