



# Delta Apparel, Inc.

## Charter for the Corporate Governance Committee of the Board of Directors

Adopted: June 10, 2009

### I. PURPOSE

The primary function of the Corporate Governance Committee (the “Committee”) of Delta Apparel, Inc. (the “Company”) is to assist the Board in fulfilling its responsibilities with respect to Board and committee membership, shareholder proposals, and corporate governance matters and practices.

The Committee’s primary duties and responsibilities are to:

- Recommend to the Board criteria for Board and committee membership;
- Identify individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend to the Board proposed nominees for election to the Board and for membership on committees of the Board;
- Make recommendations to the Board regarding proposals and nominees for director submitted by shareholders of the Company;
- Review the performance of the Board and the Company’s Chief Executive Officer and review succession plans with respect to all of the Company’s executive officers; and
- Become and remain knowledgeable about corporate governance issues generally and make recommendations to the Board regarding corporate governance matters.

The Committee shall fulfill these responsibilities by carrying out the activities set forth in Section IV of this Charter.

### II. COMPOSITION

The Committee shall be comprised of three or more directors as determined by the Board, each of whom the Board has determined to be independent under any applicable rules of the NYSE American and any other exchange or market on which the Company’s securities may be traded. No member of the Committee shall, in the opinion of the Board, have a material relationship with the Company, either directly or as a partner, shareholder, or officer of an organization that has a relationship with the Company.

The members of the Committee shall be elected by the Board at its first meeting after each annual meeting of the Company's shareholders and shall serve until their successors shall be duly elected and qualified. Committee members may be removed by the Board at the Board's discretion. Unless the Board elects a Chair, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. Vacancies occurring for any reason in the membership of the Committee shall be filled by the Board of Directors.

### **III. MEETINGS**

The Committee shall meet at least once a year prior to the annual meeting of the Company's shareholders in order to timely recommend to the Board a slate of nominees to be proposed by the Company for election as directors at the annual shareholders meeting. The Committee may meet more frequently as circumstances dictate. The Committee may request that any officer or employee of the Company attend a meeting of the Committee or meet with any members of, or consultants or advisors to, the Committee. At its sole discretion the Committee may meet separately with members of management or with outside advisors to discuss any matters that the Committee believes are appropriate. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

### **IV. RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties, the Committee shall, to the extent it deems necessary or appropriate:

#### **Board Selection, Board Composition, Evaluation & Succession**

1. Recommend to the Board criteria for Board membership, including, without limitation, criteria with respect to experience level, career specialization, leadership qualities, strength of character, diversity, and the extent to which a candidate would fill a present need on the Board of Directors.
2. Determine and oversee the search process for candidates for Board membership, review shareholder recommendations for proposed nominees for election to the Board, identify candidates qualified to become Board members, consistent with criteria approved by the Board, evaluate candidates, and recommend nominees for election as Board members to the full Board of Directors (including both director nominees to be presented for shareholder approval at the annual meeting of shareholders and director nominees to be elected by the Board to fill vacancies). The Committee shall have sole authority to retain and to terminate any search firm used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

3. Review and evaluate the performance of incumbent directors and make recommendations to the full Board regarding whether to nominate incumbent directors for reelection.
4. Review and evaluate annually the effectiveness of the Board as a whole.
5. Consider questions of independence and possible conflicts of interest of candidates and members of the Board of Directors and make recommendations to the full Board regarding such issues.
6. Develop and oversee the operation of an orientation program for new directors and determine whether and what form of continuing education is appropriate for incumbent directors.
7. Review annually with the Company's Chief Executive Officer, (i) his or her performance, (ii) plans for his or her own succession, and (iii) plans for succession respecting the other executive officers of the Company.
8. Become and remain knowledgeable about corporate governance issues generally and advise the Board from time to time respecting such matters.

### **Committee Selection and Composition**

9. Review and assess the committee structure of the Board and make recommendations to the Board regarding committee structure, functions, and purposes.
10. Recommend members of the Board of Directors to serve on Board committees and as Chairs of Board committees, giving consideration to the criteria for service on each committee as set forth in the charter for each committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
11. If the Chair of the Board is not an independent director under the applicable rules of the NYSE American and any other exchange or market on which the Company's securities may be traded, recommend to the Board an independent director to serve as the Lead Director.

### **Lead Director**

The Lead Director will have the authority to call meetings of the independent directors. In addition, the Lead Director will:

- Prepare agendas for executive sessions of the independent directors and preside at all executive sessions of the independent directors. Where

appropriate, serve as liaison between the independent directors and the Chair of the Board with respect to matters addressed in the executive sessions.

- Preside at all meetings of the Board at which the Chair of the Board is not present.
- Together with the Chair of the Board, approve the annual calendar for all meetings of the Board and committees.
- Together with the Chair of the Board, set the agendas for Board meetings.
- Together with the Chair of the Board, determine and approve materials provided to the directors.
- If requested by major shareholders, be available for consultation and direct communication.

## **Reports**

12. Report regularly to the Board of Directors, including at least annual reports with respect to:
  - (a) The Committee's review of the effectiveness of the Board as a whole described in Paragraph (4) above and any recommendations to improve such effectiveness, including, but not be limited to, changes in the size and composition of the Board.
  - (b) The Committee's review with the Company's Chief Executive Officer described in Paragraph (7) above, of (i) his or her performance, (ii) plans for his or her own succession, and (iii) plans for succession respecting the other executive officers of the Company.
13. At a meeting of the Board prior to the annual meeting of the Company's shareholders, timely recommend to the Board a slate of director nominees that it recommends be nominated by the Board to the Company's shareholders for election to the Board at the annual meeting of the Company's shareholders.
14. Make recommendations to the Board regarding proposals submitted by shareholders of the Company.
15. Review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee deems necessary or valuable.
16. Maintain minutes or other records of meetings and activities of the Committee.

## **General**

17. Perform any other activity consistent with this Charter, the Company's Bylaws, and governing law as the Committee or the Board deems necessary or appropriate.

## **V. ANNUAL PERFORMANCE EVALUATION**

The Committee shall perform an evaluation, at least annually, of the performance of the Committee, which shall include reviewing the compliance of the Committee with this Charter. The Committee shall conduct such annual evaluation in such manner as it deems appropriate and shall report its findings to the Board.

## **VI. AUTHORITY**

1. In discharging its duties, the Committee is empowered to investigate any matter within the scope of its responsibilities.
2. The Committee shall have the authority, without seeking Board approval, to obtain such data, engage such professionals and advisors, and use such other internal and external resources as it determines are necessary or desirable to fulfill its responsibilities and duties. Such authority shall include, without limitation, the authority to consult with the Company's management and employees, incur administrative expenses, obtain external reports and other materials, and to engage outside advisors, including search firms and independent counsel, as it determines are necessary or desirable to carry out its duties.
3. The Committee shall have sole authority to approve fees and other terms of engagement for any advisors, including any search firms, retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for the payment of compensation to any advisors employed by the Committee pursuant to this paragraph and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
4. Where legally permissible, the Committee shall have the authority to delegate such of its responsibilities as the Committee may deem necessary or appropriate in its sole discretion.

*Adopted by the Board on June 10, 2009.*