

## **CDI CORP.**

### **GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

#### **PURPOSE**

The Governance and Nominating Committee (“the Committee”) oversees matters relating to Board organization and composition, regulatory compliance, and evaluations of Board and executive management effectiveness. It is responsible for identifying qualified Board candidates and recommending their nomination for election to the Board as well as for recommending the slate of nominees for election to the Board at each annual meeting of shareholders. The Committee is also responsible to review executive succession planning and executive recruiting strategies and processes and for recommending procedures that will assure a smooth and orderly CEO transition when the need arises. Finally, the Committee is responsible for developing and recommending a set of Corporate Governance Principles for adoption by the Board and for recommending from time to time such changes to these Principles as may be appropriate.

#### **COMPOSITION OF THE GOVERNANCE COMMITTEE**

The Governance Committee will be appointed by the Board and will consist of three or more Directors who qualify as independent directors under the New York Stock Exchange listing standards, applicable laws and regulations and any independence standards that may be adopted by the Board. The Board may remove any Committee member at any time.

#### **QUORUM AND MEETINGS**

A quorum of the Committee will be deemed present when a majority of the appointed members are in attendance. The Committee will meet on a regular basis. Meetings will be scheduled at the discretion of the Chairman. Notice of the meetings will, if possible, be given at least a week in advance and meetings may be held telephonically. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. The Committee will meet in executive session at least once each meeting. The Committee will keep minutes of its meetings and will make minutes available to the full Board for its review.

#### **REPORTS**

The Committee will report to the Board on a timely basis with respect to its activities and recommendations. When presenting recommendations to the Board, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision.

#### **OTHER AUTHORITY**

The Committee is authorized to delegate those of its functions as it may deem appropriate to subcommittees and to confer with Company management and other employees to the extent it deems necessary or appropriate to fulfill its duties. The Committee is authorized to conduct or initiate investigations into any matters within the Committee’s scope of responsibilities. The Committee is also authorized to retain outside legal or other experts, including search firms to assist it in identifying director or CEO candidates, to the extent deemed necessary or appropriate, and shall have sole authority to approve such experts’ or advisors’ fees and other retention terms.

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**GOALS AND RESPONSIBILITIES**

The Committee will have the following goals and responsibilities:

- **Selection of Directors.**

When directed by the Board, the Committee will conduct searches for qualified board candidates and recommend their election to the Board. To be considered for board membership a candidate must possess sound judgment and exhibit the highest levels of personal character and integrity, have demonstrated significant ability in his or her professional field and have such talent and/or experience which, in the Committee's judgment, will complement other members of the Board in providing collective stewardship to the Company that will be in the long-term interests of the Company's shareholders. The Committee will work with the Board as a whole to determine any additional criteria for Board membership. \*(CGP: B2)

- **Election of Directors.**

The Committee will recommend a slate of director nominees for election to the Board of Directors by the shareholders in connection with each annual meeting of shareholders. In determining whether to recommend a current director for reelection to the Board, the Committee will consider the director's past attendance at meetings and participation in and contribution to the activities of the Board. \*(CGP: B2)

Inasmuch as the Company's directors are not subject to term limits or mandatory retirement age, in making such decisions the Committee will also evaluate a director's overall effectiveness, contribution to the Board and the desirability of the director's continued service on the Board. \*(CGP: B5 & B6)

The Committee will also oversee the Board's determination of each director's independence under the New York Stock Exchange's listing standards and applicable law in conjunction with the annual election of directors.

- **Retention of Directors who Accept Service on Other Boards.**

When a Director changes employers, significantly changes job responsibilities or accepts a directorship of another public company, the Committee will make a recommendation to the Board as to the appropriateness of such Director continuing to serve on the Company's Board of Directors. \*(CGP: B4)

- **Education of Directors.**

The Committee will periodically review and, as appropriate, recommend adjustments in the orientation program given each new director of the Board or a committee in order to assure that each new director has the necessary information and knowledge of the Company to enable the new director to perform his or her responsibilities. \*(CGP: J2)

The Committee may also establish from time to time continuing education guidelines for directors of the Company. \*(CGP: J2)

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\*\*"CGP" references are to sections of the *Corporate Governance Principles*

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- **Compensation of Directors.**

The Committee will, from time to time, develop and recommend to the Board for approval the compensation arrangements for non-employee directors. \*(CGP: D1)

The Committee will also report annually to the Board on each director's compliance with the stock ownership requirements for directors.

- **Board Committees.**

The Committee will annually review the Board committee structure, the size and composition of those committees and will nominate directors for election by the Board to each committee. \*(CGP: E6)

- **Board Performance Evaluations.**

The Committee will develop the processes and procedures for the Board annually to evaluate the performance of:

- ▶ the overall Board of Directors;
- ▶ the Board Chair;
- ▶ each individual director; and
- ▶ the Board's committees.

\*(CGP: J4)

- **Chief Executive Officer ("CEO").**

The Committee will assist the Board in selecting the Company's CEO and in evaluating the performance of the CEO for purposes of making decisions about the retention of the CEO \*(CGP: E1)

The Committee will also recommend to the Board a plan for succession of the CEO, including a plan for succession in the event of an unplanned or emergency departure of the CEO. \*(CGP: E2)

- **Executive Officers**

The Committee will, in conjunction with each Annual Shareholders Meeting, recommend a slate of Executive Officers for election by the Board of Directors. The Committee will also oversee the Board's evaluation of the performance of these Executive Officers. (CGP: E1)

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- **Corporate Governance Principles.**

The Committee will develop and recommend to the Board for adoption a set of Corporate Governance Principles applicable to the Company and to recommend from time to time such changes to these Principles as may be appropriate. \*(CGP: E6)

The Committee will oversee the corporate governance matters of the Company. \*(CGP: E6)

- **Committee Performance.**

The Committee will annually review and evaluate the performance of the Committee and recommend any appropriate changes in Committee structure or process to the Board.

- **Committee Charter.**

The Committee will annually review and evaluate the Committee's charter and recommend any appropriate changes to the Board.

- **Proxy Report.**

The Committee will approve the Committee's report for the Company's proxy statement, if such a report is required or appropriate.

- **Compliance with Law.**

The Committee will annually review the Board's compliance with SEC and NYSE rules.

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