

# **AGILYSYS, INC.**

## **Nominating and Corporate Governance Committee Charter**

**(Amended and Restated as of January 25, 2005)**

### **Mission Statement**

**The purpose and mission of the Nominating and Corporate Governance Committee of the Board of Directors of Agilysys, Inc. (the “Company”) is to assist the Board of Directors in (1) the identification and nomination of qualified individuals for election to the Board of Directors; (2) assessment and evaluation of Board effectiveness and oversight of Board development programs; and (3) the establishment, implementation and oversight of the Company’s governance programs and policies.**

### **Composition**

The Nominating and Corporate Governance Committee (the “Committee”) shall be comprised of three or more directors, all of whom in the judgment of the Board of Directors are independent (in accordance with applicable rules and regulations of the Securities and Exchange Commission and applicable stock exchange listing requirements) and free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment as a Committee member. The Committee shall include as members the chairpersons of the Audit Committee and the Compensation Committee of the Company’s Board of Directors.

### **Principal Functions**

The Committee shall be responsible for the following:

1. Director Nomination and Resignation.
  - Develop and recommend to the Board of Directors specific guidelines and criteria for identifying and selecting nominees to the Board of Directors.
  - Review the qualifications of, and recommend to the Board of Directors, individuals to be nominated for membership on the Board of Directors.
  - Review qualifications of incumbent Directors in determining whether to recommend them for re-election to the Board.
  - Recommend to the Board removal of a Director where appropriate.
  - Develop a pool of potential director candidates for consideration in the event of a vacancy on the Board of Directors.

- Review and consider Directors' offers of resignation due to change in circumstances, as provided for in the Company's Corporate Governance Guidelines.
2. Board Development and Evaluation.
- Develop and recommend to the Board of Directors for its approval a bi-annual evaluation process for the Board, including its committees and the Chairman.
  - Oversee the evaluation process for the Board, its committees and the Chairman.
  - Develop guidelines for continuing education of Directors.
  - Develop and oversee implementation of new Director orientation programs.
3. Corporate Governance
- Review Directors' status as independent directors under applicable laws, regulations and stock exchange standards, and report to the Board regarding such status for the Board's use in establishing Director independence.
  - Solicit CEO recommendations for directors to serve as members of each committee.
  - Develop and recommend to the Board a set of corporate governance principles applicable to the Company, and review such principles annually for compliance with applicable laws, rules and regulations.
  - Oversee the Company's development and implementation of the Company's Code of Business Conduct; monitor the Company's compliance with the Code of Business Conduct, including confirmation that appropriate reporting and investigative processes are in place; and report periodically to the Board regarding the Company's compliance with the Code of Business Conduct.
  - Ensure that the process of succession planning is adequately and appropriately initiated and managed.
  - Review and provide guidance to the Board on shareholder proposals.
  - Develop and oversee the Company's policy regarding communications received from shareholders directed to the Board.
  - Review annually and assess the adequacy of this Charter and recommend any proposed changes to the Board of Directors.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as it may deem appropriate in its sole discretion. The committee shall also have the authority, in its sole discretion, to retain, terminate and obtain advice, reports or opinions from search firms or other internal or outside advisors and legal

counsel in the performance of its responsibilities, and shall have the sole authority to approve related fees and retention terms.

### **Meetings**

The Committee will meet as often as necessary to carry out its responsibilities, but in any event, no less than three times each year. Meetings shall be called by the Chairman of the Committee. All meetings of the Committee will be held pursuant to the Code of Regulations of the Company. Reports of meetings of the Committee shall be made to the Board of Directors at its next regularly scheduled meeting following the Committee meeting. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board of Directors.