Franklin Covey Co.
Governance & Nominating
Committee Charter

Purpose of the Committee

The purpose of the Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Franklin Covey Co. (the "Company") is:

- to recommend individuals to the Board for nomination, election or appointment as members of the Board and its committees, consistent with the criteria included in the Company's Corporate Governance Guidelines;

- to oversee the evaluation of the performance of the Board and its committees and management;

- to review and concur in the CEO's and other senior management's succession plans; and

- to take a leadership role in shaping the corporate governance of the Company, including developing, recommending to the Board and reviewing on an ongoing basis the corporate governance principles and practices that should apply to the Company.

Committee Membership

The Committee shall consist solely of three or more members of the Board, each of whom the Board has determined are independent under the rules of the New York Stock Exchange LLC (an "Independent Director"). No member of the Committee may (except in his or her capacity as a member of the Committee, the Board or any other Board committee) receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company other than deferred compensation for prior service with the Company (provided that such compensation is not contingent in any way on continued service).

The members of the Committee shall be appointed by the Board and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Committee Structure and Operations

The Board, taking into account the views of the Chairman of the Board, shall designate one member of the Committee as its chairperson. The Committee shall meet at least twice a year, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate. The Committee shall report regularly to the Board summarizing the Committee's actions and any significant issues considered by the Committee.

Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

- To identify and screen individuals qualified to become Board members, to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders, and in each case to provide to the Board the Committee's assessment of whether each such individual or nominee would be an Independent Director. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy through appointment by the Board. In recommending candidates, the Committee shall place primary emphasis on the criteria set forth under "Selection of Directors – Nominations and Appointments" in the Company's Corporate Governance Guidelines. The Committee may consider candidates proposed by management but is not required to do so.

- To review periodically as it deems appropriate, but at least annually, the standards to be applied by the Board in making determinations as to whether a director should be deemed an Independent Director, to recommend to the Board any modifications to these standards that the Committee deems desirable, and to provide to the Board the Committee's assessment of which directors should be deemed Independent Directors under the then-current standards and under any recommended modifications to the standards.

- To identify Board members qualified to fill vacancies on any committee of the Board (including the Committee), to recommend that the Board appoint the identified member or members to the respective committee and to recommend to the Board any member of a committee that should be removed from such committee. In recommending a candidate for committee membership or removal from a committee, the Committee shall take into consideration the criteria set forth under "Selection of Directors – Nominations and Appointments" in the Company's Corporate

Governance Guidelines, the factors set forth in the charter of the committee, if any, and any other factors that it deems appropriate and that are not inconsistent with the criteria set forth in the Corporate Governance Guidelines or any factors set forth in the committee charter. In recommending a candidate for Audit Committee membership, the Committee shall provide the Board the Committee's assessment of whether such candidate would be independent and would be an audit committee financial expert, in each case, as defined by the rules of the Securities and Exchange Commission.

- To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable in the size of the Board or any committee thereof.

- To make recommendations to the Board from time to time as to the establishment of any new committees of the Board that the Committee believes to be necessary or desirable.

- To annually conduct an evaluation of the performance of the Board and its committees and, through its chairperson, to communicate this evaluation to the full Board. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.

- To review periodically recommendations from the Organization and Compensation Committee as to the form and amounts of director compensation and make recommendations to the Board with respect thereto.

- To review and concur in the CEO's and other senior management's succession plans at least annually.

- To develop and recommend to the Board a set of corporate governance principles and practices applicable to the Company and, at least once a year, to review those principles and practices and recommend to the Board any revisions the Committee deems necessary or desirable.

- To review, at least once a year, the Company's Code of Business Conduct and Ethics and recommend to the Board any revisions the Committee deems necessary or desirable.

- To review, and if appropriate, approve conflicts of interest involving directors and executive officers of the Company.

- To discharge any other duties or responsibilities delegated to the Committee by the Board from time to time.

In fulfilling its duties and responsibilities, the Committee shall consider, among other things, the potential effect of any matter on the Company's reputation and performance.

Committee Evaluation

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also include a review of the adequacy of this charter and shall recommend to the Board any revisions the Committee deems necessary or desirable, although the Board shall have the sole authority to amend this charter. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates and compensation consultants retained to assist in the evaluation of director compensation, this authority shall be vested solely in the Committee.

Franklin Covey Co.
Governance & Nominating
Committee Checklist

Ongoing

Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable in the size of the Board or any committee thereof.

Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee), to recommend that the Board appoint the identified member or members to the respective committee and to recommend to the Board any member of a committee that should be removed from such committee. In recommending a candidate for Audit Committee membership, the Committee shall provide the Board the Committee's assessment of whether such candidate would be independent and would be an audit committee financial expert, in each case, as defined by the rules of the Securities and Exchange Commission.

Annually conduct a performance evaluation discussion with each individual Board member. The performance evaluation shall be conducted in such a manner as the Committee deems appropriate.

Make recommendations to the Board from time to time as to the establishment of any new committees of the Board that the Committee believes to be necessary or desirable.

Maintain an orientation program for new directors.

Maintain a continuing education program for all directors.

Review and, as determined appropriate, approve conflicts of interest involving directors and executive officers of the Company.

January

Review and concur, along with the Organization and Compensation Committee, in the CEO's and other senior management's succession plans at least annually.

Develop and recommend to the Board a set of corporate governance principles and practices applicable to the Company and, at least once a year, to review those principles and practices and recommend to the Board any revisions the Committee deems necessary or desirable.

Summarize individual director evaluation discussions and review with the Committee. Communicate summary results with the Board, which the committee deems appropriate,

April/May

Review the service of directors and assess the likelihood of any director resigning or failing to stand for re-election at the next Annual Shareholders Meeting or any other changes in the

composition of the Board. Determine if any director will be age 75 or older at the time of the next Annual Shareholders Meeting and if so, begin the process of determining if the Committee should recommend that any such director should stand for re-election.

July

Identify individuals qualified to become Board members and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders.

Recommend to the Board the nominees to chair committees, committee membership and the nominee to be lead independent director.

Review the standards to be applied by the Board in making determinations as to whether a director should be deemed an Independent Director and provide to the Board the Committee's assessment of which directors should be deemed Independent Directors.

Review, at least once a year, the Company's Code of Business Conduct and Ethics and recommend to the Board any revisions the Committee deems necessary or desirable.

Review periodically recommendations from the Organization and Compensation Committee as to the form and amounts of director compensation.

October/November

Nominate the slate directors to stand for election at the Annual Shareholders Meeting.

Nominate committee chairs, committee members and lead independent director.

Determine if the Committee should recommend that any director who will be age 75 or older at the time of the next Annual Shareholders Meeting should stand for re-election.

Annually conduct an evaluation of the performance of the Board and its committees and, through its respective chairperson communicate the evaluation to the full Board. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.