

## **Nominating/Corporate Governance Committee Charter**

### **I. Purpose**

The primary objectives of the Nominating/Corporate Governance Committee (the "Committee") of Automatic Data Processing, Inc. (the "Company") are to determine the slate of director nominees for election to the Company's Board of Directors (the "Board"), to identify and recommend candidates to fill vacancies occurring between annual shareholder meetings, to review, evaluate and recommend changes to the Company's Corporate Governance Principles, and to review the Company's policies and programs that relate to matters of corporate citizenship, including public issues of significance to the Company and its stakeholders.

### **II. Organization**

The Committee shall consist of three or more directors, each of whom shall be "independent" under applicable law, including the rules of the NASDAQ Stock Market (the "NASDAQ"), subject to any applicable exceptions to such requirements.

Committee members shall be elected by the Board at each annual organizational meeting of the Board; they shall serve for such term or terms as the Board may determine until their successors shall be duly elected and qualified, or their earlier resignation, or their removal at any time by action of the Board with or without cause. Candidates to fill subsequent vacancies in the Committee shall be appointed by the Board based on nominations by the Committee. The Committee's chairperson shall be designated by the full Board or, if it does not do so, the Committee members shall elect a Chairman by vote of a majority of the full Committee.

The Committee may form and delegate authority to subcommittees when it deems appropriate, provided that the subcommittees are composed entirely of directors who satisfy the "independence" requirements under applicable law, including the rules of NASDAQ.

### **III. Structure and Meetings**

The Committee shall meet three times per year, or more frequently as circumstances require. The chairperson 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 of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. Members of the Committee may participate in meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation will constitute presence in person at such meeting.

### **IV. Goals and Responsibilities**

The Nominating/Corporate Governance Committee shall:

1. Review and make recommendations regarding the size, composition and organization of the Board in order to ensure that the Board has an appropriate breadth of expertise and its membership consists of persons with sufficiently diverse and independent skill sets and backgrounds.
2. Develop and recommend to the Board specific criteria for the selection of directors.
3. With respect to director nominees, (i) identify individuals qualified to become members of the Board (consistent with criteria approved by the Board), (ii) review the qualifications of any such person submitted to be considered as a member of the Board by any shareholder or otherwise, and (iii) recommend that the Board select the director nominees for the next annual meeting of shareholders or to fill in vacancies on the Board. In identifying and reviewing qualifications of candidates for membership on the Board, the Committee shall evaluate all factors that it deems appropriate. The Committee may not recommend any person to serve as member of the Board after he or she has passed his or her 72nd birthday.
4. Develop and periodically reassess policies and procedures with respect to the consideration of any director candidate recommended by shareholders or otherwise.
5. Review and make recommendations to the Board with respect to the size, composition and organization of the committees of the Board to ensure that each committee has an appropriate breadth of expertise and that its membership consists of persons with sufficiently diverse and independent skill sets and backgrounds, including making recommendations to the Board with respect to members and chairpersons of these committees.
6. Recommend procedures for the smooth functioning of the Board, including the calendar, agenda and information requirements for meetings of the Board, meetings of committees of the Board, executive sessions of non-management directors and executive sessions of independent directors only.
7. On an annual basis, review, evaluate, and make recommendations to the Board with respect to all aspects of non-executive director compensation.
8. Review and make recommendations to the Board with respect to executive officer and director indemnification and insurance matters.
9. Assist the Board in determining whether individual directors have material relationships with the Company that may interfere with their independence, as provided under applicable requirements and listing standards. If appropriate, develop and recommend to the Board categorical standards for determining whether individual directors are independent and periodically reassess these standards and make recommendation to the Board with respect to any change the Committee deems appropriate.
10. Develop, review and assess the adequacy of the Company's related persons transaction policy and annually recommend to the Board any changes deemed appropriate by the Committee. Review and approve all related person transactions.
11. Oversee the Board's annual self-evaluation process. Receive comments from all directors as to the Board's performance and report annually to the Board with an assessment of the Board's performance. Review the performance and contributions of individual directors.

12. Develop, review and assess the adequacy of the Company's corporate governance principles and annually recommend to the Board any changes deemed appropriate by the Committee.
13. Develop and maintain the orientation program for new directors and continuing education programs for directors.
14. Review and discuss as appropriate with management the Company's public disclosures, including in the Company's proxy statement, and its disclosures to stock exchanges relating to independence and qualifications of directors and nominees, consideration of diversity in the selection process, the Board's role in risk oversight, the Board's leadership structure, governance, and other director nomination matters.
15. Review and make recommendations to the Board regarding shareholder proposals submitted in accordance with the procedures set forth in the Company's annual proxy statement.
16. Oversee the Company's policies and programs on issues of corporate citizenship, such as environmental sustainability, philanthropic and political activities, and any related expenditures.
17. Review and assess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
18. Periodically review and recommend to the Board appropriate revisions to the company's corporate governance documents, including the Company's Certificate of Incorporation and Bylaws.
19. Review its own performance annually.
20. Conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, to the extent deemed necessary or appropriate by the Committee. All associates shall be directed to cooperate with respect thereto as requested by the Committee or its authorized representatives.
21. Report regularly to the Board on its activities, as appropriate.
22. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems appropriate.

The foregoing responsibilities and duties set forth in this Charter should serve as a guide only, with the express understanding that the Committee may carry out additional responsibilities and duties and adopt additional policies and procedures as may be necessary in light of any changing business, legislative, regulatory, legal or other conditions.

#### **V. Committee Resources**

The Committee shall have the resources and the authority to discharge its duties and responsibilities, including to obtain advice and to select, retain, terminate and approve the fees and other retention terms of external legal, accounting or other experts or advisors as it deems appropriate, without seeking approval of the Board or management. The Committee shall also have the sole authority to select, retain and terminate any consultant or search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

## **VI. Disclosure of Charter**

This Charter will be made available on the Company's Web site at [www.adp.com](http://www.adp.com).