

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER
Adopted by the Board of Directors of
Hyperion Solutions Corporation

Purpose

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the board of directors (the “Board”) of Hyperion Solutions Corporation (the “Company”) is to ensure that the Board and its Committees are appropriately constituted and develop and recommend to the Board governance guidelines for the Board and the Company.

Composition

The Committee shall be composed of three or more directors, as determined by the Board, each of whom shall be “independent”, as that term is defined in applicable laws and regulations and independence requirements of NASDAQ.

Unless a chair is designated by the Board, the Committee members may appoint their own chair by majority vote.

Communications and Reporting

The Committee shall invite such persons to its meetings, as it deems helpful, and may meet apart from any executive or other employee of the Company at any time. The Committee chairperson shall report on Committee activities to the full Board.

Authority

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention, retain outside counsel or other advisors to carry out its responsibilities, and cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for the compensation of outside counsel or other advisors.

Responsibilities

The Committee is charged by the Board with the responsibility to:

1. Recommend to the Board of Director nominees for the next annual meeting of shareholders and persons to fill vacancies in the Board that occur between meetings of shareholders. In carrying out this responsibility, the Committee shall:
 - A. Determine the desired Board skill and attributes and, when appropriate, conduct searches for prospective Board members whose skills and attributes, including such factors as business experience and diversity, reflect those desired;
 - B. Consider nominees submitted to the Board by shareholders; and

- C. Prior to recommending a nominee for election, determine that the election of the nominee as a Director would effectively further the policies set forth in the Governance Guidelines.
2. Recommend to the Board removal of a Director where appropriate.
3. Recommend to the Board of Directors Board members for appointment to the various committees of the Board. The Committee shall consider the desired qualifications for membership on each Committee, the availability of the Director to meet the time commitment required for membership on the particular committee and the extent to which there should be a policy of periodic rotation of Committee members.
4. Retain and terminate any search firm used to identify director candidates and shall have sole authority to approve such search firm's fees and other retention terms.
5. Review the effect of any Director's change of employment or other material change of status, and recommend to the Board appropriate actions as a result of such change.
6. Regularly review the Governance Guidelines and this Charter for the purposes of:
 - A. Determining whether the Guidelines are being effectively adhered to and implemented;
 - B. Ensuring that the Guidelines and Charter are appropriate for the Company and that they comply with applicable laws, regulations and listing standards; and
 - C. Recommending any desirable changes in the Guidelines or Charter to the Board.

In addition, the Committee shall consider any other corporate governance issues that may arise, from time to time, and develop appropriate recommendations to the Board.

7. Review and monitor the Company's Code of Conduct.
8. From time to time review the Board's policy for director compensation and recommend to the Board compensation programs for directors.
9. Review and approve, prior to acceptance, the Chief Executive Officer's service on any other public company Board.
10. Annually review the Chief Executive Officer's performance.
11. Conduct an annual evaluation of the Board as a whole.
12. The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole and its Committees:
 - A. To review the composition and size of the Board as a whole and its Committee membership and structure and recommend, if necessary, measures to be taken so

that the Board and its Committees reflect the appropriate balance of knowledge, experience, skills, expertise and diversity and meet applicable legal and regulatory requirements (e.g. independence).

- B. To make recommendations on the frequency, content and structure of Board and Committee meetings.
 - C. To make recommendations concerning any other aspect of the procedures of the Board or Committees that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.
13. Consider questions of possible conflicts of interest of Board members and senior executives.
 14. Provide minutes of the Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.
 15. Obtain advice and assistance from internal or external legal, accounting or other advisors.