

WSI INDUSTRIES, INC.
GOVERNANCE/NOMINATING COMMITTEE CHARTER

Purpose

To ensure that the Board is effectively discharging its responsibility by establishing an appropriate structure for the governance of the Board and its committees, including the process of director selection.

Membership

The Governance/Nominating Committee shall consist of at least two members of the Board of Directors. All members of the Committee shall satisfy the independence requirements applicable to governance/nominating committee members set forth in the listing standards of the Nasdaq Stock Market, Inc. The chairperson and members shall be appointed by the Board of Directors.

Responsibilities

The Governance/Nominating Committee shall have the following responsibilities:

1. Review, at least annually, the composition of the Board of Directors in terms of experience, expertise and special knowledge required for the effective discharge of the Board's responsibilities.
2. Review and make recommendations to the Board relative to the size of the Board and the membership on Board committees.
3. Evaluate the suitability of potential director nominees and recommend director nominees to the Board of Directors for further appointment to the Board and election by the shareholders. Evaluate and approve nominees recommended by the Company's shareholders, provided the Committee determines such shareholder is eligible to make the nomination and follows the procedures set forth in the Company's Bylaws and otherwise complies with applicable laws and regulations. The Committee will consider persons recommended by shareholders using the same standards as other nominees.
4. Oversee the annual review of the performance of the Board and the Committees of the Board.
5. Review this Governance/Nominating Committee Charter annually and recommend any proposed changes to the Board for approval.
6. Review the independence of each member of the Audit, Compensation and Governance/Nominating Committees at least annually and communicate with the Board regarding the qualifications of each committee member.

Meetings

The Governance/Nominating Committee shall meet at least two times a year and as otherwise required to carry out its responsibilities. Minutes of such meetings will be prepared and distributed to each member of the Board. The chairperson of the Committee will report to the Board from time to time, or whenever so requested by the Board.