

SPHERION CORPORATION
Charter of the Nominating Committee of the Board of Directors
(As of May 2005)

I. PURPOSE

The purpose of the Nominating Committee (the “Nominating Committee”) of the Board of Directors of Spherion Corporation (the “Company”) is to review and make recommendations to the Board of Directors concerning: (i) the size and composition of the Board of Directors; and (ii) selection of candidates for election to the Board of Directors.

II. COMMITTEE COMPOSITION

A. The Nominating Committee will be comprised of at least two members, consisting solely of independent directors. A director will be considered “independent” if he or she meets the requirements for independence set forth in the rules of the New York Stock Exchange.

B. The members of the Nominating Committee will be appointed by the Board of Directors and may be removed by the Board at anytime. A member will serve until either: (i) his or her successor is appointed; (ii) until his or her resignation from the Nominating Committee; (iii) until his or her position on the Nominating Committee is eliminated due to a reduction in the size of the Nominating Committee; (iv) until he or she is removed from the Nominating Committee; (v) until his or her death; or (vi) until his or her service on the Board of Directors terminates. The chairperson of the Nominating Committee will be the member of the Nominating Committee appointed to serve in such capacity by the Board of Directors from time to time.

III. MEETINGS AND REPORTS

The Nominating Committee will meet as frequently as the Nominating Committee deems necessary, but the Nominating Committee will meet at least annually. Meetings of the Nominating Committee may be called by or at the request of the Chairman of the Board of Directors, the chairperson of the Nominating Committee, or otherwise as provided in the by-laws of the Company. The Nominating Committee will report periodically to the Board of Directors regarding the Nominating Committee’s activities. In addition, the Nominating Committee shall conduct an annual performance self-evaluation.

IV. SPECIFIC RESPONSIBILITIES AND AUTHORITY

The specific responsibilities of the Nominating Committee are as follows:

1. Develop and recommend to the Board of Directors for adoption guidelines for selecting candidates for election to the Board of Directors, and periodically review such guidelines and recommend to the Board of Directors for adoption amendments to such guidelines

that the Committee deems necessary or appropriate. A copy of such guidelines are attached hereto as Appendix A.

2. Identify, as necessary, new candidates who are qualified for Board membership in accordance with the guidelines adopted by the Board of Directors.
3. Review the qualifications of all candidates proposed for Board membership, including any candidates nominated by shareholders in accordance with the Company's by-laws, in light of the guidelines adopted by the Board of Directors.
4. Annually recommend to the Board of Directors the nominees to stand for election at the Annual Meeting of Stockholders of the Company and, as necessary or deemed appropriate, recommend nominees to fill vacancies on the Board of Directors.
5. Develop and periodically review succession plans for the directors and periodically report to the Board of Directors on these matters.
6. Undertake such additional activities within the scope of the purpose of the Committee as the Committee or the Board of Directors may from time to time determine.

V. DELEGATION; USE OF ADVISORS

The Nominating Committee may delegate authority with respect to such of its functions to such officers of the Company or to a subcommittee as it may deem appropriate from time to time. In the course of fulfilling its duties, the Nominating Committee has the sole authority to retain its own independent advisors in its sole discretion, including the sole authority to retain any search firm to be used to identify director candidates, and to approve the fees and other retention terms of any advisor or search firm and to terminate such advisor or search firm.

APPENDIX A

GUIDELINES FOR SELECTING BOARD CANDIDATES

In considering possible candidates for election as a director, the Nominating Committee and the other directors should recognize that the contribution of the Board of Directors will depend not only on the character and capacities of the directors taken individually but also on their collective strengths, and should consider the following guidelines.

The Board of Directors should be composed of:

1. Directors who will bring to the Board a variety of experience and backgrounds.
2. Directors who will form a central core of business executives with substantial senior management experience and financial expertise.
3. Directors who will represent the balanced, best interests of the shareholders as a whole and the interests of the Company's stakeholders, as appropriate, rather than special interest groups or constituencies.
4. A majority of directors who are independent. A director is "independent" if he or she meets the requirements for independence set forth in the rules of the New York Stock Exchange.
5. Qualified individuals who reflect a diversity of experience, gender, race and age.

Each director should:

1. Be an individual of the highest character and integrity and have an inquiring mind, vision and the ability to work well with others.
2. Be free of any conflict of interest which would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director.
3. Possess substantial and significant experience which would be of value to the Company in the performance of the duties of a director.
4. Have sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a director.