

## SCRIPPS NETWORKS INTERACTIVE, INC.

### NOMINATING & GOVERNANCE COMMITTEE CHARTER

#### 1. Purpose

The Nominating & Governance Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members and to recommend Director nominees to the Board and to the Edward W. Scripps Trust; (2) to recommend to the Board the Corporate Governance Principles applicable to the Company; (3) to lead the Board in its annual review of the Board's performance; and (4) to recommend to the Board Director nominees for each committee.

#### 2. Organization

A. *Charter.* At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.

B. *Members.* The members of the Committee shall be appointed and/or removed by the Board of Directors and shall meet the independence and other qualifications of the listing standards of the New York Stock Exchange. The Committee shall be comprised of at least three members. The Board of Directors shall also designate a Committee Chair.

C. *Meetings.* In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required.

D. *Quorum; Action by Committee.* A quorum at any Committee meeting shall be a majority of the Committee members in office. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein (or where only two members are present, by unanimous vote). Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. The Committee may delegate any of its responsibilities to a subcommittee comprised of two or more members of the Committee; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

E. *Agenda, Minutes and Reports.* The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to

members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee and shall be made available to the full Board of Directors. The Committee shall make regular reports to the Board of Directors.

### **3. Responsibilities - General**

The following shall be the principal responsibilities of the Committee:

A. *Governance Principles.* The Committee shall recommend to the Board of Directors a set of corporate governance principles (the "Governance Principles"), which shall be consistent with any applicable laws, regulations and listing standards and, at a minimum, address those matters required to be addressed under the listing standards of the New York Stock Exchange. The Governance Principles shall be reviewed annually by the Committee and the Committee shall make recommendations to the Board of Directors with respect to any changes.

B. *Evaluation of Board.* The Committee shall develop the criteria for annual performance evaluations of the Board of Directors and for committee evaluations. The Committee shall oversee the evaluation of the Board. In discharging this responsibility, the Committee shall solicit comments from all Directors and report annually to the Board on the results of the evaluation.

C. *Performance Evaluation.* The Committee shall evaluate its own performance on an annual basis.

D. *Advice as to Committee Membership and Operations.* The Committee shall advise the Board of Directors with respect to the size, composition and operations of each standing committee of the Board of Directors, including qualifications for membership thereon. The Committee shall review annually and make recommendations to the Board of Directors regarding committee assignments and committee chairs, including policies for removal of committee members and, if appropriate, rotation of members among other committees of the Board of Directors.

E. *Access to Records, Consultants and Others.* In discharging its responsibilities, the Committee shall have full authority (i) to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company; (ii) to retain outside legal counsel to advise the Committee; (iii) to engage or terminate any outside consultant with respect to the identification of Director candidates and to approve the terms of any such engagement and the fees of any such consultant; and (iv) to request any officer or other employee of the Company, the Company's outside counselor or any other person, to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

F. *Other Delegated Responsibilities.* The Committee shall also carry out such other duties that may be delegated to it by the Board of Directors from time to time.

#### **4. Responsibilities specific to the holders of Common Voting Shares**

A. *Director Nominees.* The chair of the Committee shall discuss with the trustees of the Edward W. Scripps Trust Director nominees for election at the Company's annual meeting of shareholders and recommend such nominees to the Board.

#### **5. Responsibilities specific to the holders of Class A Common Shares**

A. *Director Selection Criteria.* When selecting new Director nominees, the Committee shall consider any requirements of applicable law or listing standards, as well as a candidate's strength of character, judgment, business experience, specific areas of expertise, factors relating to the composition of the Board (including its size and composition), principles of diversity, conflicts of interest and such other factors that the Committee considers appropriate.

B. *Director Recruitment.* The Committee shall consider (in consultation with the Chair of the Board and the Chief Executive Officer) and recruit candidates to fill positions on the Board of Directors, including as a result of the removal, resignation or retirement of any Director, an increase in the size of the Board of Directors or otherwise. The Committee shall also review any candidate recommended by the shareholders of the Company in light of the Committee's criteria for selection of new Directors. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board of Directors and such candidate's compliance with the independence and other qualification requirements established by the Committee.

C. *Reconsideration of Directors for Re-Election.* In connection with its annual recommendation of a slate of nominees, the Nominating & Governance Committee shall assess the contributions of those Directors selected for re-election, and shall at that time review its criteria for Board candidates in the context of the Board evaluation process and other perceived needs of the Board. Final approval of any candidate shall be determined by the full Board of Directors.

D. *Recommendation to Board.* The Committee shall recommend the Director nominees for approval by the Board of Directors and the shareholders.

E. *Director Removal Guidelines.* The Committee may establish and recommend to the Board of Directors guidelines for the removal of members of the Board of Directors.

F. *Consideration of Term Limits.* The Committee shall review the desirability of term limits for Directors and recommend to the Board of Directors policies in this regard from time to time.