

BRIGHT HORIZONS FAMILY SOLUTIONS, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating and Governance Committee of the Board of Directors (the "Committee") of Bright Horizons Family Solutions, Inc. (the "Company") is to provide assistance to the Board of Directors in identifying and recommending individuals qualified to serve as directors of the Company, to review the composition of the Board of Directors, to monitor the corporate governance practices and suggest applicable revisions to the Company's Corporate Governance Guidelines and to evaluate periodically the performance of the Board of Directors. The Committee shall report on its activities periodically to the Board of Directors and shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors.

Powers and Duties

The function, powers and duties of the Committee are as follows:

1. Identify qualified individuals to serve as members of the Company's Board of Directors. In identifying candidates for membership on the Board of Directors, the Committee shall take into account many factors, including general understanding of market, finance and other elements relevant to the success of a publicly-traded company in today's business environment, understanding of the Company's business, and diversity, skills, and educational and professional background. The Committee also may consider the extent to which the candidate would fill a present need on the Board of Directors.
2. Review the qualifications and performance of incumbent directors, including past attendance at meetings and participation in and contributions to Board activities, to determine whether to recommend them to the Board of Directors as nominees for reelection.
3. Review and consider candidates who may be suggested by any director or executive officer of the Company, or by any stockholders of the Company if made in accordance with the Company's certificate of incorporation, bylaws, stated procedures and applicable law.
4. Recruit and recommend to the Board of Directors qualified nominees for new or vacant positions on the Company's Board of Directors.
5. Review and recommend to the Board of Directors, after consulting with the Chairman of the Board and the Chief Executive Officer, directors to serve as members of the various committees of the Board of Directors, and to select committee chairs.
6. Review considerations relating to board composition, including size of the board, term and age limits, and the criteria for membership on the Board of Directors.
7. Review annually and consider matters related to the Company's Corporate Governance Guidelines, including those relating to the structure and operations of the Board of Directors. The Committee shall recommend changes to the Company's Corporate Governance Guidelines as necessary.

8. Make such recommendations to the Board of Directors as the Committee may consider appropriate and consistent with its purpose, and take such other actions and perform such services as may be referred to it from time to time by the Board of Directors.

Composition of Committee

The Committee shall be comprised of not less than two Board members, including a Committee Chairman, designated by the Board of Directors, each of whom shall be independent within the meaning of the listing standards set forth by the Nasdaq Stock Market and any other applicable laws, rules, or regulations. The members of the Committee may be removed by the Board of Directors.

Meetings

The Committee shall meet at least annually and more frequently as necessary or appropriate, as determined by the Committee Chairman. The Committee Chairman, in consultation with management, will set meeting times and develop a Committee agenda. Special meetings of the Committee may be called on one-day notice by the Chairman of the Board or the Committee Chairman. A majority of the Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at the meeting; provided that the Committee may form and delegate authority to subcommittees or members when appropriate. Any director may attend and participate in discussions of the Committee, but formal action will only be taken through the vote of Committee members. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board.

Committee Access and Resources

In carrying out its responsibilities, the Committee shall have access to all the Company's books, records, directors, officers, employees and accountants. The Committee shall have the authority to consult with the Company's counsel. It shall also have the authority to employ any legal counsel or other advisor, including any compensation consultant, investment banker or other independent consultant, of its selection, at the Company's expense, should the Committee deem it appropriate or desirable to do so.