

CHECKFREE CORPORATION  
GOVERNANCE COMMITTEE CHARTER

Adopted January 29, 2004

This Charter sets forth the roles and responsibilities of the Governance Committee of the Board of Directors of the Company. The purpose of the Committee is to develop, oversee and monitor policies and procedures regarding the corporate governance of the Company to ensure that the Board of Directors acts in the best interests of the Company's shareholders and to develop and implement policies and procedures to ensure selection of a qualified slate of candidates to serve as directors of the Company.

**Responsibilities**

The Governance Committee is appointed by the Board to assist the Board in, among other things:

- (1) In consultation with the Chairman, selecting director nominees for approval by the Board and shareholders by identifying qualified individuals to become board members and reviewing existing Board members' skills and performance;
- (2) Developing recruitment processes designed to identify qualified candidates to serve as directors of the Company, which processes will include ways to identify diverse candidates as a part of each director recruitment;
- (3) Developing and recommending to the Board a set of corporate governance guidelines, reviewing these guidelines on a regular basis and recommending changes as necessary. The corporate governance guidelines should address, among other things, board composition and procedures, board committees, selection of directors and board leadership;
- (4) Reviewing and recommending appropriate policies and procedures to ensure the effective functioning of the Board, including reviewing and making recommendations about the Board's committee structure and membership;
- (5) Developing and recommending to the Board an annual self-evaluation process and overseeing the annual self-evaluations;

- (6) Periodically reviewing the composition of the Board to ensure that the Board's membership reflects the balance of knowledge, experience, skills, expertise and level of diversity best suited to meet the needs of the Company;
- (7) Reviewing and making recommendations to the Board with respect to director compensation;
- (8) Reviewing questions of possible conflicts of interest of Board members and of senior executives;
- (9) Managing the process of evaluating the Chairman and Chief Executive Officer and presenting its determination to the Board for discussion;
- (10) Reviewing and making recommendations to the Board with respect to shareholder proposals and other matters to be covered in the annual meeting of shareholders;
- (11) Advising the Board on matters of diversity including race, gender, culture, thought and geography, and recommend, as necessary, measures contributing to a Board, that as a whole, reflects a range of viewpoints, backgrounds, skills, experience and expertise.

### **Membership Requirements**

The Governance Committee shall consist of a minimum of three members. Each member shall meet the independence standards as established from time to time by the Nasdaq Stock Market. The members and the Chairman of the Governance Committee are appointed by the Board.

### **Authority**

The Governance Committee shall have the authority to retain special legal, accounting or other consultants to advise the Committee with respect to its responsibilities and authority hereunder, and to incur any expenses related to the foregoing. The Governance Committee may request any director, officer or employee of the Company or the Company's advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Governance Committee. The Governance Committee shall also have the ability to conduct or authorize inquiries into any matters within its scope of responsibilities and shall have the ability to retain outside advisers to assist in the conduct of any inquiry.

### **Processes**

The Governance Committee, in fulfilling its responsibilities and in the exercise of its authority, shall meet regularly, maintain minutes and make regular reports to the Board.