



Governance and Nominating Committee Charter
Convergys Corporation
Adopted
February 24, 2004

Purpose

The Corporate Governance and Nominating Committee (the “Committee”) is created by the Board of Directors of the Company to:

- identify individuals qualified to become Board members, and recommend to the Board director nominees for election at the next annual or special meeting of shareholders at which directors are to be elected, to fill any vacancies that may occur between such meetings, or add new Directors in accordance with the Articles of Incorporation and Regulations.
- recommend directors for appointment to Board committees;
- administer the process to evaluate Board and Board committees performance; and
- review and recommend to the Board, as appropriate, modifications or additions to the Governance Principles of the Company.

Membership

The Committee shall consist of at least three members, comprised solely of independent directors meeting the independence requirements of the New York Stock Exchange. The Board shall appoint members to the Committee annually and as vacancies or the addition of new directors occur. Committee members may be removed by the Board. The Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

Meetings

The Committee will meet four times per year and additionally, if it deems it necessary to perform the Committee’s responsibilities.



Responsibilities and Authority

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee shall be responsible to:

- Determine criteria for the selection and qualification of the members of the Board.
- Evaluate candidates to serve on the Board.
- Aid in attracting qualified candidates to serve on the Board.
- Review potential or actual conflicts of interest between a Board member and the Company and recommend to the Board actions to resolve any potential or actual conflict.
- Establish and administer, on an annual basis, the Board and Board Committees evaluation processes.
- Oversee the evaluation of the Chief Executive Officer's performance and assist, as necessary, the evaluation process.
- Administer the process to evaluate the performance of the Chief Executive Officer.
- Periodically study and review with the Chairman of the Board the scope of the Board's responsibilities, overall effectiveness of the Board and the conduct of its business.
- Review potential outside Directorships of other publicly held companies by senior officers of the Company. No such Directorship shall be accepted without the prior approval of the Committee.
- Provide oversight of the relations between the Company and its shareholders, including addressing shareholder proposals.
- Provide oversight of the relations between the Board and the senior management of the Company.
- Review candidates for certain senior corporate officer positions.
- Periodically, but at least annually, review and recommend to the Board, as appropriate, changes or additions to the Company's Governance Principles.
- Ensure development of, and periodically review an orientation and continuing education program for directors meeting the requirements set forth in the Company's Governance Principles.



- Review periodically, and recommend changes to, the Company's shareholders rights plan.

In addition, the Committee shall recommend to the Board for its approval:

- Candidates to be recommended to shareholders for election to the Board.
- Candidates to be appointed to fill vacant Board positions.
- The size and composition of the Board of Directors and of each standing Committee of the Board.
- The selection of Board Committee Chairmen and appointment of committee members.
- The Charter, functions and responsibilities of the standing committees of the Board.
- Appropriate changes to improve Board and Committees effectiveness determined as a result of its evaluation process.
- Retirement policies for non-employee Directors and any policies for Committee rotation.

Procedures

The Committee will have the authority, to the extent that it deems necessary or appropriate, to retain a search firm to be used to identify director candidates. The Committee shall have the authority to retain and terminate any such search firm, including authority to approve the firm's fees and other retention terms. The Committee shall also have authority, to the extent that it deems necessary or appropriate, to retain other advisors. The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

The Committee will make regular reports to the Board and will propose any necessary action to the Board. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee will annually evaluate its performance.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided that the subcommittees are composed entirely of independent directors meeting the independence requirements of the New York Stock Exchange.

