

Nomination/Governance Committee

Overview

The Nomination/Governance Committee evaluates the Board of Directors and reviews potential candidates so that the Board's composition skill and experience is consistent with Analysts International's overall requirements and corporate vision. The Committee also oversees the development, review and revision of Analysts International's corporate governance standards and codes of conduct. The Committee is comprised of five non-employee directors who are defined as independent by the rules and regulations of Nasdaq and the Securities and Exchange Commission.

Roles and Responsibilities

The Committee oversees the policies and processes for evaluating all Board members, including the Chairperson, as well as overseeing the organization, membership and evaluation of Board committees. The Committee reviews the skills composition of the board and makes recommendations as to the reelection of current members and identification of qualified candidates to become Board members.

The Committee evaluates all director candidates for minimum qualifications and considers the following factors:

1. The appropriate size and diversity of the Board of Directors.
2. The needs of the Board with respect to the particular talents and experience of its directors.
3. The nominee's knowledge, skills and experience, including experience in the industry in which Analysts International operates, business, finance, management or public service, in light of prevailing business conditions and the knowledge, skills and experience already possessed by other members of the Board.
4. The nominee's familiarity with domestic and international business matters.
5. The nominee's experience with accounting rules and practices.
6. The nominee's appreciation of the relationship between Analysts International's business and Analysts International's industry and business in general.
7. The balance between the considerable benefit of board continuity and the periodic injection of fresh perspective provided by new members.

Membership

The members of the Nomination/Governance Committee for 2004-2005 are: Chairman Robb L. Prince, Krzysztof K. Burhardt, Willis K. Drake, Michael B. Esstman and Margaret A. Loftus.