

**APAC CUSTOMER SERVICES, INC.
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

Purposes

The purposes of the Nominating and Corporate Governance Committee of APAC Customer Services, Inc. are to assist the Board of Directors in fulfilling its overall responsibilities with respect to (i) identifying qualified individuals to become members of the Board of Directors, (ii) determining the composition of the Board of Directors and its committees, (iii) establishing and monitoring a process to assess the effectiveness of the Board of Directors and (iv) establishing and implementing the Company's corporate governance principles.

Composition of the Committee

Number. The Board of Directors shall determine the size of the Committee, but it shall consist of no fewer than three members.

Qualifications. Each Committee member shall meet the independence criteria of the rules of the Nasdaq Market Rules, (NASDAQ), as such requirements are interpreted by the Board of Directors in its business judgment and shall be free of any relationship that, in the opinion of the Board of Directors, may interfere with his or her exercise of independent judgment as a Committee member.

Appointment. The Board of Directors will appoint the members and the Chairman of the Committee. Committee members shall serve at the pleasure of the Board of Directors and for such term or terms as the Board of Directors may determine.

Duties and Responsibilities of the Committee

The Committee has general responsibility for issues of corporate governance and matters related to service on the Board of Directors, in each case taking into account applicable laws and regulations.

The Committee shall have the following specific responsibilities:

Responsibilities Relating to Board Structure

- 1) Periodically review the size and composition of the Board of Directors as well as criteria for membership on the Board of Directors, and make recommendations to the Board of Directors with respect thereto.
- 2) Identify qualified individuals and review the qualifications of candidates for Director, including review of candidates suggested by shareholders pursuant to the Company's By-Laws, and recommend to the Board of Directors the nominees to be proposed by the Board for election as Directors at the Company's annual meeting of shareholders as well as to fill open seats between annual meetings.

- 3) Oversee the evaluation processes of the Board of Directors and its committees.
- 4) Review and make recommendations to the Board of Directors with respect to the size, structure, composition, leadership, criteria for membership and functions of the committees of the Board of Directors and recommend to the Board of Directors members to serve on and as Chair of each committee after taking into consideration the preferences and qualifications of individual directors and the requirements of the NASDAQ and applicable law.
- 5) Periodically review the charter of each committee of the Board of Directors, including the Committee's charter, and recommend such changes to the relevant committee and the Board of Directors as it may deem necessary.

Responsibilities Relating to Corporate Governance

- 6) Develop and recommend to the Board of Directors for its approval, corporate governance guidelines; periodically review such corporate governance guidelines; recommend to the Board of Directors any changes to such guidelines as the Committee may deem necessary; and fulfill the responsibilities assigned to the Committee under the Company's corporate governance guidelines.
- 7) Periodically review the Company's Code of Business Ethics and Conduct including the Company's Code of Ethics for Senior Financial Officers and the Chief Executive Officer and any amendments thereto, and make recommendations to management with respect thereto.

Responsibilities Relating to Corporate Responsibility

- 8) Review and inform the Board of Directors with respect to material issues confronting the Company relating to public policy, public affairs and corporate responsibility.
- 9) Review at least annually the Company's strategies relating to, environmental concerns, governmental affairs and affirmative action/EEO.

Executive Development and Succession

- 10) Review annually the effectiveness of officer development and succession process and engage in succession planning for the CEO and other senior management positions.
- 11) Evaluate annually the performance of the Company's CEO with respect to executive development and succession planning and provide the evaluation to the Compensation Committee for its use as part of its annual review of the overall performance of the CEO.

Other Responsibilities

- 12) Oversee (in conjunction with the Compensation Committee) the evaluation of the Company's senior management.
- 13) Report its activities regularly to the Board of Directors in such manner and at such times as the Committee and the Board of Directors deem appropriate.

Meetings of the Committee

The Committee shall meet at least two times per year. The Chair of the Committee shall, in consultation with the other members of the Committee and appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing the agenda therefor and supervising the conduct thereof. The Committee may also take any action permitted hereunder by unanimous written consent.

The Committee may request any officer or employee of the Company, or the Company's outside legal counsel, to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence shall not destroy the quorum for the meeting.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain director search firms, consultants, outside legal counsel and other advisors as the Committee deems necessary to carry out its duties. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to search firms, consultants, outside legal counsel and any other advisors retained by the Committee.

Periodic Performance Evaluation

On an annual basis, the Committee will conduct and review with the Board of Directors an evaluation of the Committee's performance with respect to the requirements of this Charter. The Committee may conduct this performance evaluation in such manner as the Committee, in its business judgment, deems appropriate.

Adopted: June 3, 2009