NOMINATING AND GOVERNANCE COMMITTEE CHARTER
HARRIS INTERACTIVE INC.

Purpose and Powers

The Nominating and Governance Committee is appointed by the Board of Directors of the Company to select director nominees for annual meetings of shareholders, and to oversee matters related to governance of the Company.

The Nominating and Governance Committee has the authority to retain and compensate, at the Company's expense, search firms, legal counsel, and other advisors, as the Nominating and Governance Committee deems necessary or appropriate in the performance of its duties and responsibilities.

Composition

The Nominating and Governance Committee shall be comprised of three or more directors, as determined by the Board. Each member of the Nominating and Governance Committee shall meet the independence requirements set forth in NASD Rule 4200(a)(15).

The members of the Nominating and Governance Committee shall be appointed, and may be replaced, by the Board. Unless a Chairperson is elected by the full Board, the members of the Nominating and Governance Committee may designate a Chairperson by majority vote of the full Nominating and Governance Committee membership.

Meetings

The Nominating and Governance Committee shall meet as often as its members deem necessary or desirable in the performance of the Committee's responsibilities.

Responsibilities and Duties

The Nominating and Governance Committee shall periodically review and reassess the adequacy of this Charter and make recommendations regarding amendments to the Board as conditions dictate.

The Nominating and Governance Committee shall make recommendations to the Board regarding overall structure, size, and composition of the Board.

The Nominating and Governance Committee shall make recommendations to the Board regarding committees of the Board and their membership.

The Nominating and Governance Committee shall approve director nominations to be presented for shareholder approval at the annual meeting and to fill any vacancies on the Board. To that end, the Nominating and Governance Committee shall:

- establish criteria for selection of individuals for Board membership, including among others independence, skills, and experience relevant to the needs of the Company,

- identify and nominate qualified individuals within such selection criteria, and

- establish policies and procedures related to consideration of nominations submitted by security holders and others.

The Nominating and Governance Committee shall oversee succession of the Chief Executive Officer and Chairman.

The Nominating and Governance Committee shall periodically review the governance structure and principles of the Company, and recommend for Board actions changes it deems appropriate or necessary.

The Nominating and Governance Committee shall oversee periodic self-evaluation of the Board and its Committees.

Approved: June 9, 2004