

DIGITAL INSIGHT CORPORATION
a Delaware corporation

**CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING
COMMITTEE
OF THE BOARD OF DIRECTORS**

1. **FORMATION.** The Board of Directors (the "Board") of Digital Insight Corporation, a Delaware corporation (the "Company"), has established a Corporate Governance and Nominating Committee (the "Committee") to assist the Board in fulfilling certain of the Board's oversight responsibilities. The Board hereby adopts this Charter of the Corporate Governance and Nominating Committee (the "Charter") to establish the governing principles of the Committee.

2. **PURPOSES.** The Committee shall be responsible for identifying, approving and recommending to the Board for nomination prospective members of the Board. The Committee may also recommend persons to serve on committees of the Board.

The Committee shall develop, adopt and administer principles of corporate governance for the Board and the Board's committees and shall develop and recommend for adoption by the Board a corporate code of ethics and business conduct.

3. **COMPOSITION AND QUALIFICATIONS.**

(a) **NUMBER OF MEMBERS**

The Committee shall be comprised of at least one member of the Company's Board. Subject to this Section 3, the exact number of members of the Committee shall be fixed and may be changed from time to time by resolution duly adopted by the Board.

(b) **APPOINTMENT**

Subject to this Section 3, the Board shall appoint the members of the Committee to serve at the pleasure of the Board. Members of the Committee may be removed by the Board for any reason and at any time. Vacancies on the Committee shall be filled by the Board. One member of the Committee shall be designated by majority vote of the members of the Board as the chairperson (the "Chairperson") of the Committee.

(c) **INDEPENDENCE**

All of the members of the Committee must be free from any relationship to the Company or its subsidiaries that, in the judgment of the Board, may interfere with the exercise of their independence from management of the Company. No member of the Committee shall be (i) an affiliated person of the Company, other than solely by virtue of his or her membership on the Board, or (ii) an officer or employee of the Company or any of its subsidiaries. Appointments to the Committee shall be consistent with standards of independence under applicable laws, regulations of the Securities and Exchange Commission and requirements for listing on the

Nasdaq Stock Market or such other national securities exchange as shall be the principal market for trading of the Company's securities.

4. **RESPONSIBILITIES AND AUTHORITY.**

(a) **CORPORATE GOVERNANCE.** The Committee shall:

- Develop and recommend for adoption by the Board a corporate code of ethics and business conduct (the "Code"). Among other matters, the Code shall establish standards as are reasonably designed to deter wrongdoing and to promote (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (ii) avoidance of conflicts of interest, including disclosure to an appropriate person or persons identified in the Code of any material transaction or relationship that reasonably could be expected to give rise to such a conflict; (iii) full, fair, accurate, timely, and understandable disclosure in reports and documents that a Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company; (iv) compliance with applicable governmental laws, rules and regulations; (v) the prompt internal reporting to an appropriate person or persons identified in the code of violations of the Code; and (vi) accountability for adherence to the Code;
- Periodically review the Code to ensure that it continues to serve its essential purposes and shall propose amendments or modifications as necessary or appropriate;
- Exercise oversight responsibility with respect to the Company's principles of corporate governance, and from time to time, make recommendations to the Board concerning corporate governance matters;
- Monitor and review the Company's succession plans for its chief executive officer, and make recommendations to the Board with respect thereto, and may make recommendations with respect to succession plans for other executive officer positions;
- Consider and resolve questions of possible conflicts between the interests of the Company and the interests of Board members or executive officers of the Company, including, without limitation, matters involving corporate opportunities of the Company; and
- Periodically review this Charter, and the charters of other Board committees and make recommendations to the Board with respect thereto.

(b) **NOMINATING RESPONSIBILITIES.** The Committee shall:

- Identify and evaluate individuals believed to be qualified to become, or in the case of incumbent directors, remain, Board members, consistent with the criteria approved by the Board, and to select, or recommend to the Board, the nominees to stand for election as directors at the annual meeting of stockholders, or, if applicable, at a special meeting of stockholders. In evaluating or recommending candidates, the Committee shall take into consideration the criteria approved by the Board and such other factors as it deems appropriate, which factors may include judgment, skill, diversity, experience with businesses and organizations of comparable size, the interplay of the candidate's experience with that of other Board members, and the extent to which the candidate would be a valuable addition to the Board and any committee(s) of the Board;
- Consider all candidates recommended by the Company's stockholders in accordance with the procedures set forth in the Company's bylaws and annual proxy statement. The Committee may also consider candidates proposed by management;
- From such identified and evaluated candidates, recommend prospective members of the Board as well as candidates to fill new positions or vacancies on the Board (including ones created by an increase in Board size), and review and report to the Board with its approval or disapproval of all candidates for positions on the Board, whether proposed by stockholders or otherwise;
- In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, make a recommendation to the Board as to the class of directors in which the individual should serve; and
- Identify and recommend Board members and nominees qualified to fill vacancies on any committee of the Board (including this Committee). In evaluating and nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including the consistency and interplay of the candidate's experience with that of other committee members.

The Committee may also make recommendations with respect to:

- Composition and the size of the Board;
- Criteria for Board membership, including, without limitation, issues of character, judgment, diversity, age, expertise, corporate experience and ownership of Company securities;

- Whether the Company should establish procedures or standards for evaluating the performance of Board members; and
- Membership on Board committees.

5. MEETINGS.

(a) FREQUENCY.

The Committee shall hold regular meetings on such days as it shall determine, at least two times per year. Special meetings of the Committee shall be held at the request of the Chairperson of the Committee or any two other Committee members.

(b) AGENDA.

Prior to each regularly scheduled meeting, the Committee members shall receive notice of, and an agenda for, the meeting. Other topics for discussion may be introduced at the meeting or by notice to the Chairperson at the request of any Committee member.

(c) PROCEDURES.

The Committee may adopt rules for its meetings and activities. In the absence of any such rules, the Committee actions shall be governed by the Company's Bylaws and applicable law, as applicable to Board meetings and activities. A quorum of the Committee shall be a majority of the members of the Committee.

(d) MINUTES AND REPORTING.

The Committee shall keep regular minutes of its meetings and report the same to the full Board when required. The Committee shall provide written reports to the Board regarding recommendations of the Committee submitted to the Board for action. The Committee shall review the Committee's own performance on an annual basis.

6. OUTSIDE ASSISTANCE.

The Committee shall have access to any information it requires to fulfill its duties and responsibilities. The Committee shall have the authority to engage or terminate search firms or consultants to aid the Committee in fulfilling its responsibilities and shall have authority to approve the compensation and terms of engagements of such firms or consultants. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to search firms or consultants employed by the Committee for purposes of aiding the Committee in fulfilling its responsibilities herein. The Committee shall be entitled to rely on the reasonable advice, report and recommendations of the search firms and consultants.