

COVISINT CORPORATION  
NOMINATING/GOVERNANCE COMMITTEE CHARTER

**Purpose**

The Committee is responsible for:

- Identifying and recommending to the full Board nominees to serve on the Board of Directors and its committees who are qualified, fairly represent all shareholders, are sensitive to the interests of other constituencies impacted by the Company, and through their expertise and experience can contribute to the Company's ongoing success;
- Making recommendations regarding director nominees submitted by shareholders; and
- Determining that adequate information is available to the Board of Directors so that the directors can determine that the Company's business is managed and conducted with propriety and in the best interests of shareholders, and to implement a Board structure adequate to process and respond to this information.
- Acting as the Company's Qualified Legal Compliance Committee.

**Composition**

- The Committee shall be comprised of a minimum of three "independent" directors, within the meaning of Rule 5605(a)(2) of the NASDAQ Stock Market Marketplace Rules.
- Members of the Committee and its Chairperson will be appointed by the Board from time to time. The Board may remove any Committee member from the Committee at any time with or without cause.
- The Committee has the authority to retain consultants or advisors, including search firms to identify director candidates, as it deems necessary. The Company shall provide appropriate funding, as determined by the Committee, for compensation to such consultants or advisors that the Committee chooses to engage, as well as for ordinary administrative expenses of the Committee that are necessary or appropriate to carrying out its duties. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.
- The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee, in each case to the extent permitted by applicable law.

**Responsibilities and Duties**

**Board Membership**

- Establish the criteria for initial and ongoing Board and committee membership, including the identification of any specific qualities or skill sets that may be lacking on the current Board or committees.
- Develop policies regarding tenure and retirement.

- Identify and recruit candidates, or oversee searches for candidates, to fill new or vacated Board positions.
- Review and consider shareholder-recommended candidates for nomination to the Board.
- Conduct the appropriate and necessary inquiries into the backgrounds, qualifications and independence of possible candidates, including incumbents, and review each candidate's specific experience, qualifications, attributes or skills to determine whether the person should serve as a director for the Company and on its committees.
- Recommend the director nominees for approval by the "independent" directors (within the meaning of Rule 5605(a)(2) of the NASDAQ Stock Market Marketplace Rules) and shareholders.
- On an ongoing basis monitor all directors to identify conflicts of interest and to ensure that independence requirements are met.
- Develop policies that encourage continuing education for directors.

### **Corporate Governance Infrastructure**

- Advise the Board generally on corporate governance structure.
- Define the frequency and format of and the participation of management in Board meetings.
- Design and periodically review the charters, structure and membership of the Board committees, and recommend any proposed changes to the Board.
- Nominate the Chairman of the Board.
- Develop policies regarding CEO succession and retirement.
- Periodically review and reassess the adequacy of the Company's articles, bylaws and Corporate Governance Principles and recommend any proposed changes to the Board.

### **Corporate Governance Oversight**

- Define with management and the assistance of the Audit Committee the corporate operating and financial information to be presented at each regularly scheduled Board meeting.
- At the Committee's discretion, periodically identify, define and initiate investigative, research and information gathering activities as a means of testing corporate operations and the integrity of management processes.
- Make recommendations to the Board of Directors regarding corporate governance guidelines and matters.
- On an ongoing basis review the conduct of the Board's activities for compliance with applicable laws, rules and regulations.
- On an ongoing basis review proposed waivers of the Company's code of conduct.
- Review and approve all related party transactions that are not permitted to be reviewed by the Audit Committee.
- Annually evaluate the performance of the CEO.
- Annually evaluate the performance of the Board of Directors as a group and individual directors.