

**SPHERION CORPORATION**  
**Charter of the Corporate Governance Committee of the Board of Directors**  
**(As of May 2005)**

**I. PURPOSE**

The purpose of the Corporate Governance Committee (the “Governance Committee”) of the Board of Directors of Spherion Corporation (the “Company”) is to provide assistance to the Board of Directors in developing and recommending, and thereafter periodically reviewing, corporate governance principles applicable to the Company, and monitoring and advising the Board on corporate governance matters and practices.

**II. COMMITTEE COMPOSITION**

A. The Governance Committee will be comprised of at least two members, consisting solely of independent directors. A director will be considered “independent” if he or she meets the requirements for independence set forth in the rules of the New York Stock Exchange.

B. The members of the Governance Committee will be appointed by the Board of Directors and may be removed by the Board at anytime. A member will serve until either: (i) his or her successor is appointed; (ii) until his or her resignation from the Governance Committee; (iii) until his or her position on the Governance Committee is eliminated due to a reduction in the size of the Governance Committee; (iv) until he or she is removed from the Governance Committee; (v) until his or her death; or (vi) until his or her service on the Board of Directors terminates. There shall be a chairperson of the Governance Committee.

**III. MEETINGS AND REPORTS**

The Governance Committee will meet as frequently as the Governance Committee deems necessary, but the Governance Committee will meet at least annually. Meetings of the Governance Committee may be called by or at the request of the Chairman of the Board of Directors, the chairperson of the Governance Committee, or otherwise as provided in the by-laws of the Company. The Governance Committee will report periodically to the Board of Directors regarding the Governance Committee’s activities. In addition, the Governance Committee shall conduct an annual performance self-evaluation.

**IV. SPECIFIC RESPONSIBILITIES AND AUTHORITY**

The specific responsibilities of the Governance Committee are as follows:

1. Develop and recommend to the Board of Directors for adoption corporate governance guidelines, reevaluate such guidelines periodically and recommend to the Board of Directors for adoption any revisions that the Governance Committee deems

necessary or appropriate for the Board of Directors to discharge its responsibilities more effectively.

2. Consider roles and compositions of the various Board committees.
3. Oversee the annual self-evaluation of the performance of the Board of Directors.
4. Oversee the annual evaluations of senior management.
5. Undertake such additional activities within the scope of the purpose of the Governance Committee as the Governance Committee or the Board of Directors may from time to time determine.

## **V. DELEGATION; USE OF ADVISORS**

The Governance Committee may delegate authority with respect to such of its functions to such officers of the Company or to a subcommittee as it may deem appropriate from time to time. In the course of fulfilling its duties, the Governance Committee has the sole authority to retain its own independent advisors in its sole discretion, including sole authority to approve the fees and other retention terms of any advisor and to terminate such advisor.