

DICK'S SPORTING GOODS, INC.

Board of Directors

Governance and Nominating Committee Charter

Adopted as of December 4, 2003

DICK'S SPORTING GOODS, INC.

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose:

The purpose of the Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Dick's Sporting Goods, Inc. (the "Company") is to:

1. Ensure that the Board is properly constituted to meet its fiduciary responsibilities and obligations to the stockholder of the Company.
2. Identify qualified candidates for membership to the Board, and recommend that the Board select the director nominees for the next annual meeting of stockholders or for any vacancies arising from time to time.
3. Recommend to the Board director nominees for Board committee membership.
4. Take a leadership role in shaping the corporate governance of the Company, including developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, in accordance with New York Stock Exchange requirements and applicable law.

Committee Membership:

The Committee shall be comprised of no fewer than two directors. The members of the Committee shall be appointed and, where appropriate, replaced by the Board. The Committee's chairperson shall be designated by the Board, or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

Meetings:

The Committee shall meet or hold telephonic meetings as often as it deems appropriate to discharge its goals and responsibilities, but not less frequently than twice times each year. The Committee may request any officer or employee of the Company or the Company's outside counsel or other advisor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Goals and Responsibilities:

The Committee shall:

Board Membership

1. Evaluate the composition of the Board and assess Board membership needs.

2. Establish criteria, including desired skills and attributes, for selecting new directors, which reflect the values of the Company.
3. Conduct searches for prospective director candidates.
4. Periodically communicate with the Compensation Committee on the ability of the Company to recruit and retain highly qualified and capable directors, including the amount and type of compensation afforded to directors of other relevant companies.
5. Evaluate and recommend to the Board nominees for election to the Board and review institutional affiliations of Directors and Director candidates for management of possible conflicts of interest.
6. Consider director candidates nominated by the stockholders.
7. Evaluate the termination of directors from Board membership in accordance with the Company's Corporate Governance Guidelines, for cause or for other appropriate reasons.

Committee Membership

1. Evaluate and recommend to the Board appointments and removals with respect to Board committee membership, including the appointment and removal of committee chairpersons, except with respect to this Committee.

Corporate Governance Matters

1. Develop and recommend to the Board the adoption of Corporate Governance Guidelines (including criteria, desired skills and attributes, for selecting new directors), which reflect the values of the Company, and a Code of Business Conduct and Ethics; following adoption review at least annually the adequacy of, the Company's guidelines and policies related to corporate governance; and recommend any changes, as necessary or appropriate, to the Board.
2. Lead a process for defining Board size, composition and succession needs based on consideration of relevant factors including, but not limited to: (i) the business activities engaged in by the Company; (ii) the strengths, weaknesses and performance of the Company and its management; (iii) the duties and activities of the Board; and (iv) the experience, subject matter expertise, capabilities, skills and diversity of the individual directors and the Board as a whole.
3. Oversee the evaluation of the Board and management, including periodically leading an objective review and assessment of collective Board performance and accomplishments related to defined responsibilities and duties, monitoring recommended changes and suggesting follow-up actions, as necessary or appropriate.

4. Monitor the functioning of the committees of the Board and recommend any changes to the Board, including the creation or elimination of committees.
5. Recommend that the Board establish such special committees as may be necessary or appropriate from time to time to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.
6. Maintain an orientation program for new directors and a continuing education program for all directors.
7. Advise the Board generally on corporate governance matters.

Other Functions:

The Committee shall:

1. Have the discretion to retain search firms used to identify prospective director candidates.
2. Have the authority to engage independent legal or other advisors, at the Company's expense, as it deems necessary or appropriate.
3. Perform an annual performance evaluation of the Committee, the results of which shall be submitted to the Board.
4. Report to the Board on a regular basis.
5. Have the authority to delegate any of its goals and responsibilities (or functions) to a subcommittee of the Committee consisting of one or more members, as appropriate.
6. Review and reassess its charter annually and recommend any changes to the Board for approval.
7. The Committee shall also have the responsibility to advise in connection with the management succession of the Company.