2011 CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF RED ROBIN GOURMET BURGERS, INC.

1. **Purpose.** The purpose of the Nominating and Governance Committee (the "Committee") of Red Robin Gourmet Burgers, Inc. ("Company") is to (a) identify individuals qualified to become members of the Board of Directors (the "Board"), consistent with criteria approved by the Board, and to select, or to recommend that the Board select, the director nominees for each annual meeting of shareholders or otherwise to fill any vacancies on the board that may occur from time to time; (b) develop and recommend to the Board a set of corporate governance principles applicable to the Company; (c) oversee the evaluation of the board; and (d) take such other actions within the scope of this charter (this "Charter") as the Committee deems necessary or appropriate.

2. **Membership; Appointment.** The Committee shall consist of three or more members of the Company's Board. All members of the Committee will be "independent" under the independence requirements of NASDAQ and applicable law as determined by the Board. The members of the Committee will be appointed by and serve at the discretion of the Board. Committee members may be removed at any time, or vacancies filled, by a majority vote of independent directors then serving on the Board. Committee members will be elected annually for a term of one year. The Board will appoint the Chairperson of the Committee.

3. **Specific Responsibilities and Duties.** The Board delegates to the Committee the express authority to do the following, to the fullest extent permitted by applicable law and the Company's charter and bylaws:

(a) **Board Composition.** Evaluate the size and composition of the Board, develop criteria for Board membership, and, at least annually, evaluate the independence of existing and prospective directors.

(b) **Candidates and Nominees.** Actively seek and evaluate qualified individuals to become new directors as needed. Develop and review the Board's criteria for selecting new directors, including standards for director independence. Establish procedures to solicit, review, and recommend to the Board, potential director nominees proposed by shareholders. Select or recommend that the Board select the director nominees for the annual meeting of stockholders.

Criteria. Criteria that will be used in connection with evaluating and selecting new directors will include factors relating to satisfaction of independence required by the NASDAQ or other applicable independence

criteria, as well as skills, occupation, and experience in the context of the needs of the Board and the Company. The Committee will work with the Board as a whole to determine and periodically review the appropriate characteristics, skills, diversity and experience desirable for the Board as a whole and its individual members. Such criteria may include, but not be limited to, commitment to perform the duties of a director, and other skills, abilities and attributes that fill specific needs of the board or its committees. In making such determinations as to individual directors, the Board may take into account many factors, which include, among others, a candidate's character, corporate governance skills and abilities, training, general understanding of operations, marketing, finance or other aspects relevant to the success of a publicly traded company in today's business environment, broad experience, educational and professional background, industry knowledge or other special expertise, integrity, wisdom, demonstrated business acumen and judgment, and willingness to devote adequate time to the performance of the duties of a director. The Nominating and Governance Committee and the Board will evaluate and select each individual director or director candidate in the context of the needs and then current make-up of the Board as a whole.

Selection of New Directors. The Nominating and Governance Committee will be responsible for identifying, screening and recommending to the entire Board candidates for Board membership. When formulating its recommendations as to director candidates, the Nominating and Governance Committee may consider any recommendations offered by directors, officers, employees or stockholders of the Company. The entire Board will be responsible for nominating individuals for election to the Board and for filling vacancies on the Board or any Board committees that may occur from time to time. The invitation to join the Board should be extended by the Board itself, generally by the Chair of the Board and Nominating and Governance Committee Chair on behalf of the Board

(c) **Current Directors.** Review the suitability of each Board member for continued service when his or her term expires and when he or she has a significant change in status.

(d) **Committees.** Evaluate the nature, structure and operations of other Board committees. Make recommendations to the Board as to qualifications of members of the Board's committees and committee member appointment and removal.

(e) **Governance Guidelines.** Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company. Monitor and reassess these corporate governance guidelines annually.

(f) **Communication.** Oversee and review the Company's process for providing information to the Board, assessing the channels through which information is received, and the quality and timeliness of the information received.

(g) **Oversight of Board and Committee Evaluations.** Take such steps as the Committee deems necessary or appropriate with respect to oversight of the evaluation of the Board and each Board committee.

(**h**) **Continuing Education.** Oversee and recommend continuing education programs for members of the Board as needed.

(i) **Executive Development and Management Succession.** Establish a policy and procedures for the Board to consider and approve providing for the selection, evaluation and succession of the CEO and key members of senior management. The policy shall encompass a multi-year, ongoing process that includes:

- adoption of selection criteria that reflect the Company's on-going business strategies;
- identification and development of internal candidates;
- formal assessment processes to evaluate candidates and their development;
- an emergency succession component to address the unforeseen loss of the CEO or other key executives through death, disability or another related emergency; and
- a provision for reporting to the Company's shareholders annually.

The Committee also shall annually review and evaluate executive organization, provide recommendations and guidance to the Board for executive and senior management development and annually report to the Board on management development and succession planning.

(j) **Annual Review.** Annually review the Committee's own performance.

(k) **Review Charter.** Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. Publish the Charter as required by the rules and regulations of applicable law and as otherwise deemed advisable by the Committee.

(l) **Recommendations; Reports.** Make recommendations and report to the Board and other Board committees with respect to nominating and corporate governance policies of the Company or any of the foregoing matters.

(m) **Subcommittees.** The Committee has the power to appoint and delegate matters to subcommittees with such powers and authorities as the Committee may determine, provided that, no subcommittee shall have any final decision-making authority on behalf of the Board.

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

(o) **Corporate Governance Developments.** Monitor trends, developments in shareholder activity and laws, and acts of regulatory and other governing bodies that are applicable to the governance of the Company and ensure compliance with these new regulatory standards.

4. **Meetings.** The Committee will meet once during each fiscal quarter of the Company and at such other times as its Chairperson or a majority of the Committee determines. A special meeting of the Committee may be called by the Chairperson and will be called promptly upon the request of any two Committee members. The agenda of each meeting will be prepared by the Chairperson and circulated to each member of the Committee prior to the meeting date. Unless the Committee or the Board adopts other procedures, the provisions of the Company's Bylaws applicable to meetings of Board committees will govern meetings of the Committee.

5. **Minutes.** The Chairperson of the Committee shall cause minutes to be kept of each meeting.

6. **Reliance; Experts; Cooperation.**

(a) **Retention of Counsel and Advisors.** The Committee has the power, in its discretion, to retain at the Company's expense such independent counsel and other advisors and experts, as it deems necessary or appropriate to carry out its duties.

(b) **Search Firm.** The Board delegates to the Committee the sole authority, in its discretion, (a) to decide whether to retain a search firm to assist the Committee in identifying, screening and attracting director candidates, (b) to terminate any such firm, and (c) to approve the search firm's fees and other retention terms.

(c) **Reliance Permitted.** In carrying out its duties, the Committee may act in reliance on management, the Company's independent public accountants, internal auditors, and outside advisors and experts, as it deems necessary or appropriate.

(d) **Investigations.** The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.

(e) **Required Participation of Employees.** The Committee shall have unrestricted access to the Company's independent public accountants, outside advisors, consultants, internal auditors, internal and outside counsel, and anyone else in the Company, and may require any officer or employee of the Company or the Company's outside counsel or independent public accountants to attend any meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.