

Docucorp International, Inc.
Governance and Nominating Committee Charter

Committee Purpose

The Governance and Nominating Committee (“Committee”) is appointed by the Board of Directors of Docucorp International, Inc. (“Board”) to take a leadership role in shaping the corporate governance of the Company. This role includes recommending to the Board those directors to be placed in nomination for shareholder approval, recommendation of Board members for committee assignment, oversight of the Board’s guidelines for corporate governance and leading the Board in its annual review.

Committee Membership and Meetings

1. The Governance and Nominating Committee shall consist of such number of directors as may be designated from time to time by the Board of Directors, each of whom shall meet the “independence” requirements of pertinent Nasdaq listing standards and any other applicable regulatory requirements.
2. Committee members shall be elected by the Board at the annual organizational meeting of the Board of Directors and shall serve until their successors are duly elected and qualified. The Committee’s chairperson shall be designated by the full Board or, if it does not do so, the Committee members shall elect a Chairman by vote of a majority of the full Committee.
3. The Chairman of the Governance and Nominating Committee shall (a) chair all meetings of the Committee; (b) in consultation with the other members of the Committee, set the frequency and length of each meeting and the agenda of items to be addressed at each meeting; (c) coordinate an annual performance evaluation of the Board; and (d) perform such other activities as from time to time are requested by the other directors or as circumstances indicate.

Duties and Responsibilities

Overseeing Corporate Governance

1. The Committee shall develop and recommend to the Board a set of corporate governance principles applicable to the Company; and review and reassess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate.
2. The Committee shall review and recommend, as needed, possible candidates for Board membership consistent with the Board’s criteria for selecting new directors.
3. The Committee shall review and recommend to the Board re-nomination of incumbent directors.
4. The Committee shall review and recommend to the Board committee appointments.
5. The Committee shall recommend to the Board new member orientation and continuing education, as needed.
6. The Committee shall lead the Board in its annual performance evaluation, including soliciting comments from all directors, preparing a report to the Board with an assessment of the performance of the Board and making recommendations for improvements of the Board’s operations.
7. The Committee shall make reports to the Board, as necessary, on Committee activities.

Annual Assessments

8. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
9. The Committee shall conduct an annual evaluation of its performance.

Governance and Nominating Committee Charter, continued

Committee Resources

The Governance and Nominating Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

Governance and Nominating Committee Charter, continued

Approved by Board on March 18, 2003