

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
HURON CONSULTING GROUP INC.
AMENDED AS OF JULY 17, 2014**

I. PURPOSE OF THE COMMITTEE

The purposes of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Huron Consulting Group Inc. (the "Corporation") shall be to identify and to recommend to the Board individuals qualified to serve as directors of the Corporation and to develop and recommend to the Board a set of corporate governance principles applicable to the Corporation.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more directors, as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of The Nasdaq Stock Market, Inc. ("Nasdaq"), and any additional requirements that the Board deems appropriate.

The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than two times annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. Formal action

taken by the Committee shall be by unanimous written consent or by the affirmative vote of a majority of the Committee members present at a meeting at which a quorum is in attendance.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

A. *Board Candidates and Nominees*

The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

(a) To assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by stockholders or others. The Committee may, if it deems appropriate, establish procedures to be followed by stockholders in submitting recommendations for Board candidates.

(b) To review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the Committee shall look at the following attributes and criteria of candidates: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, independence, conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.

(c) To recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the Bylaws of the Corporation, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.

(d) To review annually the assignments to the committees of the Board and make recommendations to the Board regarding assignment of Board members to various committees.

(e) To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.

B. *Corporate Governance*

The Committee shall have the following duties and responsibilities with respect to corporate governance:

(a) To assist the Board in developing corporate governance guidelines to assure that they are appropriate for the Corporation, and to review periodically, and at

least annually, any such principles adopted by the Board and to recommend any desirable changes to the Board.

(b) To consider questions of possible conflicts of interest of directors and of the Company's senior executives.

(c) To review and recommend to the Board proposed changes to the Company's Certificate of Incorporation and Bylaws.

(d) To review shareholder proposals and recommend proposed responses to requests for inclusion in the Company's proxy statement.

(e) To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

(f) To review annually this Charter and amend as necessary to maintain compliance with regulatory and governance changes.

C. Evaluation of the Board and Committees

The Committee shall sponsor an annual self-assessment of the Board's performance as well as the performance of each committee of the Board, the results of which shall be discussed with the full Board and each committee. The Committee shall establish procedures to allow it to exercise this function.

V. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Corporation's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Corporation.

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