

# CERIDIAN

## Charter of the Nominating and Board Governance Committee

### **I. Committee Purpose.**

The Board of Directors has responsibility for the overall governance of the Company. The role of the Nominating and Board Governance Committee is to recommend a framework which will assist the entire Board in fulfilling its corporate governance responsibilities.

### **II. Committee Composition.**

The Nominating and Board Governance Committee shall consist of at least three members of the Board of Directors who are non-management directors, one of whom shall serve as chair of the Committee.

### **III. Committee Responsibilities and Duties.**

The Nominating and Board Governance Committee shall:

1. Review, at least annually and more frequently as may be necessary, the composition of the Board of Directors in terms of experience, expertise, and special knowledge required for the effective discharge of the Board's responsibilities.
2. Review, at least annually and more frequently as may be necessary, the organization of the Board in terms of Board procedures, the size and membership of the Board, and the structure, membership and charters of the Board Committees, both standing and ad hoc, and to recommend to the Board of Directors the adoption of any changes the Committee believes necessary or desirable.
3. From time to time, recommend to the Board of Directors appropriate methods and rates of director compensation.
4. Seek out suitable candidates to fill vacancies on the Board of Directors, or to provide needed additional experience, expertise, and special knowledge as may be required.
5. Evaluate the qualifications of potential candidates, and recommend to the Board of Directors the election of qualified persons to fill vacancies or additional seats on the Board.

6. Recommend to the Board of Directors those persons to be designated as the Board's nominees for election as directors at the next annual meeting of the Company's stockholders. The names of those persons so nominated by the Board shall be placed in nomination at the annual meeting of stockholders by the Chairman of the Committee or, in his or her absence, another member of the Committee.
7. Conduct evaluations of the performance of the Board of Directors at such times and in such manner as the Committee shall determine.
8. Conduct a process to periodically review the performance of the Company's Chief Executive Officer.

Adopted by:

Nominating and Board Governance Committee: January 31, 2001.

Board of Directors: April 27, 2001.