

# **Herman Miller, Inc.**

## **Nominating and Governance Committee Charter – September 2009**

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### **Purpose**

The primary function of the Nominating and Governance Committee (the “Committee”) is to assist the Board of Directors by (1) establishing qualifications and standards to serve as a director of the Company, (2) identifying and recommending individuals qualified to become directors of the Company and to serve as members and chairs of Committees of the Board of Directors, and (3) developing, recommending, reviewing and administering director compensation and corporate governance standards and policies for the Company.

### **Membership**

The Committee shall be comprised of three or more members of the Board of Directors, each of whom must qualify as an independent director (“Independent Directors”) under the NASDAQ listing requirements, and such additional standards that the Committee may establish. The members shall be

nominated by the Nominating and Governance Committee and appointed annually to one-year terms by the Board. The Nominating and Governance Committee shall recommend, and the Board shall designate, one member of the Committee as Chair.

### **Meetings and Procedures**

Meetings of the Committee shall be subject to the Committee procedure rules set forth in the Company’s Bylaws, rules established by the Board, and its own rules of procedure which shall be consistent with those Bylaws and the following:

1. The Committee shall meet at least quarterly (unless the Committee determines it does not have sufficient business to justify a meeting) and more frequently as circumstances require.
2. Following each of its meetings, the Committee shall deliver a report (verbal or written) on the meeting to the Board,

including a description of actions taken by the Committee.

3. Minutes will be prepared for each meeting by a legal non-employee resource and will be maintained as a permanent part of corporate records.
4. At least annually, the Committee will review this charter and update it as necessary.

### **Responsibilities and Duties**

The Committee shall have the following responsibilities and duties:

### **Board and Committee Composition – Standards and Needs**

1. Review the composition and size of the Board in order to ensure the Board has the proper expertise and independence.

2. Determine the criteria for selection of Board members.
3. Develop and review Board policies on term limits, service requirements, and retirement for Board members.
4. Plan for continuity on the Board as existing Board members retire from the Board.
5. Establish or recommend criteria for qualification as an Independent Director, consistent with laws and listing standards.
6. Recommend to the Board compensation and benefit plans for directors and non-employee officers.
7. Recommend to the Board the amount and terms of director and officer liability insurance.

### **Board Composition – Nominations**

1. Maintain an active file of suitable candidates for consideration as nominees to the Board. In compiling the file, the Committee shall consider all factors it deems appropriate, which

may include experience and knowledge of the Company's history and culture; technical experience and backgrounds such as manufacturing, design, marketing, technology, finance, management structure and philosophy; and experience as a senior executive in a public company. These factors, and others considered useful by the Board, are reviewed in the context of an assessment of the perceived needs of the Board at a particular time. The Committee shall also consider the independence of each candidate as defined by NASDAQ.

2. Conduct director evaluations upon re-nomination for election at least every three years.
3. Review any Board candidates recommended by shareholders and compliance with all director nomination procedures for shareholders as set forth in the Company's Bylaws. These candidates shall be evaluated in the same manner in which Committee nominees are evaluated.

4. Recommend to the Board the slate of nominees of directors to be elected by the shareholders and any directors to be appointed by the Board to fill vacancies. Recommendations should consider the review by the Committee of the performance and contribution of directors being nominated by reelection as well as the qualifications of proposed new directors.

### **Evaluation of the Board and Management Succession**

1. Oversee performance evaluations for the Board as a whole and individual directors which shall be done at least bi-annually.
2. Develop, recommend and review the Company's (a) orientation program for new directors, and (b) continuing education program for directors.
3. Annually review succession plans for the CEO and other key management positions.

## Corporate Governance Matters

1. Recommend to the Board policies to enhance the Board's effectiveness, including the frequency and structure of Board meetings and the number, size, composition, membership, chairpersons, and responsibilities of Board Committees.
2. Develop and review periodically, at least annually, the corporate governance policies and securities trading policies of the Company to ensure that they are appropriate for the Company and comply with applicable laws, regulations, and listing requirements and recommend and changes to the Board. Conduct a review of corporate governance policies with external legal services, review current trends and best practices. Review corporate ranking agencies scores for the Company.
3. Develop and review periodically, at least annually, the corporate Code of Ethics to ensure that it is appropriate for the Company.

4. Review periodically the Articles of Incorporation and Bylaws of the Company and recommend to the Board changes thereto in respect of good corporate governance and fostering shareholder rights.
5. Review annually provisions relating to shelf shareholder protection rights plan with in-house and external counsel.
6. Review the procedures and communication plans for shareholder meetings to ensure that the rights of shareholders are fully protected.
7. Consider any other corporate governance issues that arise from time to time and refer them to the Board. If the Board requests, the Committee will develop appropriate recommendations for the Board.

## Conflicts and Other Directorships

1. Review other directorships, positions and agreements of Board members for conflict of interest.

2. Recommend to the Board solutions to actual and potential conflicts of interest or related party transactions involving financial officers, executive officers, and directors.
3. Issue guidance to a Board member having an actual or potential conflict of interest on how to conduct himself/herself in matters before the Board which may pertain to that conflict.
4. Recommend to the Board actions on waivers of the Code of Ethics.

Approved – September 2009