

DeVry Inc.**Governance Committee Charter****Purpose**

The purpose of the Nominating and Governance Committee shall be to assist the Board in identifying qualified individuals to become Board members, in determining the composition of the Board of Directors and its committees, in monitoring a process to assess board and CEO effectiveness and in developing and implementing the Company's corporate governance guidelines. The Committee's goal is to assure that the composition, practices and operation of the Board contribute to value creation and effective representation of Company shareholders.

Duties and Responsibilities

1. Lead the search for individuals qualified to become members of the Board of Directors and to recommend to the Board Director nominees to be presented for shareholder approval at the Company's annual meeting. After determining as necessary the portfolio of skills, experience, perspective and background required for effective functioning of the Board, given the Company's strategy and its regulatory, geographic and market environments, the Committee shall select as Director nominees the individuals it believes will be most effective in serving the long-term interests of the shareholders.
2. Review the Board of Directors' committee structure and recommend to the Board for its approval Directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
3. Develop and recommend to the Board of Directors for its approval a set of corporate governance guidelines. The Committee shall review the guidelines at least annually and recommend changes as necessary.
4. Develop and recommend to the Board of Directors for its approval an annual self-evaluation process of the Board, its committees and the Co-CEOs.
5. Retain search firms to assist in identifying Director candidates, retain such other advisors as the Committee may deem appropriate and approve related fees and retention terms for such consultants and advisors.
6. Conduct and present to the Board an annual performance evaluation of the Committee.
7. Review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.

Composition and Qualifications

The Committee shall be composed of three or more Directors who, in the business judgment of the Board, are "independent" under New York Stock Exchange listing standards..

The Chairman and members of the Committee shall be designated annually by a majority vote of the Board at the organizational meeting of the Board of Directors held in connection with the annual meeting of shareholders.

Action to fill vacancies on the Committee and to remove a member of the Committee shall be taken by a majority vote of the Board.