

CERIDIAN

Charter of the Nominating and Corporate Governance Committee

I. Purpose.

The Board of Directors has responsibility for the overall governance of the Company. The role of the Nominating and Corporate Governance Committee is to identify individuals qualified to become members of the Board, to recommend Director nominees for each annual stockholders meeting and nominees for election to fill any vacancies on the Board and to address related matters. The Committee shall also develop and recommend to the Board corporate governance principles applicable to the Company and be responsible for leading the annual review of Board performance. The Committee reports to the Board of Directors of the Company.

II. Composition and Organization.

The Nominating and Corporate Governance Committee shall consist of at least three directors appointed by the Board, one of whom shall be appointed as Chair of the Committee. All members of the Committee shall meet the independence requirements of applicable law and the listing requirements of The New York Stock Exchange.

The Committee may delegate any of its responsibilities and duties to one or more subcommittees comprised of members of the Committee.

III. Responsibilities and Duties.

The Committee shall:

1. Review, at least annually and more frequently as may be necessary, the composition of the Board in terms of experience, expertise, and special knowledge required for the effective discharge of the Board's responsibilities.
2. Review, at least annually and more frequently as may be necessary, the organization of the Board in terms of Board procedures, the size and membership of the Board, and the structure, membership and charters of the Board Committees, both standing and ad hoc, and to recommend to the Board the adoption of any changes the Committee believes necessary or desirable.
3. Recommend to the Board criteria for selecting new Directors, which shall reflect at a minimum any requirements of applicable law and the NYSE listing standards, as well as a candidate's strength of character, judgment, business experience, specific areas of expertise, factors relating to the composition of the Board (including its size and structure) and principles of diversity.

4. Seek out suitable candidates to fill vacancies on the Board, or to provide needed additional experience, expertise, and special knowledge as may be required.
5. Evaluate the qualifications of potential candidates, including stockholder nominees, and recommend to the Board the election of qualified persons to fill vacancies or additional seats on the Board.
6. Recommend to the Board those persons to be designated as the Board's nominees for election as directors at the next annual meeting of the Company's stockholders. The names of those persons so nominated by the Board shall be placed in nomination at the annual meeting of stockholders by the Chairman of the Committee or, in his or her absence, another member of the Committee.
7. Develop and recommend to the Board a set of corporate governance principles applicable to the Company addressing, among other matters, the size, composition and responsibilities of the Board and its committees, including its oversight of management and consultants with management. The corporate governance guidelines shall be reviewed not less frequently than annually by the Committee, and the Committee shall make recommendations to the Board with respect to changes to the guidelines.
8. Oversee the annual evaluation of the performance of the Board, which shall be conducted at such time and in such manner as the Committee shall determine. The evaluation of management of the Company shall be performed by the Compensation and Human Resources Committee, or such other Committee of the Board comprised of all independent directors as the Board may determine.
9. From time to time, recommend to the Board appropriate methods and rates of director compensation.
10. Evaluate the Committee's performance on an annual basis and develop criteria for such evaluation.
11. Periodically review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.
12. Maintain minutes of meetings and periodically report to the Board regarding the status and disposition of the above matters.
13. Carry out such other duties that may be delegated to it by the Board from time to time.

In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may retain outside consultants to advise the Committee. The Committee shall have the ultimate authority and responsibility to engage or terminate

any outside consultant with respect to the identification of director candidates and the nomination of its members to the Board and to approve the terms of any such engagement and the fees of any such consultant. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.

Adopted by:

Nominating and Corporate Governance Committee: January 27, 2004.
Board of Directors: January 27, 2004.