THE CONFERENCE BOARD

The Conference Board, Inc.

Charter of the Nominating and Governance Committee

I. *Type of Committee.*

The Nominating and Governance Committee ("Committee") shall be a standing committee under Article IV, Section 1 of the Bylaws.

II. *Composition of the Committee.*

The Committee shall consist of not fewer than three Trustees. No staff member of, or person compensated by, The Conference Board, Inc. ("Corporation") shall be a member of the Committee.

III. *Authorities and Responsibilities of the Committee.*

The Committee shall:

1. determine eligibility criteria and review qualifications for nomination of Trustees, Chairman, Co-Chairmen and Vice Chairmen;

2. nominate candidates for election to the Board of Trustees ("Board") by the Voting Members at the Annual Meeting of the Voting Members or by the Board to fill such vacancies as may occur on the Board between Annual Meetings;

3. nominate candidates for election as officers of the Corporation by the Board at the Board's annual organization meeting;

4. oversee and make recommendations to the Board regarding all matters involving Board size, composition, organization and leadership and committee structure and membership;

5. make recommendations to the Board regarding any other matters involving governance of the Corporation;

6. develop and maintain succession plans for the Board, the Chief Executive Officer, and other key officers of the Corporation;

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7. determine such procedures as it may deem appropriate for orientation of new Trustees, continuing education of the Board and committees, and assessment of performance of the Board and committees; and

8. perform such additional duties and functions as the Board may delegate to it.

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