

As approved on April 16, 2005

**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. Corporate Governance Policy**

A. The Committee will develop and recommend to the Board the Corporate Governance Policy (the “Policy”).

B. 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.

**3. Nomination and Qualification of Directors**

A. 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.

B. 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.

C. The minimum qualifications for serving on the Board of Directors are the following:

- The nominee shall have substantial experience in working as an executive officer for, or serving on the board of, a public company, or demonstrate outstanding achievement in another given field of endeavor;
- The nominee must demonstrate an ability to make a meaningful contribution to the oversight and governance of a company having a scope and size similar to the Company;
- The nominee must have an exemplary reputation and record for honesty in his or her personal dealings and business or professional activity;
- The nominee must possess a basic understanding of financial matters and an ability to review and understand the Company’s financial reports and discuss such matters intelligently and effectively; and

- The nominee should exhibit qualities of independence in thought and action.
- D. The Committee will give due consideration to candidates duly submitted by stockholders of the Company in accordance with the Company's bylaws and applicable laws and regulations. An individual recommended by a stockholder of the Company that meets the minimum qualifications for serving as a director of the Company does not imply that the Committee will necessarily undertake a full evaluation of, or nominate, such person recommended by the stockholder.
- E. All candidates, including those recommended by stockholders, will be considered and evaluated based on the same criteria.

#### 4. **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.

#### 5. **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. The Committee shall review the results of this evaluation with the Board.
- 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.