



SI INTERNATIONAL, INC.

CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

ORGANIZATION

The Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of SI International, Inc., a Delaware corporation (the “Company”), shall consist of at least three (3) members of the Board. No Committee member shall be an employee of the Company and each member shall be “independent” as such term is defined below. The members of the Committee and the Committee chairperson shall be appointed by the Board.

An “independent” director is a person other than an officer or employee of the Company or its subsidiaries or any other individual having a relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

In addition, the following persons will not be considered “independent.”

a director employed by the Company or by any parent or subsidiary of the Company within the past three years;

a director who accepted or has a “family member” who accepted any payments from the Company or any parent or subsidiary of the Company in excess of \$60,000 during the current fiscal year or in any of the past three fiscal years, other than compensation for board or board committee service, payments arising solely from investments in Company securities, compensation paid to a “family member” who is a non-executive employee of the Company or any parent or subsidiary of the Company, benefits under a tax-qualified retirement plan, or loans permitted to directors and executive officers under Section 13(k) of the Securities Exchange Act;

a director who is a “family member” of an individual who is, or has been within the past three years, employed by the Company or by any parent or subsidiary of the Company as an executive officer;

a director who is, or has a “family member” who is, a partner in, or a controlling shareholder or an executive officer of, any organization to which the Company made, or from which the Company received, in the current fiscal year or in any of the past three fiscal years, payments for property or services that exceed 5% of the recipient’s consolidated gross revenues for that year, or \$200,000, whichever is more, other than payments arising solely from investments in Company securities and payments under non-discretionary charitable contribution matching programs;

a director of the Company who is, or has a “family member” who is, employed as an executive officer of another entity where any of the executive officers of the Company serve on the compensation committee of such entity, or if such relationship existed in any of the past three years; and

a director who is, or has a “family member” who is, a current partner of the Company’s independent auditor, or was, or has a “family member” who was, a partner or employee of the

Company's independent auditor who worked on the Company's audit at any time within the past three years.

As referred to above, the term "family member" means a person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home.

STATEMENT OF POLICY

The purpose of the Committee shall be to (i) oversee all aspects of the Company's corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify, review and evaluate candidates to serve as directors of the Company; (iv) serve as a focal point for communication between such candidates, non-committee directors and the Company's management; (v) recommend such candidates to the Board; and (vi) make such other recommendations to the Board regarding affairs relating to the directors of the Company, including director compensation.

OPERATING PRINCIPLES AND PROCESSES

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- *Communication*—Regular and meaningful contact throughout the year with the Chairman of the Board, other committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee's knowledge of relevant current and prospective corporate governance issues.
- *Committee Education/Orientation*—Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company will enhance the effectiveness of the Committee.
- *Resources*—The Committee shall be authorized to access such internal and, in consultation with senior management, external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as executive search firms to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement, at the Corporation's expense, of such outside resources. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.
- *Reporting to the Board of Directors*—The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.

RESPONSIBILITIES

The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

- *Director Nominations*—The Committee, in consultation with the Chairman and Chief Executive Officer, has the primary responsibility for establishing criteria for Board membership and

identifying, evaluating, reviewing and recommending qualified candidates to serve on the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements.

The Committee shall also have the primary responsibility for evaluating, reviewing and considering the recommendation for nomination of current directors for reelection to the Board. The selection of nominees for director to be presented to the stockholders for election or reelection, and the selection of new Directors to fill vacancies and newly created directorships on the Board, shall be made by the full Board based on the recommendations of the Committee; provided that the selection and nomination of any directors to be selected by the holders of any class of the Company's preferred stock, if any, will not be subject to the selection or nomination process of the Committee.

The Committee shall also have the primary responsibility for evaluating, reviewing and considering the recommendation for nomination of directors by shareholders of the Company made in accordance with the procedures set forth in the Bylaws of the Company. The Committee shall also recommend to the Board any amendments to the Bylaws of the Company relating to the procedures for stockholders of the Company to submit director nominations that the Committee determines are necessary and advisable.

- *Board Committee Nominations*—The Committee, in consultation with the Chairman and the Chief Executive Officer, and after due consideration of the wishes, independence and experience of the individual directors and independence and experience requirements in accordance with the listing standards, the rules and regulations of the Securities and Exchange Commission and applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee.
- *Board Size*—The Committee, in consultation with the Chairman and the Chief Executive Officer, shall recommend to the Board increasing or decreasing the size of the Board in light of the operating requirements of the Company.
- *Removal of Directors*—The Committee, in consultation with the Chairman and the Chief Executive Officer, shall recommend to the Board the removal of any directors from the Board or committees of the Board.
- *Continuing Education*—The Committee shall ensure that directors are provided with the opportunity at the Company's cost, to participate in continuing education programs that are relevant to their service on the Board.
- *Code of Ethics* —The Committee shall review management's monitoring of the Company's compliance with the Company's Code of Ethics and ensure that management has the proper corporate compliance programs in place to satisfy legal requirements. The Committee shall also review periodically, both independently and with the Company's legal counsel, in light of changing conditions, new legislation, regulations and other developments, the Company's Code of Ethics and making recommendations to the Board with respect to adoption and/or modification of such policies as appropriate.
- *Procedures for Information Dissemination*—The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary

or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis. The Committee shall also consider and make recommendations to the Board regarding ways to enhance services to and improve communications and relations with stockholders.

- *Review of Legal Matters* – The Committee shall consider and approve, if appropriate, major changes to the Company’s legal principles and practices as suggested by outside counsel, management, or the internal legal personnel. The Committee should review with the Company’s counsel, legal compliance matters including corporate securities trading policies; the activities, organizational structure, and qualifications of the internal legal department and any legal matter that could have significant impact on the Company’s financial statements.

MEETINGS

The Committee will hold at least one regular meeting per year and additional meetings as the Committee deems appropriate. The President, Chief Executive Officer, Chairman of the Board and Chief Financial Officer may attend any meeting of the Committee, except for portions of the meetings where his, her or their presence would be inappropriate, as determined by the Committee.

This charter will be made available on the Corporation’s website at www.si-intl.com.

Initially adopted: October, 2002

Last revised: March 4, 2005