

THE STRIDE RITE CORPORATION

Committee on the Board Charter

I. General Statement of Purpose

The Committee on the Board of the Board of Directors of The Stride Rite Corporation (the “Company”) shall fulfill the function of the Nominating and Corporate Governance Committee. The Committee on the Board on behalf of the Board of Directors (the “Board”) is responsible for identifying individuals qualified to become board members, and recommending that the Board select the director nominees for election at each annual meeting of stockholders. The Committee on the Board is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Company and periodically reviewing such guidelines and recommending any changes thereto. The Committee on the Board shall also be responsible for recommending to the Board the compensation of the directors of the Company (other than management directors) and such additional duties and responsibilities as may be delegated to it from time to time by the Board.

II. Board Committee Composition

The number of individuals serving on the Committee on the Board shall be fixed by the Board from time to time. The members of the Committee on the Board shall meet the independence requirements set forth in the New York Stock Exchange Listed Company Manual.

The members of the Committee on the Board shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Committee on the Board to serve as Chairman of the Committee on the Board.

III. Meetings

The Committee on the Board generally is to meet not less than two times per year in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary or appropriate by the Committee on the Board. A majority of the members of the Committee on the Board shall constitute a quorum for purposes of holding a meeting and the Committee on the Board may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee on the Board may act by unanimous written consent.

IV. The Committee on the Board Activities

The Committee on the Board's responsibilities shall be to:

A. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

B. Annual Performance Evaluation of the Committee on the Board

- Perform an annual performance evaluation of the Committee on the Board and report to the Board on the results of such evaluation.

C. Selection of New Directors

- Establish criteria for Board and committee membership, that the Committee or the Board deems appropriate, and annually reassess the adequacy of such criteria.
- Consider recommendations in light of the requirement that a majority of the Board be comprised of directors who meet the independence requirements set forth in the New York Stock Exchange Listed Company Manual.
- Identify individuals qualified to become members of the Board and recommend that the Board select the director nominees for election at each annual meeting of stockholders.
- Develop procedures for considering stockholder nominations to the Board.

D. Recommendation of Committee Members

- Recommend to the Board for its approval directors to serve as members of each committee of the Company.
- Review committee composition annually and recommend new committee members, as necessary.

E. Corporate Governance Guidelines

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company that meet the requirements of the New York Stock Exchange Listed Company Manual.
- Review and reassess the adequacy of the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.

F. Evaluation of Board of Directors

- Report annually to the Board with an evaluation of the performance and effectiveness of the Board and its committees for the prior fiscal year.

G. Matters Related to Compensation of the Company's Directors

- Annually review and make recommendations to the Board with respect to the compensation of all directors of the Company (other than management directors), including with respect to any incentive-compensation plans and equity-based plans.

H. Matters Relating to Retention and Termination of Consulting Firms, Search Firms or Outside Advisors

- Exercise sole authority to retain and terminate any consulting firm, search firm or other advisor that is to be used by the Company or the Committee on the Board to assist in the evaluation of director's compensation, identifying director candidates, or other matters as the Committee on the Board deems appropriate to carry out its responsibilities. The Board Committee shall also have sole authority to approve any such consulting, search firm or advisor's fees and other retention terms.

V. General

- The Board Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Board Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Board Committee shall make regular reports to the Board concerning areas of the Board Committee's responsibility.
- In carrying out its responsibilities, the Board Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Board Committee may consult. The Board Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Board Committee or meet with any members of or advisors to the Board Committee. The Board Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities.

- The Board Committee may perform such other functions as may be requested by the Board from time to time.

Amended: January 19, 2006