

PER-SE TECHNOLOGIES, INC.
GOVERNANCE COMMITTEE CHARTER
(as adopted on 1/20/00; revised 2/17/05)

The Governance Committee has been established to provide for, in conjunction with the Board, regular evaluation of the performance, independence, qualification and integrity of the Board. The purpose of such evaluation is to assure that the Company's corporate governance policies and procedures facilitate the creation of long-term shareholder value. The Committee shall also be responsible for recommending to the Board a slate of director nominees for election at the Company's Annual Meeting of Stockholders.

A. Duties of the Committee.

1. In consultation with management of the Company, develop criteria for Board membership and make recommendations to the Board concerning adoption of such criteria, including, but not limited, to:

- a. business background and financial literacy; and
- b. industry, technical and functional expertise related to Company's products and services.

2. In consultation with management of the Company, develop guidelines for Board composition, including, but not limited to, recommendations as to:

- a. size of the Board;
- b. mix of inside and independent directors;
- c. composition of the Board, including men and women of different ethnic backgrounds;
- d. avoiding potential conflicts of interest;
- e. age requirements; and
- f. term limits.

3. Develop and maintain a pool of qualified candidates for Board membership. The Committee shall consider candidates proposed by an executive officer or director, as well as candidates recommended by a stockholder if the stockholder recommendation is submitted in accordance with the procedures for submitting director nominees set forth in the Company's By-laws.

4. After consultation with each incumbent director to determine if such director desires to seek reelection, recommend to the Board annually a slate of candidates for election to the Board at the ensuing Annual Meeting of Stockholders, recommend to the Board individuals to serve on the various committees of the Board, recommend a chair for each committee of the Board to be appointed by the Independent Directors of the Board, and review annually the standing committees of the Board and make recommendations as to the continuation of existing committees, the creation of additional committees and the size and composition of each committee of the Board.

5. Organize and conduct annually, with the Board's participation, a self-evaluation of the performance of the Board and each committee of the Board, including a review of the charter of each committee to determine if changes are advisable or desirable and a review of the Company's Certificate of Incorporation and By-laws; provided, however, that such self-evaluation need not consist of or include a formal scoring process.

6. Review any stockholder proposal for presentation to the Annual Meeting of Stockholders and recommend to the Board a response to any such proposal.

7. When vacancies in the Board occur, in consultation with management review and assess the size of the Board to determine whether to fill the vacancy and, if so, to make a recommendation to the Board.

8. Review the Company's corporate governance policies and procedures and recommend amendments to the Board.

B. Organization.

1. The Committee shall consist of at least three members of the Board, each of whom shall be an Independent Director under applicable Nasdaq rules.

2. The Committee will determine its own rules and procedures and shall meet at least twice annually. The Chair of the Committee may call meetings at any time.

3. A majority of the members of the Committee will constitute a quorum for the transaction of business.

4. Any action required or permitted to be taken by the Committee may be taken by the Committee without a meeting if such action is taken by all members of the Committee and evidenced by a written consent executed by each member of the Committee.

5. The Chair of the Committee shall be designated by the Board.

6. The Secretary of the Company, or other designee as requested by the Chair of the Committee, will act as the Secretary of the Committee, will attend all meetings, keep minutes of the proceedings of the Committee, advise the members of all meetings called, arrange with the Chair of the Committee for the preparation and distribution of the agenda and any materials to be presented to the Committee, at the direction of the Chair of the Committee make necessary logistical arrangements for each meeting and carry out other functions as may be requested or assigned from time to time by the Committee.

C. Duties of Chair.

1. The Chair of the Committee will preside, if present, at all meetings of the Committee.

2. The Chair of the Committee will present the Committee's recommendations to the Board for its approval and will, to the extent appropriate, report to the Board on the Committee's deliberations and actions.

D. Other Authority.

The Committee shall have the authority, in its discretion, to call upon the Chairman of the Board and senior management of the Company to provide such assistance from employees of the Company and its subsidiaries as necessary and appropriate to enable the Committee to fulfill its duties. The Committee shall also have the authority, in its discretion and at the Company's expense, to retain its own consultants or advisers as deemed necessary or appropriate to fulfill its duties.