

KELLY SERVICES, INC.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

As Amended on November 6, 2006
As Amended on November 8, 2007

Purpose

Assist the Board of Directors (the "Board") in identifying and recommending candidates qualified to become Directors, oversee the composition, organization, and governance of the Board and its committees, monitor and evaluate Board and committee effectiveness while developing and maintaining the Company's corporate governance principles.

Organization

The Board shall appoint annually no fewer than three of its members to serve as members of the Committee and shall designate the Chairman of the Committee from among the members of the Committee. A majority of the members of the Committee shall be independent directors as defined by the Nasdaq's Marketplace rules.

Procedural Matters

The Committee shall meet at such times as the Committee shall consider appropriate to fulfill its duties, but not less frequently than annually. A majority of the Committee shall constitute a quorum for the transaction of business and a vote of a majority of the members present at any meeting at which a quorum is present shall constitute the action of the Committee.

The Committee will keep a record of its meetings and report on them to the Board.

The Committee may meet by telephone or videoconference and may take action by written consent in lieu of meeting.

Duties and Responsibilities

The Committee shall carry out the duties and responsibilities set forth below.

1. Establish criteria for the selection of new directors to serve on the Board of Directors.
2. Identify and evaluate qualified candidates for the Board, and approve and recommend to the Board the slate of Director nominees for election at the annual meeting of stockholders. The Committee will select individuals as

- director nominees who have the highest personal and professional integrity, substantial experience in positions with a high degree of responsibility and who are leaders in the companies or institutions with which they are affiliated. (other factors that could be considered by committee are: strength of character, career specialization or relevant technical skills, diversity, or other factors considered appropriate to fill a present need on the Board.)
3. Review and recommend to the Board qualified nominees to fill vacancies created on the Board in the interval between annual meetings of the stockholders.
 4. Consider the resignation of a Director who has experienced a material change in principal occupation, position or responsibility; determine whether the Director should continue to serve and make a recommendation to the Board for final determination.
 5. Periodically assess and make recommendations regarding the size and composition of the Board.
 6. Review annually the Board's committee structure, giving consideration to the functions of the committees as set forth in their respective charters as well as to any other factors the Committee deems relevant. Review and recommend committee slates annually and recommend additional committee appointments to fill vacancies as needed.
 7. Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. Oversee this evaluation process annually and report the results to the Board.
 8. Evaluate annually the independence of each Director and consider questions of independence and possible conflicts of interest of members of the Board and executive officers as circumstances may dictate. Monitor the independence of the Board, assuring a majority of members remain independent.
 9. Consider and approve the compensation and benefits of the Board of Directors.
 10. Review director and officer indemnification and insurance for members of the Board.
 11. Monitor changes in Federal securities laws, rules and regulations, statutory changes in the Delaware General Corporation Law and trends in corporate governance. As conditions dictate, recommend proposed changes to the Bylaws or Restated Certificate of Incorporation to the

Board of Directors and for consideration by the shareholders. Review the Code of Business Conduct and Ethics and the Corporate Governance Principles at least annually and recommend to the Board changes as necessary or appropriate.

12. Monitor compliance with policies and procedures for the review, approval or ratification of related party transactions as defined by Regulation S-K under the federal securities laws. Review any potential conflict of interest between a director or executive officer and the Company and any other potential violation of the Company's Code of Business Conduct and Ethics and make appropriate recommendations to the Board including requests for waivers of the Code.
13. Review any other matters that may be delegated to the Committee by the Board.
14. Report regularly to the Board following meetings of the Committee, keeping the Board informed of matters that come before the Committee, and advising the Board of any developments that require Board consideration.
15. The Committee shall have the authority to retain and terminate any search firm used to identify director candidates and have sole authority to approve the fees payable to such search firm and any other term of retention. The Committee shall have similar authority to retain and terminate any legal or specialized consulting group used in the review and evaluation of matters relative to governance.