



GOVERNANCE AND NOMINATIONS COMMITTEE

1. **Composition of the Committee.** The Governance and Nominations Committee (the “Committee”) of the Board of Directors (the “Board”) of Coach, Inc. (the “Company”) shall consist of at least three directors appointed annually by the Board who have been affirmatively determined by the Board to be “independent” as defined by the published rules of the New York Stock Exchange, Inc., as such requirements are interpreted by the Board of Directors in its business judgment.
2. **Purpose of the Committee.** The purpose of the Committee is to perform, or assist the Board in performing, the duties of the Board relating to:
 - (a) identification and nominations of directors;
 - (b) areas of corporate governance;
 - (c) succession planning for Company executive positions; and
 - (d) annual performance evaluations of the Board and the Committee itself.
3. **Duties and Powers of the Committee.** The Committee shall have the following duties and powers:
 - (a) On an annual basis, review and evaluate the performance of the Company’s directors;
 - (b) Review and make recommendations to the Board regarding the composition and size of the Board in order to ensure that the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds;
 - (c) Identify individuals qualified to become members of the Board consistent with criteria approved by the Board, conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates and recommend to the Board the nominees to fill any Board vacancy or to be Board nominees at each annual meeting of stockholders; as part of the process, the Committee should consider candidates proposed by stockholders of the Company and, subject to any provisions in the Bylaws concerning proper notice by stockholders of proposed nominees, all candidates shall be evaluated in the same manner regardless of the source of such nomination, and the Committee shall take into account all factors it considers appropriate, which may include business skills and experiences, prominence and reputation in their profession, concern for the best interests of the Company, strength of character, mature judgment, career specialization, relevant technical skills, diversity and the extent to which the candidate would fill a present need on the Board;
 - (d) Consider matters relating to the resignation or retirement of Board members;
 - (e) Make recommendations to the Board with respect to membership on committees of the Board;
 - (f) Periodically review the structure, size, composition and operation of each Board committee and make recommendations to the Board with respect to such committees, the creation of additional committees or the elimination of existing committees;
 - (g) Periodically review the charter, Bylaws and other governing documents of the Company and recommend amendments as appropriate;
 - (h) Review policies and practices of the Company and monitor compliance in the areas of corporate governance and report and make recommendations to the Board with respect to such policies and practices;
 - (i) Prepare and recommend to the Board a set of corporate governance principles applicable to the Company and review and reassess the adequacy of such principles periodically and recommend to the Board any changes

deemed appropriate by the Committee;

(j) Review and discuss management succession and make recommendations to the Board with respect to potential successors to the CEO and other members of senior management, and consider matters relating to the resignation or retirement of the CEO and other members of senior management;

(k) Receive comments from all directors as to the Board's and the Committee's performance and report annually to the Board with an assessment of the Board's and the Committee's performance;

(l) Maintain an orientation program for new directors and continuing education programs for directors, as appropriate;

(m) Review and make recommendations as the Committee determines appropriate regarding the Company's responses to stockholder proposals;

(n) Provide a leadership role in shaping the corporate governance of the Company;

(o) Review and reassess the adequacy of this Charter periodically and recommend to the Board any changes deemed appropriate by the Committee;

(p) Report regularly to the Board; and

(q) Perform any other activities consistent with this Charter, the Company's charter and Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

4. **Meetings of the Committee.** The Committee shall meet as often as is necessary to carry out the duties and powers referred to herein, but no less than one time per year. Meetings of the Committee shall be held in accordance with the Bylaws of the Corporation and the procedures established pursuant to Section 5 below. All independent directors of the Board who are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may invite to its meetings any director, member of management or such other person as it determines appropriate and may exclude from its meetings any person it deems appropriate in order to perform its duties.

5. **Authority of the Committee.**

(a) Subcommittees. The Committee shall have the power to create subcommittees, consisting solely of independent directors, and delegate to any such subcommittee any of the duties of the Committee.

(b) Rules of Procedure. The Committee is authorized to adopt its own rules of procedure not inconsistent with this Charter, the Bylaws of the Corporation, the published rules of the NYSE and governing law.

(c) Funding and Retaining Outside Assistance. The Committee shall have the authority, and access to the necessary funding and other resources, appropriate to discharge its responsibilities, including, without limitation, the authority to:

(i) retain special counsel and other experts, consultants or advisors for whatever purposes the Committee deems appropriate;

(ii) retain or terminate consultants or search firms to assist the Committee in identifying director candidates, in evaluating the performance of the Board or individual directors or in performing any other duties of the Committee.

The Committee shall have the authority to determine fees and other the terms of engagement and the extent of funding necessary for payment of compensation to any attorneys, consultants search firms or other advisors retained to advise the Committee.