

Charter of the Governance Committee of the Board of Directors

I. Governance Committee Purpose and Authority

The Governance Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities. The Governance Committee's primary purposes are:

- To promote the competence and integrity of the Company's Board of Directors, its executive management team, and through them the competence and integrity of the Company itself.
- To promote the incorporation of checks and balances in corporate governance processes and policies.
- To encourage diligence in the observance of the highest standards of ethics and integrity.
- To empower the executive management of the Company to act in accordance with the highest standards of ethics and integrity.
- To promote individual responsibility and accountability, both for the ethical behavior of individual employees and for the ethical behavior of the Company as a whole.

The Governance Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities. The Committee has direct access to MetaSolv's legal counsel and its independent auditors, as well as access to anyone in the Company. The Governance Committee has the ability to retain and terminate, at the Company's expense, search firms relating to director candidates, and special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties, and to approve applicable fees and other retention terms.

II. Governance Committee Composition and Meetings

Governance Committee members shall meet the requirements, if any, of the NASD, and any other exchange on which the Company authorizes its securities to be traded. The Governance Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be an independent nonexecutive director, free from any relationship that would interfere with the exercise of his or her independent judgment.

Governance Committee members shall be appointed by the Board. If a Governance Committee Chair is not designated or present, the Committee may designate a Chair.

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Committee shall meet privately in executive session at least annually, to discuss any matters that the Committee deems appropriate. In addition, the Committee, or at least its Chair, should communicate with management quarterly to review the Company's governance status and any significant findings based upon established review procedures.

III. Governance Committee Responsibilities and Duties

1. Review and reassess the adequacy of this Charter annually. Certify in writing the adequacy of this Charter and its implementation, as required by the NASD and any other exchange on which the Company authorizes its securities to be traded, and in any event not less often than annually. Submit the charter to the Board of Directors for approval and have the document published in accordance with SEC regulations.
2. Review and reassess annually the following Company policies:
 - Insider Trading Policy
 - Corporate Disclosure Policy
 - Legal Department policies relating to reporting of material violations of securities laws and fiduciary obligations
 - CFO and Controller Code of Ethics
 - Code of Business Ethics

And discuss annually with management its establishment and oversight of Company policies to further support the Company's effective commitment to effective governance.

3. Review annually, and advise and report to the Board on the structure, organization, performance, and effectiveness of the Board as well as on the qualifications and compensation of Directors.
4. Review Committee charters annually to ensure they reflect commitment to effective governance.
5. Develop and recommend to the Board, and review annually, a statement of MetaSolv's Corporate Governance Policies.
6. Review, advise and report to the Board on the structure, organization, performance, and effectiveness of the Board and its Committees as well as on the qualifications and compensation of Directors, including

but not limited to standards and applications of standards relating to determinations of who is an “independent” director.

7. Assist the Board of Directors by identifying, attracting, and recommending qualified candidates for Board membership.
8. Administer the resignation of Directors from the Board.
9. Review and recommend Director nominations for re-election to a new term.
10. Assist the Board of Directors by attracting, recommending and selecting qualified candidates for successor to the CEO of the Company, where such position needs to be filled. Consult with and support executive management concerning the identification, attraction and selection of qualified candidates for other executive officer positions within the Company; ratify and approve the retention of appropriate, qualified candidates for such other executive officer positions as they may be presented by the CEO.
11. Require the Company’s CEO to certify on an annual basis that he or she is not aware of any material departure by the Company from its Corporate Governance Principles. Discuss annually with management its establishment and oversight of Company policies to support the Company’s effective commitment to effective governance.
12. On at least an annual basis, the Committee shall review with the Company’s counsel the Company’s compliance with applicable laws and regulations, inquiries received from regulators or governmental agencies and legal matters, to the extent they may involve misconduct or, illegal or unethical behavior by corporate officers or directors.
13. Review and recommend continuing education programs for directors of the Company that support the Committee’s objective to promote the competence and integrity of the Board and its members.
14. Wherever reasonably possible and consistent with the purposes of the Committee, consult with the CEO on the various activities, decisions and recommendations described in this charter.