

SPHERION CORPORATION
Charter of the Corporate Governance and Nominating Committee of the Board of
Directors
(As of May 2008)

I. PURPOSE

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors of Spherion Corporation (the “Company”) is to provide assistance to the Board of Directors in developing and recommending, and thereafter periodically reviewing, corporate governance principles applicable to the Company; monitoring and advising the Board on corporate governance matters and practices; reviewing and making recommendations to the Board of Directors concerning: (i) the size and composition of the Board of Directors; and (ii) selection of candidates for election to the Board of Directors.

II. COMMITTEE COMPOSITION

A. The Committee will be comprised of at least two members, consisting solely of independent directors. A director will be considered “independent” if he or she meets the requirements for independence set forth in the rules of the New York Stock Exchange.

B. The members of the Committee will be appointed by the Board of Directors and may be removed by the Board at anytime. A member will serve until either: (i) his or her successor is appointed; (ii) until his or her resignation from the Committee; (iii) until his or her position on the Committee is eliminated due to a reduction in the size of the Committee; (iv) until he or she is removed from the Committee; (v) until his or her death; or (vi) until his or her service on the Board of Directors terminates. The chairperson of the Committee will be the member of the Committee appointed to serve in such capacity by the Board of Directors from time to time.

III. MEETINGS AND REPORTS

The Committee will meet as frequently as the Committee deems necessary, but the Committee will meet at least annually. Meetings of the Committee may be called by or at the request of the Chairman of the Board of Directors, the chairperson of the Committee, or otherwise as provided in the by-laws of the Company. The Committee will report periodically to the Board of Directors regarding the Committee’s activities. In addition, the Committee shall conduct an annual performance self-evaluation.

IV. SPECIFIC RESPONSIBILITIES AND AUTHORITY

The responsibilities of the Committee are as follows:

GOVERNANCE

1. Develop and recommend to the Board of Directors for adoption corporate governance guidelines, reevaluate such guidelines periodically and recommend to the Board of Directors for adoption any revisions that the Committee deems necessary or appropriate for the Board of Directors to discharge its responsibilities more effectively.
2. Consider roles and compositions of the various Board committees.
3. Oversee the annual self-evaluation of the performance of the Board of Directors.
4. Oversee the annual evaluations of senior management.
5. Advise the Board of Directors with regard to the Company's policies and procedures for the review, approval or ratification of any transaction presenting a potential conflict of interest between the Company and any member of the Board or any executive officer, or any transaction otherwise required to be reported pursuant to Item 404(a) of Regulation S-K of the Securities and Exchange Act of 1934.

NOMINATING

1. Develop and recommend to the Board of Directors for adoption guidelines for selecting candidates for election to the Board of Directors, and periodically review such guidelines and recommend to the Board of Directors for adoption amendments to such guidelines that the Committee deems necessary or appropriate. A copy of such guidelines are attached hereto as Appendix A.
2. Identify, as necessary, new candidates who are qualified for Board membership in accordance with the guidelines adopted by the Board of Directors.
3. Review the qualifications of all candidates proposed for Board membership, including any candidates nominated by shareholders in accordance with the Company's by-laws, in light of the guidelines adopted by the Board of Directors.
4. Annually recommend to the Board of Directors the nominees to stand for election at the Annual Meeting of Stockholders of the Company and, as necessary or deemed appropriate, recommend nominees to fill vacancies on the Board of Directors.
5. Develop and periodically review succession plans for the directors and periodically report to the Board of Directors on these matters.

GENERAL

1. Annually review and reassess the adequacy of this Charter.
2. Undertake such additional activities within the scope of the purpose of the Committee as the Committee or the Board of Directors may from time to time determine.

V. DELEGATION; USE OF ADVISORS

The Committee may delegate authority with respect to such of its functions to such officers of the Company or to a subcommittee as it may deem appropriate from time to time. In the course of fulfilling its duties, the Committee has the sole authority to retain its own independent advisors in its sole discretion, including sole authority to retain any search firm to be used to identify director candidates, and to approve the fees and other retention terms of any advisor or search firm, and to terminate such advisor.

APPENDIX A

GUIDELINES FOR SELECTING BOARD CANDIDATES

In considering possible candidates for election as a director, the Committee and the other directors should recognize that the contribution of the Board of Directors will depend not only on the character and capacities of the directors taken individually but also on their collective strengths, and should consider the following guidelines.

The Board of Directors should be composed of:

1. Directors who will bring to the Board a variety of experience and backgrounds.
2. Directors who will form a central core of business executives with substantial senior management experience and financial expertise.
3. Directors who will represent the balanced, best interests of the shareholders as a whole and the interests of the Company's stakeholders, as appropriate, rather than special interest groups or constituencies.
4. A majority of directors who are independent. A director is "independent" if he or she meets the requirements for independence set forth in the rules of the New York Stock Exchange.
5. Qualified individuals who reflect a diversity of experience, gender, race and age.

Each director should:

1. Be an individual of the highest character and integrity and have an inquiring mind, vision and the ability to work well with others.
2. Be free of any conflict of interest which would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director.
3. Possess substantial and significant experience which would be of value to the Company in the performance of the duties of a director.
4. Have sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a director.