

# **THE CORPORATE EXECUTIVE BOARD COMPANY**

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

### **1. Purpose**

There shall be a committee of the Board of Directors (the Board) of The Corporate Executive Board Company (the Company) to be known as the Nominating and Corporate Governance Committee (the Committee). The purpose of the Committee is to identify and recommend to the Board for selection as director nominees individuals qualified to become Board members and to review, evaluate and recommend changes to the Company's Corporate Governance Principles.

### **2. Membership and Organization**

The Committee shall be composed of at least two directors, each of whom is free of any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment. For purposes hereof, "independent" will mean a director who meets the independence requirements of The Nasdaq Stock Market, Inc., as determined by the Board. Members of the Committee shall be appointed by the Board upon recommendation of the Committee. The Board shall designate one member of the Committee as chairperson or delegate the authority to designate a chairperson to the Committee.

### **3. Operations**

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, but at least twice each year, either in person or telephonically. The Committee will cause to be kept adequate minutes of all its proceedings, and shall promptly inform the Board of the actions taken or issues discussed at its meetings. This will generally take place at the Board meeting following a Committee meeting. The majority of the members of the Committee shall constitute a quorum.

### **4. Authority**

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

### **5. Responsibility**

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the Board and shareholders that the nominating and corporate governance practices of the Company are in

accordance with all requirements and are of the highest quality. The Committee's primary responsibilities include:

- a) Review and assess the development of the executive officers and to consider and make recommendations to the full Board of Directors on promotion and succession issues at such times as appropriate.
- b) Annually evaluating and reporting to the Board on the performance and effectiveness of the Board as a whole and its Committees.
- c) Periodically reviewing and assessing the contribution and independence of directors. In determining the independence of a Director, the Committee will apply the definition of "independent director" in the listing standards of the Nasdaq Stock Market, Inc.
- d) Making recommendations to the Board regarding the size and composition of the Board, establish procedures for the nomination process and identify and review the qualifications of potential nominees for the Board, including candidates recommended by shareholders.
- e) Annually presenting to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of shareholders.
- f) Recommending to the Board individuals to be elected by the Board as necessary to fill vacancies and newly created directorships.
- g) Reviewing directorships in other companies held by or offered to directors.
- h) Annually reviewing the composition of each committee and presenting recommendations for committee memberships to the Board as needed.
- i) Reviewing and making recommendations about changes to the charter of the Committee and the charters of other Board committees after consultation with the respective committee chairpersons.
- j) Recommending to the Board proposed changes to the Company's Certificate of Incorporation and Bylaws.