

AMENDED NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER

FileNet Corporation
(approved and adopted February 25, 2004)

Purpose:

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of FileNet Corporation (the “Company”) is to (i) assist the Board by identifying, evaluating and recommending to the Board, or approving as appropriate, individuals qualified to be directors of the Company for either appointment to the Board or to stand for election at a meeting of the stockholders; (ii) review and recommend to the Board governance principles applicable to the Company and (iii) develop and manage a process for annual evaluation of Board, committee and director performance.

Membership:

The Committee shall consist of independent directors of the Company as determined by the Board. The members of the Committee are appointed by and serve at the discretion of the Board. The Board shall designate one member of the Committee to serve as the Chairman.

Each member of the Committee will be an independent director, as defined in: (i) the rules of the NASDAQ National Market; (ii) the rules of the Securities and Exchange Commission; and (iii) by such further standards as the Board may adopt.

Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Responsibilities:

The responsibilities of the Committee shall include:

1. Conducting or overseeing searches for potential Board members with attributes that fit the current or future criteria for selection of new directors as needed.
2. Evaluating, and as applicable, proposing and approving nominees for election or appointment to the Board.
3. Evaluating and making annual recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.

4. Evaluating and recommending termination of membership of individual directors for cause or for other appropriate reasons in accordance with the company's certificate of incorporation, bylaws and any guidelines or policies applicable to the Board.
5. Developing and recommending to the Board for its approval a set of corporate governance guidelines. The committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
6. Evaluating the size, composition, organization and governance of the Board and its committees, determining future requirements and making recommendations to the Board for approval.
7. Developing for the Board's approval and then overseeing a process for the annual evaluation of Board and committee performance. (See Appendix A)
8. Conducting, as appropriate, a review on succession planning, reporting its findings and recommendations to the Board, and working with the Board in evaluating potential successors to executive management positions.
9. Overseeing, and implementing as necessary, director continuing education programs, including compliance with any applicable director continuing education requirements.
10. As appropriate, obtaining advice and assistance from independent counsel or other advisors as the Committee deems necessary to carry out its duties. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company.
11. Reviewing the Committee's own structure, processes, effectiveness and membership requirements from time to time and recommending any proposed changes to the Board for approval.
12. At least annually, reviewing with the CEO a succession plan addressing the policies and principles for selecting a successor to the CEO, both in an emergency situation and in the ordinary course of business. The succession plan should include an assessment of the experience, performance, skills and planned career paths for possible successors to the CEO.

The responsibilities of the Committee's Chairman shall include:

1. Presiding at all executive sessions of the Board and at other meetings of the Board at which the Chairperson of the Board is absent.
2. Overseeing the annual process of reviewing Board, committee and director performance.

Meetings:

The Committee will meet at such times that it deems appropriate to fulfill its responsibilities under this charter, but not less than twice each year. The Committee shall establish its own schedule, which it will provide to the Board in advance, when practicable.

Minutes:

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

Reports:

The Committee will report to the Board on a periodic basis and make such recommendations with respect to any of the above matters as the Committee deems necessary or appropriate.

Authority And Delegation:

The committee shall have authority to retain any search firm of its choice to assist in identifying director candidates, and to retain outside counsel and any other advisors as the committee may deem appropriate in its sole discretion. The committee shall have sole authority to approve related fees and retention terms. The committee may form and delegate authority to subcommittees when appropriate.

APPENDIX A:

Process for Annual Evaluation

Method of Evaluating Board and Committee Effectiveness. In or about October of each year, outside counsel will conduct oral interviews with each Board and Committee member and provide a report to the Nominating and Corporate Governance Committee for discussion and determination of the Board and Committee effectiveness and opportunities for improvement. Such evaluations should be reported annually at the December board and committee meetings.