

Corporate Governance and Nominating Committee Charter

Purpose

The Corporate Governance and Nominating Committee (the "Committee") is appointed by the Board of Directors of inContact, Inc. (the "Board") to: (1) identify individuals qualified to serve as members of the Board and, where appropriate, recommend individuals to be nominated by the Board for election by the stockholders or to be appointed by the Board to fill vacancies consistent with the criteria approved by the Board from time to time; (2) develop and periodically evaluate and recommend changes to the Board on the Company's Corporate Governance Guidelines and Code of Ethics, and to review the Company's policies and programs that relate to matters of corporate responsibility, including public issues of significance to the Company and its stakeholders; and (3) oversee an annual evaluation of the performance of the Board.

Membership

At the first meeting of the Board following each Annual Meeting of Stockholders, the Board, after receiving the recommendations of the Committee, shall appoint the members of the Committee and shall determine the Chairperson of the Committee, each to serve at the pleasure of the Board. Committee members shall not have a fixed term. The Committee shall consist of no fewer than three members and all members shall be "independent" directors as required by the Corporate Governance Guidelines. The Board may remove any member from the Committee at any time with or without cause. The Committee is responsible for designating one member as chairperson.

Procedures

The Committee shall meet at least twice a year. The Committee shall meet in executive session between independent directors without Company management present. Additional meetings may occur as the Committee or its chair deems advisable. The Committee may request any officer or employee of the Company to attend a meeting of the Committee. After the Committee meets or otherwise takes action, it shall, as soon as practicable, make a report of its activities at a meeting of the Board. The Committee may form and delegate authority to subcommittees when determined by the Committee to be necessary or appropriate. The Committee is governed by the

same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the state of Delaware. Appropriate minutes of such meetings shall be retained.

Authority

The Committee shall have the authority, to the extent it deems necessary or appropriate, to conduct investigations of Director candidates. The Committee has sole authority to retain and terminate any search firm used to identify director candidates as it deems appropriate, including sole authority to approve the firms' fees and other retention terms. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee. The Committee may authorize and direct the payment of compensation by the Company to any such firm and the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board. The Committee shall annually evaluate the Committee's own performance.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board and subject to the provisions of inContact's Corporate Governance Guidelines, the principal responsibilities and functions of the Governance and Nominating Committee are as follows:

Board/Committee Nominees

- The Committee shall oversee searches for and identify individuals qualified for membership on the Board.
- The Committee shall recommend to the Board nominees for election to the Board and directors for appointment to the committees of the Board. In making its recommendations, the Committee shall:
 - ensure candidates' qualifications for membership on the Board or a committee of the Board (including the independence and requisite skill of the candidate) based

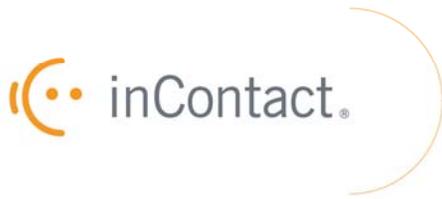
- on the criteria established by the Committee and stated in the Company's Corporate Governance Guidelines ;
- assess the performance and review the independence of current directors in evaluating them for re-nomination to the Board or re-appointment to any Board committees;
 - periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board and each committee and determine whether it may be appropriate to add or remove individuals after considering issues of independence, judgment, diversity, age, skills, background and experience;
 - ensure the composition of Board and committee members has a sufficient number of independent directors with the requisite expertise to satisfy applicable exchange listing requirements;
 - periodically consider rotation of committee members and committee Chairs; and
 - consider any other factors that are set forth in inContact's Corporate Governance Guidelines or are deemed appropriate by the Committee.
- The Committee shall periodically review and recommend appropriate changes to the Board's criteria for selecting new Directors and nominating incumbent Directors for re-election.
 - The Committee shall establish criteria for committee membership.
 - The Committee shall, on an annual basis, review the composition of the Board and the independence of all directors in accordance with the Corporate Governance Guidelines.

Review of Size and Responsibilities of the Board and its Committees

- The Committee shall periodically review the size and responsibilities of the Board and its committees and recommend any proposed changes to the Board.

Corporate Governance Matters

- The Committee shall assist in the development and recommend to the Board proper Corporate Governance Guidelines and a Code of Ethics for inContact. The Committee on an as needed basis but at least annually shall review and reassess the adequacy of such Corporate Governance Guidelines and Code of Ethics and recommend any proposed changes to the Board. Such review shall be documented and provided to the person or group responsible for monitoring corporate governance compliance.
- The Committee shall be responsible for any tasks assigned to it in inContact's Corporate Governance Guidelines.
- The Committee shall review potential conflicts of interest involving directors and shall determine whether the director or directors involved may vote on any issue as to which there may be a conflict.



Reporting to the Board

- The Committee shall report to the Board periodically, at least twice a year. Each report shall include a review of any recommendations or issues that arise with respect to Board or committee nominees or membership, Board performance, corporate governance or any other matters that the Committee deems appropriate or is requested by the Board to include.
- The Committee shall evaluate annually its own performance and report to the Board on such evaluation. Such review shall be documented and provided to the compliance group.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board. Such review shall be documented and provided to the person or group responsible for monitoring corporate governance compliance.

Management Succession

The Committee shall, in consultation with inContact's Chief Executive Officer (the "CEO"), periodically review inContact's management succession planning, including policies for CEO selection and succession in the event of the incapacitation, retirement or removal of the CEO, and the CEO's evaluations of and development plans for potential successors to the CEO.

Adopted by Resolution of the Board of Directors on June 7, 2007.

Revised and updated by resolution of the Board of Directors adopted October 25, 2011.