

**Charter of the Nominating/Corporate Governance Committee  
of  
The Board of Directors  
of  
Black Diamond, Inc.**

The nominating and corporate governance committee (the “Committee”) of the Board of Directors (the “Board”) of Black Diamond, Inc. (the “Company”) shall consist of a minimum of two directors. Members of the Committee shall be appointed and may be removed by the Board. All members of the Committee shall satisfy the applicable independence requirements of the NASDAQ Stock Market, LLC and any other regulatory requirements.

The purpose and responsibilities of the Committee shall be to identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to select, or to recommend that the Board select, the director nominees for the next annual meeting of stockholders; develop and recommend to the Board a set of corporate governance principles applicable to the Company; and oversee the evaluation of the Board.

In furtherance of this purpose, the Committee shall have the following goals and responsibilities:

1. To lead the search for individuals qualified to become members of the Board and to select director nominees to be presented for shareholder approval at the annual meeting. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment, who shall be most effective, in conjunction with the other nominees to the board, in collectively serving the long-term interests of the Company’s stockholders, and who shall satisfy such other qualifications as the Committee or Board may determine from time-to-time.
2. To determine the skills and qualifications required for directors and develop criteria to be considered in selecting potential director nominees.
3. To review the Board’s committee structure and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall make recommendations concerning the removal and for addition of committee members to fill vacancies as needed.
4. To develop and recommend to the Board for its approval a set of corporate governance guidelines and to generally advise the Board on corporate governance matters. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
5. The Committee shall oversee the annual self-evaluations of the Board and its committee.

6. To assure the effective representation of the Company's stockholders.
7. To review and consider director nominations validly submitted by the Company's stockholders in accordance with applicable laws, rules or regulations.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall regularly report its actions and recommendations to the Board and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.