

LodgeNet Interactive Corporation

Governance and Nomination Committee Charter

Role

The Governance and Nomination Committee (the “Committee”) of the LodgeNet Interactive Corporation (the “Company”) Board of Directors (the “Board”) acts on behalf of and with the concurrence of the Board with respect to matters relating to the composition, membership, structure, and effectiveness of the Board, and the Board’s governance responsibilities.

Composition and Independence

The Committee shall be comprised of three or more Directors, as determined by the Board, each of whom shall be independent Directors, free from any relationship that, in the opinion of the Board, would interfere with the exercise of the independent judgment of the Committee member and, further, shall satisfy any applicable independence standards of NASDAQ and any other regulatory requirements.

Members of the Committee shall be appointed by the Board in accordance with the By-laws of the Company. The Committee’s Chairperson shall be designated by the full Board or, if it does not do so, the Committee shall designate a Chair by majority vote of the full Committee membership.

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

Meetings

The Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Chair of the Committee will preside at each meeting; and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Chairperson shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting.

Responsibilities

The Committee’s primary responsibilities are:

1. Develop and recommend to the Board a set of Corporate Governance Principles applicable to the Company, and review and reassess the adequacy of such Guidelines annually and recommend to the Board any changes deemed appropriate. Monitor compliance with these Principles.
2. Develop recommendations on the size, composition, and operation of the Board and its Committees based on the current composition of the Board, legal and regulatory requirements, the competitive environment, and the strategic direction of the Company.
3. Establish procedures to be followed by stockholders in making recommendations to the Committee of persons to serve as Directors of the Company.
4. Review and recommend possible candidates for Board membership consistent with the Committee’s and Board’s policies regarding the size and composition of the Board. Recommend Directors for Committee membership and the Chairpersons thereof. Make recommendations to the Board annually as to the independence of Directors, pursuant to the requirements of the SEC and any appropriate stock exchange.

LodgeNet Interactive Corporation
Governance and Nomination Committee Charter

5. Annually conduct Board performance evaluations and review Board compensation.
6. Regularly assess the effectiveness of Board agendas and collaborate with CEO to prepare and distribute to all members of the Board a Calendar of Activities that should occur throughout the year to achieve the Board's goals and objectives.
7. Maintain an Orientation Program for new Directors and a Continuing Education Program for all Directors.
8. Establish procedures for stockholders to send communications to the Board, including a process for determining which communications will be relayed to Board members.
9. Establish a policy with regard to Board members' attendance at the Company's Annual Meeting of Shareholders.
10. Review and oversee Company Policies on Business Conduct and Ethics and advise the Board on Corporate Governance matters.
11. Oversee the succession planning process for the Company and periodically review that process with the Board, as well as make recommendations to the Board with respect to candidates for the Executive Officers of the Company.
12. Coordinate quarterly meetings of independent directors and provide the Chair with guidance on any issues and matters appropriate for the Chair to address with the Company's CEO.
13. On an annual basis, perform a self-assessment of the Committee and review the Committee's Charter.
14. Annually review the Charters of the Board's other Committees and recommend modifications and revisions to the Board of Directors.
15. Recommend to the Board modifications and revisions to the Company's Certificate of Incorporation and Bylaws.
16. Perform any other activities consistent with this Charter, the Company's By-laws, and governing law as the Committee or the Board deems appropriate.
17. Review requests by executives to serve on the boards of other for-profit entities.

Lead Director

Whenever the position of Chair of the Board is held by an Executive Officer of the Company, the Chair of the Committee shall serve as the "Lead Director." The responsibilities of the Lead Director shall be to set the agenda for and to lead Executive Sessions of the independent Directors (which shall be held on a regular basis); to brief the CEO on issues arising in the Executive Sessions; to collaborate with the CEO in the setting of Board agendas; to seek agenda items from other independent Directors; to facilitate discussion among the independent Directors on key issues and concerns outside of Board Meetings; to serve as a non-exclusive conduit to the CEO of views, concerns, and issues of the independent Directors; to call meetings of the independent Directors; and to suggest to the Chair to call full Board meetings when appropriate.

LodgeNet Interactive Corporation
Governance and Nomination Committee Charter

Resources

The Committee shall have the authority to obtain advice and seek assistance from internal or external legal, accounting, or other advisors. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify Director candidates, including sole authority to approve such search firm's fees and other retention terms. All fees and expenses of advisors engaged by the Committee shall be paid by the Company.