

**CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF THE TIMBERLAND COMPANY**

The Governance and Nominating Committee is a standing committee of the Board of Directors. The Committee shall consist of at least three Directors and shall meet at least twice during each calendar year.

The responsibilities of the Governance and Nominating Committee shall include the following:

1. Review the organization, role and structure of the Board of Directors including the nature and extent of delegation of responsibilities to committees of the Board.
2. Develop, review, evaluate and recommend to the Board of Directors for adoption corporate governance principles applicable to the Corporation.
3. Make recommendations to the full Board with respect to membership on committees and chairmanship of committees.
4. Recommend to the Board guidelines and criteria for Board membership.
5. Identify and review candidates for election to the Board and make recommendations relative to their election as directors.
6. Evaluate the Committee's performance annually.
7. Periodically evaluate the composition of the Board and oversee the evaluation of the Board and its Committees.
8. Communicate with management to ensure that materials and information provided to the Board are appropriate to enable the Board to fulfill its responsibilities.
9. Review Directors' compensation and benefits and, in consultation with the Management Development and Compensation Committee, recommend to the Board changes as appropriate.

The Committee shall have such other responsibilities and authority as may be determined from time to time by the Board.

*Approved by The Board of Directors: December 6, 2001*

*Amended and Restated: February 17, 2004*

*Adopted by the Board of Directors: March 3, 2004*