

Adopted April 28, 2005

COMSYS IT PARTNERS, INC.

**GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS**

CHARTER

I. PURPOSE AND RESPONSIBILITIES

The primary purpose of the Governance and Nominating Committee (the "Committee") is to assist the Board of Directors of COMSYS IT Partners, Inc. (the "Corporation") in fulfilling its responsibilities to exercise sound corporate governance in the operation of the Corporation. The Committee's primary responsibilities are to:

- Identify individuals who are qualified to become members of the Board, and otherwise act as a nominating committee for the election of members of the Board;
- Assess the effectiveness of the Board and its committees; and
- Review various corporate governance issues affecting the Corporation, including the number and functions of the Board's committees and their governing charters, and develop and recommend to the Board a set of corporate governance principles and a code of conduct.

II. COMPOSITION

The Committee shall be comprised of five directors appointed by the Board in accordance with Section 3.2 of the By-Laws.

Unless the Board appoints a Chairman of the Committee, the members of the Committee may designate a Chairman by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall meet at the discretion of the Board of Directors or at the call of the Chairman or any two members of the Committee. The Committee may ask members of management or others to attend any meeting and provide information or advice as needed.

IV. ACTIVITIES

The following functions shall be the common recurring activities of the Committee in carrying out its primary responsibilities outlined in Section I of this Charter. These functions should serve as a guide, with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I.

To fulfill its responsibilities, the Committee shall, subject to Section 3.2 of the By-Laws and subject to any Contractual Nomination Rights (as defined in the By-Laws):

1. Recommend to the Board any specific criteria for Board membership the Committee determines is appropriate to complement the general criteria included in the Corporation's Corporate Governance Policy.
2. Consider, recommend and recruit candidates to fill positions on the Board.
3. Review candidates recommended by the Corporation's stockholders.
4. Conduct appropriate inquiries into the background and qualifications of possible candidates.
5. Nominate, on behalf of the Board, nominees for election as directors, other than those nominees designated pursuant to Contractual Nomination Rights.
6. Monitor and recommend to the Board the functions of the various committees of the Board.
7. Recommend to the Board the members of Board committees, subject to Section 5.1 of the By-Laws.
8. Make recommendations on the structure of Board meetings and matters to be considered by the Board.
9. Conduct a periodic review of both management and nonmanagement director performance and work with the Chairman of the Board and Chief Executive Officer to remedy unsatisfactory performance.
10. Prepare for the Board an annual performance evaluation of the Committee, and annually review and reassess the adequacy of this Charter (recommending any appropriate changes to the Board).
11. Recommend to the Board director retirement policies.
12. Consider matters of corporate governance, including the Corporation's Code of Business Conduct and Ethics and Corporate Governance Policy.
13. Review with the Chairman and Chief Executive Officer succession plans for positions held by elected officers of the Corporation, and recommend to the Board individuals to occupy these positions.
14. Advise the Compensation Committee on matters with respect to changes in director compensation.

In discharging its oversight role, the Committee is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole

authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Corporation shall provide appropriate funding to pay all such fees and for any other activities undertaken by the Committee pursuant to this Charter.