

Hawkins, Inc.
Governance Committee Charter
Adopted on June 30, 2008

Purpose

The primary purpose of the Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Hawkins, Inc. (the “Company”) is to ensure an appropriate and effective role for the Board of Directors acting on behalf of the shareholders in the governance of the Company

Composition

The Committee shall consist of at least three directors appointed by, and serving at the discretion of, the Board.

The Board shall designate one member of the Committee to serve as Chairman of the Committee.

Principal Responsibilities

The principal responsibilities of the Committee shall be as follows:

1. Recommend as necessary changes in the size of the full Board and the Audit, Compensation, Governance and Nominating Committees and the establishment of ad-hoc committees.
2. Monitor and recommend as appropriate to the Board corporate governance principles and business conduct guidelines.
3. Review and approve the annual Board evaluation process.
4. Review and approve the Board director education policies.
5. Recommend to the Board the number, timing and duration of Board and committee meetings.
6. Recommend to the Board changes in director compensation.
7. Recommend to the Board delegated authority levels for officers of the Company and individual members of the Board.
8. Recommend guidelines with respect to the conduct of executive sessions of the Board, attendance of non-directors at meetings, and Board access to management.
9. Monitor committee charters to confirm scope and responsibilities while minimizing overlap and focusing necessary Board attention to key roles and issues.

10. Lead process to fill Chairman and Chief Executive Officer vacancies.
11. Recommend to the Board candidates to fill Chairman and Chief Executive Officer vacancies.
12. Work with management to develop and maintain a succession plan for key positions.
13. Consider the need for changes to the corporate Articles and Bylaws.
14. Review and reassess the adequacy of the Governance Committee Charter annually and recommend any proposed changes to the Board for approval.
15. Make regular reports to the Board and propose any necessary action.
16. Take any and all other actions as may be required by the federal securities laws or other applicable laws or regulations regarding corporate governance.

Meetings

The Committee shall meet as often as it deems necessary or appropriate, but not less than once a year. All meetings of the Committee shall be held pursuant to the Bylaws of the Company with regard to notice and waiver thereof, and written minutes of each meeting shall be duly filed in the Company's corporate records. A majority of the members of the Committee shall constitute a quorum of the Committee.