

CHARTER OF
HUMAN RESOURCES COMMITTEE
VIAD CORP
As Amended August 21, 2003

Purpose

The Human Resources Committee is appointed by the Board to discharge the Board's responsibilities relating to compensation of the Corporation's executives and employee benefit plans of the Corporation. The Committee has overall responsibility for approving and evaluating the compensation plans, policies and programs of the Corporation.

The Human Resources Committee is also responsible for producing an annual report on executive compensation for inclusion in the Corporation's proxy statement.

Committee Membership

The Human Resources Committee shall consist of no fewer than three members. The members of the Human Resources Committee shall meet the independence requirements of the New York Stock Exchange. The members of the Human Resources Committee shall be appointed by the Board on the recommendation of the Corporate Governance and Nominating Committee. Human Resources Committee members may be replaced by the Board.

Committee Authority and Responsibilities

1. The Human Resources Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of CEO or senior executive compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Human Resources Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Human Resources Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and set the CEO's compensation levels based on this evaluation. In determining the long-term incentive component of CEO compensation, the Human Resources Committee will consider such factors as the Corporation's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
3. The Human Resources Committee shall annually review and approve, for the CEO and the executive officers of the Corporation, (a) the annual base salary level, (b) the annual incentive opportunity level and granting of

- incentive awards, (c) the long-term incentive opportunity level, and (d) any special or supplemental benefits, with compensation of the CEO to be subject to ratification by independent members of the Board.
4. The Human Resources Committee shall periodically review, and adopt policies and guidelines, as necessary, regarding, the compensation philosophy that applies to all executives.
 5. The Human Resources Committee shall review, design and recommend to the Board for approval, and administer, long-term, intermediate-term and short-term incentive compensation plans and equity-based plans of the Corporation.
 6. The Human Resources Committee shall review and approve the grants of stock options to non-employee members of the Board.
 7. The Human Resources Committee shall review and recommend to the Board the adoption and, where applicable, amendment of employee benefit plans.
 8. The Human Resources Committee shall administer, interpret, amend (where applicable) and carry out such other duties with respect to the Corporation's employee benefit plans as may be authorized or called for by such plans or the Board.
 9. The Human Resources Committee shall monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to 401(k) plans and confirm the absence of loans to directors and officers.
 10. The Human Resources Committee shall oversee the Company's compliance with the requirement under NYSE rules that shareholders approve all option plans, with limited exceptions.
 11. The Human Resources Committee may form and delegate authority to subcommittees when appropriate.
 12. The Human Resources Committee shall make regular reports to the Board.
 13. The Human Resources Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
 14. The Human Resources Committee shall annually review its own performance.

15. The Human Resources Committee shall perform such other duties, and may make such reports, as the Board shall from time to time request, or as the Committee may deem appropriate.