

**CHARTER FOR THE GOVERNANCE  
COMMITTEE OF THE BOARD OF DIRECTORS  
OF BUFFALO WILD WINGS, INC.  
(Adopted November 16, 2017)**

**I. PURPOSE**

The Governance Committee (the “Committee”) shall be responsible for matters relating to the governance of Buffalo Wild Wings, Inc. (the “Company”), including selection of candidates for the Company’s Board of Directors (the “Board”).

**II. MEMBERSHIP**

The Committee will be comprised only of independent directors appointed by the Board.

The Chair of the Committee shall be elected by the Board or, if not elected by the Board, then by the majority of the members of the Committee. The Chair of the Committee shall conduct the Committee meetings as well as represent the Committee at meetings of the Board.

**III. RESPONSIBILITIES**

- Developing, reviewing and revising as appropriate, for adoption by the Board, the Principles of Corporate Governance by which the Company and the Board shall be governed.
- Developing, reviewing and revising as appropriate, for adoption by the Board, the codes of ethical conduct and legal compliance by which the Company and its directors, officers, employees and agents will be governed.
- Developing and recommending to the Board policies and processes designed to provide for effective and efficient governance, including but not limited to: policies for evaluation of the Board and the chairperson; election and reelection of Board members; and succession planning for the Chief Executive Officer, Board chairperson and other Board leaders.
- Regularly reviewing the composition of the Board against a matrix of skills and characteristics focused on the governance and business needs and requirements of the Company, and reporting to the Board regarding suggested changes in Board composition, which will guide the Committee in the selection, recruitment and recommendation of directors.
- Providing enterprise risk management oversight by working with the risk department to understand the Company’s risk philosophy, framework, governance structures and organization to manage enterprise risk to be within the risk appetite of the Company’s shareholders. Staying apprised of the most significant risks and whether management is responding appropriately and regularly reporting on enterprise risk management to the Board.

- Ensuring that the risk department periodically reports (as deemed necessary) directly to the Committee. The Committee shall meet with key members of the risk department at least annually, without management or others present, to discuss the adequacy of the risk function.
- Evaluating and approving organization, membership, leadership, evaluation and rotation of Board committees and committee members.
- Meeting as necessary to consider the nomination and screening of director candidates; evaluating the performance of the Board and its members, as well as termination of directors in accordance with corporate policy, for cause or other appropriate reasons.
- Performing an annual evaluation of the Committee's performance, and making applicable recommendations and reports on the Committee's performance to the Board.
- Evaluating the performance of Board members eligible for reelection; addressing performance issues as needed; maintaining an active board refreshment and director succession planning process; and recommending the reelection of Board members who are performing effectively and continue to provide a competency needed on the Board.
- Reviewing annually the Company's charitable and political contributions.
- Developing and reviewing annually this Charter and recommending any changes for approval by the Board.
- Overseeing Company responses to shareholder proposals.
- Reviewing, developing and recommending compensation plans and programs and levels for non-employee directors.

#### **IV. AUTHORITY**

The Committee shall have the authority, as and when it shall determine to be necessary or appropriate to the functions of the Committee,

(i) to employ, at the expense of the Company and not at the expense of the members thereof, counsel (which may be, but need not be, the regular corporate counsel to the Company), one or more recruiting firms to assist in the identification and recruitment of director candidates and other advisors to assist it in connection with its functions; and

(ii) to request from the Chief Executive Officer, the Chief Financial Officer, President, and such other members of the Company's management as the Committee shall deem appropriate, advice and information, orally or in writing, concerning the Company's business operations and financial condition relevant to the functions of the Committee.

#### **V. MEETINGS/MINUTES**

The Committee will maintain written minutes of its meetings. Such minutes shall be promptly made available to the members of the Board of Directors, and filed with the minutes of the meetings of the Board of Directors.

## **VI. COOPERATION OF MANAGEMENT**

All members of management of the Company are requested to cooperate with the Committee, and to render assistance to it as it shall request in carrying out its functions.