

**ROCKWELL AUTOMATION, INC.
BOARD COMPOSITION AND GOVERNANCE
COMMITTEE CHARTER
(December 3, 2003)**

Purpose

The Board Composition and Governance Committee has been constituted by the Board of Directors (1) to assist the Board by identifying individuals qualified to become Board members and to recommend to the Board nominees to fill vacancies in membership of the Board as they occur and, prior to each Annual Meeting of Shareowners, a slate of nominees for election as Directors at such meeting; (2) to develop and recommend to the Board the Guidelines on Corporate Governance applicable to the Corporation; (3) to lead the Board in its annual review of the Board's performance; and (4) to recommend to the Board the Director nominees for each committee of the Board.

Composition and Qualifications

The Board Composition and Governance Committee shall consist of at least three members, one of whom shall be designated the chairman and each of whom shall meet the criteria for independence required by the New York Stock Exchange (NYSE). The members and the chairman of the Committee shall be appointed by the Board. Members of the Board Composition and Governance Committee may be replaced by the Board.

Duties and Responsibilities

The Board Composition and Governance Committee shall:

1. Review, evaluate and seek out candidates qualified to become Board members, consistent with criteria approved by the Board, who may be submitted by Directors, officers, employees, shareowners and others for recommendation to the Board of Directors.
2. Develop and periodically reevaluate a list of selection criteria to be approved by the Board and used by the Committee for Board and committee membership. Recommend any proposed changes to the selection criteria to the Board of Directors for approval. (See Exhibit A for the current Board Membership Criteria adopted by the Board of Directors.)
3. Recommend annually to the Board of Directors the Directors for appointment to committees of the Board.

4. Establish procedures for the Board Composition and Governance Committee to oversee the evaluation of the Board of Directors, its committees, individual Directors and management. Receive comments from all Directors and report annually to the Board of Directors with an assessment of the Board's performance as a whole as well as the contributions of each Director.
5. Consider matters of corporate governance and annually review and reassess the adequacy of the Corporation's Guidelines on Corporate Governance and recommend any proposed changes to the Board of Directors for approval.
6. Have the sole authority to retain and terminate any search firm to be used to identify director candidates and have sole authority to approve the search firm's fees and other retention terms. Have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
7. Make regular reports to the Board of Directors.
8. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval. Annually review its own performance.

Structure and Operations

The Board Composition and Governance Committee shall meet at least twice a year, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable.

The Committee may form and delegate authority to subcommittees when appropriate.

The Committee is governed by the rules regarding meetings and quorum and manner of acting as set forth in the Corporation's By-laws. The Committee is authorized to adopt its own rules of procedure not inconsistent with any provision of this Charter, the Corporation's Guidelines on Corporate Governance, or as required by law, regulations or NYSE Listing Standards.

ROCKWELL AUTOMATION, INC.
BOARD MEMBERSHIP CRITERIA
(November 3, 2004)

COMPOSITION

Since the Board depends both on (i) the character, judgment, objectivity and diverse experience of its individual Directors and (ii) their collective strengths, the Board should be composed of:

1. Directors chosen with a view to bringing to the Board a variety of experience and backgrounds.
2. Directors who have high level managerial experience in a relatively complex organization or are accustomed to dealing with complex problems.
3. Directors who will represent the balanced, best interests of the shareowners as a whole rather than special interest groups or constituencies, while also taking into consideration in assessing the overall composition and needs of the Board such factors as diversity, age, international background and experience, and specialized expertise.
4. A substantial majority of Directors who meet the criteria for independence required by the New York Stock Exchange.

SELECTION CRITERIA -- INDEPENDENT DIRECTORS

In considering possible candidates for election as an independent Director, the Board Composition and Governance Committee and other Directors should be guided by the foregoing general guidelines and by the following criteria:

1. Each Director should be an individual of the highest character and integrity, have experience at or demonstrated understanding of strategy/policy-setting and a reputation for working constructively with others.
2. Each Director should have sufficient time available to devote to the affairs of the Corporation in order to carry out the responsibilities of a Director.
3. Each Director should be free of any conflict of interest which would interfere with the proper performance of the responsibilities of a Director. This excludes from consideration: (i) officers of companies in direct or substantial competition with Rockwell Automation and (ii) major or potential major customers, suppliers or contractors.

SELECTION CRITERIA -- INSIDE DIRECTORS

As a matter of policy, a substantial majority of the Board shall be composed of outside Directors. The Chief Executive Officer is expected to be a Director. If there is a chief operating officer, the Board will consider whether it is appropriate for such person to be a member of the Board. Other members of senior management should not be on the Board.

CONTINUATION OF SERVICE

1. Directors are to retire or not stand for re-election at the meeting of shareholders immediately following their attainment of age 72.
2. An independent Director whose job responsibilities change meaningfully from those at the later of the time of initial appointment or most recent election is expected to offer to resign as a Director. Whether or not such offer will be accepted by the Board is a matter for discussion at that time.
3. A Chief Executive Officer who retires or resigns from that position is expected to offer to resign as a Director. Whether or not such offer will be accepted by the Board is a matter for discussion at that time. A former Chief Executive Officer serving on the Board will be considered an inside Director.