

SPHERION CORPORATION
Charter of the Compensation Committee of the Board of Directors
(As of May 2005)

I. PURPOSE

The purpose of the Compensation Committee of the Board of Directors of Spherion Corporation (the “Company”) is to discharge the responsibilities of the Board of Directors relating to compensation of the Company’s executives, as more specifically described below, to produce an annual report on executive compensation for inclusion in the Company’s proxy statement in accordance with applicable rules and regulations, and generally to provide assistance to the Board of Directors on compensation matters, also as described below.

II. COMMITTEE COMPOSITION

A. The Compensation Committee will be comprised of at least three members, consisting solely of independent directors. A director is “independent” if he or she meets the requirements for independence set forth in the rules of the New York Stock Exchange.

B. The members of the Committee will be appointed by the Board of Directors and may be removed by the Board at anytime. A member will serve until either: (i) his or her successor is appointed; (ii) until his or her resignation from the Compensation Committee; (iii) until his or her position on the Compensation Committee is eliminated due to a reduction in the size of the Compensation Committee; (iv) until he or she is removed from the Compensation Committee; (v) until his or her death; or (vi) until his or her service on the Board of Directors terminates. The chairperson of the Compensation Committee will be the member of the Compensation Committee appointed to serve in such capacity by the Board of Directors from time to time.

III. MEETINGS AND REPORTS

The Compensation Committee will meet as frequently as the Compensation Committee deems necessary, but the Compensation Committee will meet at least two times each year. Meetings of the Compensation Committee may be called by or at the request of the Chairman of the Board of Directors, the chairperson of the Compensation Committee, or otherwise as provided in the by-laws of the Company. The Compensation Committee will report periodically to the Board of Directors regarding the Compensation Committee’s activities. In addition, the Committee shall conduct an annual performance self-evaluation.

IV. SPECIFIC RESPONSIBILITIES AND AUTHORITY

The Committee is responsible for:

1. Participating in the development and approval of compensation philosophy and policies;
2. Recommending to the Board of Directors compensation for the Board of Directors.
3. Reviewing and approving the corporate goals and objectives with respect to compensation for the chief executive officer, consistent with the company's strategic plan. The Committee shall evaluate the chief executive officer's performance in light of these established goals and objectives and based upon these evaluations shall (together with the other independent directors) determine and approve the chief executive officer's annual compensation, including salary, bonus, incentive and equity compensation.
4. Reviewing and approving the evaluation process and compensation structure for the Company's other officers (as determined by the Committee) and others that may be covered by Internal Revenue Code section 162(m). The Committee shall evaluate the performance of the Company's senior executive officers and shall approve the annual compensation, including salary, bonus, incentive and equity compensation, for such senior executive officers. The Committee shall also provide oversight of management's decisions concerning the performance and compensation of other Company officers.
5. Administering the Company's equity-based plans, including the stock option plans and deferred stock plan; and
6. Approving adoption of compensation plans not requiring stockholder approval and recommending for Board approval compensation plans requiring stockholder approval.
7. Preparing and publishing a Committee report on executive compensation in the Company's proxy statement.

V. DELEGATION; USE OF ADVISORS

The Compensation Committee may delegate authority with respect to such of its functions to such officers of the Company or to a subcommittee as it may deem appropriate from time to time. In the course of fulfilling its duties, the Compensation Committee has the authority to retain its own independent advisors in its sole discretion, including sole authority to approve the fees and other retention terms of any advisor and to terminate such advisor. The Compensation Committee has currently engaged an independent compensation consultant to advise it on an as needed basis.