

MARTHA STEWART LIVING OMNIMEDIA, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

The Board of Directors of Martha Stewart Living Omnimedia, Inc. (the “Corporation”) has established a Nominating and Corporate Governance Committee (the “Committee”) with the purposes, responsibilities and duties described below.

I. PURPOSES

The primary purposes of the Committee are the following: (a) to identify individuals qualified to become members of the Board of Directors (the “Board”), consistent with criteria approved by the Board; (b) to recommend individuals for selection by the Board as director nominees for election at the annual meeting of stockholders; (c) to develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation; (d) to oversee the evaluation of the Board and each committee of the Board; and (e) to perform a leadership role in shaping the Corporation’s corporate governance.

II. COMPOSITION; ORGANIZATION

The Committee shall consist of no fewer than two members. The members of the Committee shall be appointed by the Board and shall meet the independence standards set forth in the Corporation’s Corporate Governance Guidelines. The Committee members may be removed by the Board. The Board shall designate a Chairperson for the Committee.

The Committee shall meet at least two times annually, or more frequently as circumstances dictate. A majority of members of the Committee shall constitute a quorum. The Committee may form and delegate authority to subcommittees consisting of one or more members as it deems appropriate.

The Committee shall make regular reports to the Board and shall evaluate its performance on an annual basis. The Committee shall also review this charter at least annually and, as appropriate, recommend changes to the Board for approval.

Additionally, the Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain and terminate executive search firms to be used to identify and evaluate director candidates (including sole authority to approve the search firm’s fees and other retention terms) and to engage legal and other advisors, and shall receive appropriate funding, as determined by the Committee, for payment of compensation to any such advisors.

III. RESPONSIBILITIES AND DUTIES

To fulfill its purposes relating to corporate governance, the Committee shall, among its responsibilities and duties:

1. Develop and recommend to the Board the criteria to be used by the Committee for identifying and evaluating director candidates;
2. Identify, recruit candidates for and review the qualifications of candidates for election to the Board, consistent with criteria established by the Board, as well as any minimum qualifications or diversity considerations the Board may deem appropriate;
3. Assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board, including assessing the effectiveness of any diversity policy the Board may implement;
4. Recommend to the Board candidates for election or reelection to the Board at the annual stockholders' meeting and for appointment by the Board as necessary to fill vacancies and newly created directorships;
5. Establish a policy and procedures for the submission and consideration of director candidates by stockholders, and evaluate candidates submitted by stockholders;
6. Oversee the performance evaluation process for the Board and its committees, and report annually to the Board with an assessment of the Board's performance;
7. Annually review the Corporation's corporate governance guidelines and recommend changes to the Board as appropriate;
8. Review and recommend to the Board retirement and other tenure policies for directors;
9. Review and assess the channels through which the Board receives information and the quality and timeliness of information received;
10. Annually recommend to the Board the membership of the Board's various committees;
11. Periodically review the Corporation's executive level organizational structure, hiring practices, succession planning and management development, and report and make recommendations to the Board with respect thereto from time to time; and
12. Determine, if the Board deems appropriate, any minimum qualifications for directors.