



# **BOARD OF DIRECTORS NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

February 23, 2018

[www.navigant.com](http://www.navigant.com)



There shall be a committee of the Board of Directors (the “Board”) of Navigant Consulting, Inc. (the “Company”) that shall be called the Nominating and Governance Committee (the “Committee”).

## **I. Purpose**

The purpose of the Committee is to (1) identify and evaluate individuals qualified to become Board members, and recommend that the Board appoint such directors or select the director nominees for election at the next annual meeting of shareholders, (2) develop and recommend to the Board the corporate governance principles applicable to the Company and (3) oversee the evaluation of the Board and management.

## **II. Composition, Qualifications and Meetings**

The Committee shall consist of no fewer than three members. Each member of the Committee shall satisfy the independence requirements of the New York Stock Exchange (the “NYSE”) listing standards and the securities laws.

Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. The Board shall appoint the members of the Committee and designate the Chair of the Committee. The members of the Committee shall serve for such terms as the Board shall determine or until their earlier death, resignation or removal by the Board. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies, subject to such new members satisfying applicable independence requirements.

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than twice a year. The Committee will meet at such times as determined by the Chair of the Committee or as requested by any two of its members. Notice of all meetings shall be given, and waiver thereof determined, and all actions of the Committee shall be taken pursuant to and in accordance with the Company’s by-laws. The Chair of the Committee will preside, when present, at all meetings of the Committee.

The Committee may form, and delegate authority to, subcommittees when it deems appropriate.

## **III. Responsibilities and Duties**

The Committee shall have the specific responsibilities and duties set forth below. The Committee shall also carry out any other responsibilities delegated to it by the Board from time to time. The following shall be the Committee’s principal responsibilities:

1. Make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.
2. Develop qualification criteria for Board members in consultation with the Board, and identify, interview and screen individuals qualified to become Board members in accordance with such criteria for recommendation to the Board. Candidates are selected for, among other things, their judgment, skill, integrity, diversity, and business or other experience. The Committee may (but is not required to) consider candidates suggested by management or other members of the Board. The



Committee shall select, or recommend that the Board select, the director nominees to stand for election at the next annual meeting of shareholders at which directors will be elected.

3. Identify Board members qualified to fill any vacancy on a standing committee of the Board in accordance with the qualification criteria for Board members, and recommend nominees to the Board for appointment to any such committee.
4. Have the sole authority to retain, as appropriate and at the Company's expense, and terminate any search firm to be used to identify and evaluate director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors at the Company's expense.
5. Establish an appropriate process for and oversee the self-assessment of the Board and its committees and oversee the evaluation of management. In carrying out these responsibilities, the Committee will coordinate with other Board committees to avoid unnecessary duplication.
6. Review and evaluate all shareholder nominees for director in accordance with the qualification criteria for Board members, provided that any such nomination is received by the Company's secretary within the time frame established by the Company's by-laws.
7. Review and make recommendations to the Board regarding shareholder proposals properly submitted for inclusion in the Company's proxy statement. The Committee may refer any such proposal to another committee of the Board for review and recommendation as deemed appropriate.
8. Develop and recommend to the Board standards to be applied in making determinations on the types of relationships that constitute material relationships between the Company and a director for purposes of determining director independence.
9. Review and assess at least annually the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
10. Review any new Securities and Exchange Commission ("SEC") rules and NYSE listing standards as they are proposed, adopted and revised and monitor compliance with applicable SEC rules and NYSE listing standards.
11. Review and make recommendations to the Board regarding any resignation tendered by a director pursuant to the Company's Corporate Governance Guidelines or by-laws.
12. Review annually, or more often if appropriate, Committee members as follows: (1) qualifications and requirements of Committee members; (2) Committee structure (including authority to delegate); and (3) Committee performance.
13. Review and approve the Company's Code of Business Standards and Ethics and consider all requests for waivers to the extent required by the Sarbanes-Oxley Act of 2002 and NYSE rules.
14. Make regular reports to the Board.

*Revised and approved by the Navigant Consulting, Inc. Board of Directors on February 23, 2018*