

**Duties and Responsibilities of the
Nominating/Corporate Governance Committee**

Adopted November ___, 2002

Purpose

The Nominating/Corporate Governance Committee (the “Committee”) shall assist the Board of Directors (the “Board”) of Franklin Covey Co. (the “Company”) by: (i) identifying individuals who are qualified and willing to become Board members; (ii) recommending that the Board nominate as many identified individuals as needed for appointment as a director for each annual Company shareholder meeting; (iii) ensuring that the Audit, Compensation and Nominating/Corporate Governance Committees of the Board are comprised of qualified and experienced “independent” directors; (iv) developing and recommending succession plans for the Chief Executive Officer; and (v) developing corporate governance policies and procedures applicable to the Company and recommending that the Board adopt said policies and procedures. “Independent” for purposes of this Charter means a director who satisfies the applicable independent requirements of the Securities and Exchange Commission (“SEC”), The New York Stock Exchange and any other regulatory requirements.

Organization

The Committee shall consist of three or more independent directors elected by the Board at each annual meeting of the Board, and shall serve until their successors are appointed and qualify. A Committee member shall be deemed “independent” if he or she satisfies the requirements of the New York Stock Exchange (NYSE) and Section 10A of the Securities Exchange Act of 1934, as amended by the Sarbanes-Oxley Act of 2002 (the “Act”). The Committee’s chairperson (the “Chairperson”) shall be designated by the Board in accordance with its bylaws.

The Committee may form and delegate authority to subcommittees as it deems necessary.

Meetings

The Chairperson shall preside at each Committee meeting and, in consultation with the other members of the Committee, set the frequency and length of, and the agenda of items to be addressed at each meeting. The Chairperson shall circulate each agenda to all Committee members prior to the applicable meeting.

Responsibilities

The Committee shall advise and assist the Board on corporate governance matters. In assisting the Board, the Committee shall, among other things: (i) develop and recommend the Board adopt Corporate Governance Guidelines (“Guidelines”), review the Guidelines annually, and recommend the Board adopt any changes deemed appropriate; (ii) determine the appropriate number of directors to serve on the Board, making certain a majority of the directors are independent in accordance with all applicable laws and regulations; (iii) annually evaluate the performance of the Board, the Committees of the Board and each director; and (iv) annually recommend a slate of nominees to the Board with respect to nominations for the Board at the annual meeting of the Company's stockholders.

The Committee shall also recommend to the Board (a) committee member appointments and removals, (b) committee structure and operations (including authority to delegate to subcommittees), and (d) committee reporting to the Board. The Committee shall maintain an orientation program for new directors and a continuing education program for all directors.

The Committee will work with the Board and the Company’s CEO to develop a plan for CEO succession and report annually to the Board on the succession plan.

The Committee will annually review and reassess the adequacy of this Charter and recommend the Board adopt any proposed changes.

The Committee shall perform any other activities required by the Company's By-laws and applicable laws and regulations.

Authority

The Committee shall have the authority, without Board approval, to obtain advice and seek assistance, at the Company’s expense, from internal or external legal, accounting or other advisors. The Committee shall have the sole authority to retain, at the Company’s expense, and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms.

Disclosure of Charter

This Charter will be made available on the Company's website at "www.franklincovey.com".