

**PHOENIX FOOTWEAR GROUP, INC.
BOARD OF DIRECTORS
NOMINATING AND GOVERNANCE
COMMITTEE CHARTER**

PURPOSE:

The Nominating and Governance Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of stockholders; (2) to assist the Board in establishing and implementing an effective corporate governance policy and recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to recommend appropriate Committee Charters; (4) to lead the Board in its annual review of the Board's performance; and (5) to recommend to the Board director nominees for each committee.

COMPOSITION:

The Committee will be comprised of a minimum of three (3) members, all of whom shall be independent directors based upon criteria established by the Board of Directors.

RESPONSIBILITIES AND AUTHORITY:

1. Recommend to the Board for adoption Corporate Governance Guidelines for the Company, and periodically review and make recommendations to the Board regarding those guidelines;
2. Recommend criteria and qualifications for the selection of directors, assist in identifying individuals qualified to become Board members as vacancies occur, evaluate potential director candidates, and recommend to the Board a slate of director nominees to be submitted to the shareholders at each annual meeting;
3. Consider director candidates recommended by stockholders who submit their recommendations in a timely manner as required by the Company's By-laws;
4. Retain and terminate the services of any search firms used to identify director candidates and have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal and external legal, accounting or other advisors;
5. Review, at least annually, the independence of the members of the Board and committees, review any potential conflicts of interest of current or prospective directors, recommend appropriate action to the Board concerning such conflicts;
6. Consider and recommend Board action with respect to offers of resignation submitted by directors and removal of directors;

7. Review and make recommendations to the Board regarding the composition, organization and processes of the Board, including policies with respect to the size of the Board, the types, functions and size of Board committees; the appointment of members, chairmen and vice chairmen of Board committees and the committee rotation schedule;
8. Review and recommend to the Board guidelines and procedures to be used by directors in evaluating the performance of the overall Board and oversees the performance review process;
9. Complete an annual performance evaluation of the Nominating and Governance Committee; review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval;
10. Report to the Board concerning all actions taken by the Committee; and
11. Such other responsibilities as may be assigned to the Committee from time to time by resolution of the Board.

Adopted February 5, 2004