

**BOARD OF DIRECTORS
NOMINATING AND GOVERNANCE
COMMITTEE CHARTER**



February 2004

www.navigantconsulting.com

There shall be a committee of the Board of Directors that shall be called the Nominating and Governance Committee.

I. Nominating and Governance Committee Purpose

The Nominating and Governance Committee (the “Committee”) shall (1) identify individuals qualified to become Board members, and recommend that the Board appoint such directors or select the director nominees for election at the next annual meeting of shareholders, and (2) develop and recommend to the Board the corporate governance principles applicable to Navigant Consulting, Inc. The Committee shall perform all functions related to corporate organization and corporate governance previously within the purview of the Compensation and Organization Committee.

II. Committee membership and Procedure

The Committee shall consist of no fewer than three members. Each member of the Committee shall satisfy applicable independence requirements of the New York Stock Exchange and the securities laws. The Board shall appoint the members of the Committee and designate the Chair of the Committee, considering the views of the Chairman and Chief Executive Officer, as appropriate. The members of the Committee shall serve until their successors are appointed and qualify. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to such new members satisfying applicable independence requirements. Except as expressly provided in this Charter, the Articles of Incorporation, By-Laws, and Corporate Governance Guidelines, the Committee may fix its own rules of procedure.

III. Committee Authority and Responsibilities

1. The Committee shall have the specific responsibilities and duties set forth below. The Committee shall also carry out any other responsibilities delegated to it by the Board from time to time and as may be required by changing business, legal or other conditions. The following shall be the Committee’s principal responsibilities:
2. The Committee shall develop qualification criteria for Board members, and actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board.

3. The Committee shall have the sole authority to retain, as appropriate, and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
4. The Committee shall oversee the evaluation of the Board and the Company and make recommendations to the Board, as appropriate. In carrying out these responsibilities, the Committee will coordinate with other Board committees to avoid unnecessary duplication.
5. The Committee shall review and assess at least annually the adequacy of the Corporate Governance Guidelines and shall recommend any proposed changes to the Board for approval. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.
6. The Committee shall review annually, or more often if appropriate, committee members as follows: (1) qualifications and requirements; (2) committee structure (including authority to delegate); and (3) committee performance (including reporting to the Board).
7. The Committee shall review and approve the Company's Code of Business Standards and Ethics and consider all requests for waivers, as required under the Sarbanes-Oxley Act of 2002 and NYSE rules. The Company's General Counsel shall be responsible for promptly and appropriately reporting any such waivers to the SEC or other appropriate authorities in accordance with applicable legal requirements.
8. The Committee shall make regular reports to the Board.
9. The Committee may form and delegate authority to subcommittees when appropriate.

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