

# CHRISTOPHER & BANKS CORPORATION

## GOVERNANCE AND NOMINATING COMMITTEE CHARTER

(Revised and Adopted by Resolution of the Board of Directors on February 18, 2010)

### I. Statement of Purpose

The Governance and Nominating Committee (the “Committee”) is a standing committee of the Board of Directors (“Board”) of Christopher & Banks Corporation (the “Company”). The purpose of the Committee is to identify individuals qualified to become members of the Board, to recommend to the Board nominees for directors for each annual meeting of stockholders and nominees for election to fill any vacancies on the Board and to address related matters. The Committee is also responsible for recommending to the Board the compensation of non-employee directors for service on the Board and the Board’s committees. The Committee shall also develop and recommend to the Board corporate governance guidelines applicable to the Company, and be responsible for leading the annual review of the Board’s performance.

### II. Organization

**A. *Membership.*** The Committee shall be comprised solely of directors who meet the independence requirements of the New York Stock Exchange. Each member of the Committee shall be appointed by the Board and shall serve until his or her successor is duly appointed or until his or her earlier death, resignation or removal by the Board.

#### **B. *Meetings.***

(1) Frequency. The Committee shall meet at least three times during each fiscal year of the Company, or as more frequently as the Committee deems, in its reasonable judgment, to be appropriate.

(2) Agenda and Notice. The Chair of the Committee or the Board, with the assistance of executive management, shall establish the meeting dates and send proper notice of each Committee meeting to each member prior to each meeting, and the Chair of the Committee shall establish the meeting agenda. The Chair or any member of the Committee, with the assistance of management, may call a special meeting of the Committee upon 48 hours’ prior notice or shorter notice if all Committee members attend the meeting or all members not present waive the 48 hour meeting notice.

(3) Holding Meetings. Committee meetings may be held in person or telephonically. Action also may be taken by written consent in accordance with Delaware corporate law and the Company’s By-Laws.

(4) Chair. The Board shall designate a Chair of the Committee.

(5) Quorum; Action by Committee. A quorum at any Committee meeting shall consist of a majority of the Committee members. All recommendations 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 a majority of the Committee members are present, by unanimous vote). Any decision or recommendation of the Committee reduced to writing and signed by all of the members of the Committee shall be as effective as if it had been made at a meeting duly called and held.

(6) Minutes, Reports to Board. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The Chair of the Committee shall report regularly to the Board regarding the meetings of the Committee with such recommendations to the Board as the Committee deems appropriate.

(7) Meetings with Executives. At the request of the Committee, the Company's CEO, General Counsel and other selected executives shall meet periodically with the Committee to provide information to and support the activities of the Committee.

(8) Meetings in Executive Session. The Committee shall meet in executive session periodically to provide an opportunity for private discussion of matters independent of any members of management. The Committee may invite outside advisors to such executive sessions as it deems appropriate.

**C. *Delegation of Authority.*** The Committee shall have the authority to delegate any of its responsibilities to subcommittees of one or more persons, as permitted by law and the listing standards of the New York Stock Exchange, as the Committee may deem appropriate. The duty to oversee the evaluation of management, included in the listing standards of the New York Stock Exchange as a duty of the Committee, has been delegated to the Compensation Committee.

### **III. Responsibilities**

The following shall be the principal responsibilities of the Committee:

**A. *Director Selection Criteria.*** The Committee shall establish criteria for selecting new directors, which shall reflect at a minimum any requirements of applicable law or listing standards, as well as a candidate's independence, judgment, strength of character, ethics and integrity, business experience, specific areas of expertise, factors relating to the composition of the Board (including its size and structure) and principles of diversity. The Committee shall define the core competencies that should be represented on the Board (*e.g.*, accounting or finance; industry knowledge; marketing or branding expertise; leadership; strategic planning; business or management expertise) and shall consider the mix of directors and their individual skills, experiences and diverse perspectives, to ensure that the composition of the Board is appropriate to carry out its purpose.

**B. *Director Recruitment.*** The Committee shall consider (in consultation with the Chair of the Board, if not a member of the Committee and with the Chief Executive Officer) and recruit

candidates to fill positions on the Board, including vacancies resulting from the removal, resignation or retirement of any director, an increase in the size of the Board or otherwise. The Committee shall also review any candidate recommended by the stockholders 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 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 Committee shall assess the contributions of those directors to be selected for re-election and the attendance records of those directors at Board and respective committee meetings 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.

**D. *Recommendation to Board.*** The Committee shall recommend to the Board a slate of nominees for election to the Board at the annual meeting of stockholders and one or more nominees for each vacancy on the Board that occurs between annual meetings of stockholders. The Committee will also designate the appropriate class of the Board for director nominees.

**E. *Code of Conduct.*** The Committee shall review periodically the Company's Code of Conduct. The Committee shall make recommendations to the Board with respect to changes to the Code of Conduct.

**F. *Corporate Governance Guidelines and Compliance.*** The Committee shall review periodically the Company's Corporate Governance Guidelines addressing, among other matters, the mandatory retirement age and term limits for directors, if any, and the size, composition and responsibilities of the Board and its committees, including its oversight of management and consultations with management. The Committee shall make recommendations to the Board with respect to changes to the Corporate Governance Guidelines. The Committee shall monitor the Company's compliance with the Company's Corporate Governance Guidelines and any other applicable requirements pertaining to corporate governance practices that may be in effect from time-to-time.

**G. *Advice as to Committee Membership and Operations.*** The Committee shall advise the Board with respect to the charters, structure and operations of the various committees of the Board and qualifications for membership thereon, including policies for removal of members and rotation of members among the other committees of the Board. The Committee shall also make recommendations to the Board regarding which directors should serve on the various committees of the Board.

**H. *Evaluation of Board and Management.*** 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. In addition, the Committee shall periodically review the role and responsibilities of the Chair of the Board. The

Committee shall also oversee the evaluation of management as it relates to their interaction with the Board and its Committees.

**I. *Compensation of Directors.*** The Committee shall review and recommend to the Board appropriate compensation (both cash and equity) for directors and for any role undertaken by a director on behalf of the Board or a committee of the Board, including without limitation chairs of the various committees and the Chair of the Board.

**J. *Review of Trading Procedures.*** The Committee shall review from time-to-time the Company's insider trading procedures and related insider trading policies.

**K. *Access to Records, Consultants and Others.*** In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may retain outside consultants to advise the Committee. The Committee shall have the ultimate authority and responsibility to engage or terminate any outside consultant with respect to the identification of director candidates, the nomination of members to the Board and the evaluation of director compensation and to approve the terms of any such engagement and the fees of any such consultant. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.

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

**M. *Performance Evaluation.*** The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members.

**N. *Other Delegated Responsibilities.*** The Committee shall also carry out such other duties that may be delegated to it by the Board from time-to-time. The Committee shall discharge its responsibilities, and shall assess the information provided to the Committee, in accordance with its business judgment. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate.

This Governance and Nominating Committee Charter was revised and adopted by the Board of Directors of the Company on February 18, 2010.