

**CHARTER OF THE NOMINATING/GOVERNANCE COMMITTEE OF
THE BOARD OF DIRECTORS OF
NCI INFORMATION SYSTEMS, INC.**

I. DEFINITIONS

When used herein, the following terms shall have the meanings set forth below:

- “Board” means the Board of Directors of the Corporation.
- “Charter” means this Charter of the Nominating/Governance Committee of the Board of Directors of NCI Information Systems, Inc., as amended from time to time.
- “Corporation” means NCI Information Systems, Inc., a Virginia corporation.
- “Nominating/Governance Committee” means that certain Committee of the Board established at a meeting of the Board, having such attributes, duties and responsibilities as set forth in this charter.

II. COMPOSITION

The Nominating/Governance Committee shall consist of three or more “independent directors” designated by the Board. The members of the Committee shall be elected by the Board at the annual meeting of the Board until their successors shall be duly elected and qualified. Unless a Chairman is elected by the full Board, the members of the Committee may (but shall not be required to) designate a Chairman by majority vote of the full Committee membership. The Chairman shall preside at each meeting of the Committee and along with the other members of the Committee, shall set the agenda for each Committee meeting.

III. PURPOSE

The purpose of the Committee shall be to (i) oversee all aspects of the Corporation’s corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify, review and evaluate candidates to serve as directors of the Corporation; (iv) serve as a focal point for communication between such candidates, non-committee directors and the Corporation’s management; (v) recommend such candidates to the Board; and (vi) make such other recommendations to the Board regarding affairs relating to the directors of the Corporation.

IV. OPERATING PRINCIPLES AND PROCESSES

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- **Communication** – Regular and meaningful contact throughout the year with the chairman of the Board, other committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee’s knowledge of relevant current and prospective corporate governance issues.
- **Committee Education/Orientation** – Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Corporation will enhance the effectiveness of the Committee.
- **Resources** – The Committee shall be authorized to access such internal and , external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as executive search firms to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement, at the Corporation’s expense, of such outside resources. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.
- **Reporting to the Board of Directors** – The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.

V. DUTIES AND RESPONSIBILITIES

The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

- **Director Nominations** – The Committee, in consultation with the Chairman and Chief Executive Officer, has the primary responsibility for establishing criteria for board membership and identifying, evaluating, reviewing and recommending qualified candidates to serve on the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements.

The Committee shall have the primary responsibility for evaluating, reviewing and recommending the nomination of directors for election or reelection to the Board. The selection of nominees for director to be presented to the stockholders for election or reelection, and the selection of new Directors to fill vacancies and newly created directorships on the Board shall be made by the full Board

The Committee will make recommendations to the Board for approval of items assigned by the Chairman, the Board or the Committee as necessary and will include but not be limited to: Board Committee Nominations – The Committee, in consultation with the Chairman and the President, and after due consideration of the wishes, independence and experience of the individual directors and independence and experience requirements in accordance with the listing standards, the rules and regulations of the Securities and Exchange Commission and applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee.(note in consultation with the COB is addressed already)

- Board Size – The Committee, in consultation with the Chairman and the Chief Executive Officer, shall recommend to the Board increasing or decreasing the size of the Board in light of the operating requirements of the Corporation.
- Removal of Directors – The Committee, in consultation with the Chairman and the Chief Executive Officer, shall recommend to the Board the removal of any directors from the Board or committees of the Board.
- Continuing Education – The Committee shall ensure that the directors are provided with the opportunity at the Corporation’s cost, to participate in continuing education programs that are relevant to their service on the Board.
- Ethics – The Committee shall review management’s monitoring of the Corporation’s compliance with and ethics programs, including consideration of legal and regulatory requirements and ensure that management has the proper corporate compliance programs in place. The Committee shall also review periodically, the Corporation’s Code of Ethics and making recommendations to the Board with respect to adoption and/or modification of such policies and appropriate. The Committee shall receive any corporate attorney’s reports of evidence of a material violation of securities laws or breaches of fiduciary duty by the Corporation.
- Procedures for Information Dissemination – The Committee shall oversee and review the processes and procedures used by the Corporation to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis. The Committee shall also consider and make recommendations to the Board regarding ways to enhance services to and improve communications and relations with stockholders.
- Review of Legal and Financial Matters – The Committee shall consider and approve, if appropriate, major changes to the Corporation’s principles and practices as suggested by outside counsel, management, or the internal legal personnel. The Committee should review with the Corporation’s counsel, legal compliance matters including corporate securities trading policies; the activities, organizational structure, and qualifications of the internal legal department and any legal matter that could have significant impact on the Corporation’s financial statements.

VI. CHIEF EXECUTIVE OFFICER AND OTHER MANAGEMENT SUCCESSION

The Committee shall make recommendations to the Board for a succession plan for the Chief Executive Officer in the event of retirement, death or incapacity or termination of service. The Committee shall also review and approve proposed changes to the positions of the Chief Executive Officer, President, Chief Financial Officer, Chief Operating Officer and General Counsel , or for those titled positions with similar responsibilities, with the understanding that the chief executive officer should be given considerable discretion in selecting and retaining members of the management team. The Committee should establish procedures for the performance review of the Chief Executive Officer on a formal basis at least annually. The Committee should also be sure that the corporation has in place emergency procedures for management succession in the event of the unexpected death, disability or departure of the chief executive officer and review with the chief executive officer management's plans for replacement of other members of the senior management team.

VI. MEETINGS

The Nominating/Governance Committee shall meet at the request of the Board and on such other occasions as the members of the Nominating/Governance Committee deem appropriate and advisable. A majority of the members of the Nominating/Governance Committee shall constitute a quorum for the transaction of business. Any action of the Nominating/Governance Committee must be authorized by a majority of the members of the Committee to be effective. The Nominating/Governance Committee shall keep minutes of its proceedings and shall report its actions to the next succeeding meeting of the Board.

VII. TERMS OF SERVICE OF NOMINATING/GOVERNANCE COMMITTEE MEMBERS

Members of the Nominating/Governance Committee shall serve until their successors are selected by a majority of the whole Board.

VIII. MINUTES AND REPORTS

Minutes of each meeting of the Nominating/ Governance Committee shall be kept and distributed to each member of the Nominating/Governance Committee, members of the Board who are not members of the Nominating/Governance Committee and the Secretary of the Corporation. The Chairman of the Nominating/Governance Committee shall report to the Board from time to time, or whenever requested by the Board.

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Approved by the Board of Directors on July 25, 2005