

## **KELLY SERVICES, INC.**

### **CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

**As Amended on November 3, 2005**

#### **Purpose**

Assist the Board of Directors (the "Board") in identifying individuals qualified to become Directors, oversee the composition and structure of the Board and its committees, develop and monitor a process to assess Board and committee effectiveness and develop, maintain and oversee the implementation of the Company's corporate governance principles.

#### **Organization and Authority**

The Board shall appoint annually three or more of its members to serve as members of the Committee and shall designate the Chairman of the Committee from among the members of the Committee. A majority of the members of the Committee shall meet the independence requirements set forth in the Nasdaq rules.

The Committee shall have the authority to perform the duties listed in this charter.

#### **Procedural Matters**

The Committee shall meet at such times as the Committee shall consider appropriate to fulfill its duties, but not less frequently than annually. A majority of the Committee shall constitute a quorum for the transaction of business and a vote of a majority of the members present at any meeting at which a quorum is present shall constitute the action of the Committee.

The Committee will keep a record of its meetings and report on them to the Board. The Committee may meet by telephone or videoconference and may take action by written consent in lieu of meeting.

## Duties

1. Identify qualified candidates for the Board, evaluate candidates and approve and recommend to the Board the slate of Director nominees for election at the annual meeting of stockholders. The Committee will select individuals as director nominees who have the highest personal and professional integrity, substantial experience in positions with a high degree of responsibility and who are leaders in the companies or institutions with which they are affiliated.
2. Recommend to the Board qualified nominees to fill vacancies created on the Board in the interval between annual meetings of the stockholders.
3. Consider the resignation of a Director who has experienced a material change in principal occupation, position or responsibility; determine whether the Director should continue to serve and make a recommendation to the Board for final determination.
4. Periodically assess the size and composition of the Board.
5. Review annually the Board's committee structure, including the functions of the committees as set forth in their respective charters, review and recommend committee slates annually and recommend additional committee appointments to fill vacancies as needed.
6. Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees, oversee this annual self-evaluation process and report the results to the Board.
7. Evaluate annually the independence of each Director.
8. Consider and approve the compensation and benefits of the Board of Directors.
9. Review director and officer indemnification and insurance for members of the Board.
10. Review the Code of Business Conduct and Ethics and the Corporate Governance Principles at least annually and recommend to the Board changes as necessary or appropriate.
11. Monitor the independence of the Board, assuring that the majority of the Board continues to be independent.

12. Review any potential conflict of interest between a director or executive officer and the Company and any other potential violation of the Company's Code of Business Conduct and Ethics and make appropriate recommendations to the Board including requests for waivers of the Code.
13. Review any other matters that may be delegated to the Committee by the Board.
14. Make regular reports to the Board, keeping the Board informed of matters that come before the Committee, and advising the Board of any developments that the Committee believes should have Board consideration.
15. The Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates and have authority to approve the search firm's fees and other retention terms. The Governance Committee shall have similar authority to retain and terminate any legal or specialized consulting group to be used in the review and evaluation of matters relative to governance.