

# **INSIGHT ENTERPRISES, INC.**

## **CORPORATE GOVERNANCE GUIDELINES**

### **Board Selection**

#### **1) General Qualification**

Board candidates are considered based upon various criteria, including the breadth of their business experiences and skills, prominence and reputation in their professions, their global business perspectives, concern for the long-term interests of the stockholders, and personal ethics, integrity and judgment – all in the context of an assessment of the perceived needs of Insight Enterprises, Inc. (“Insight”) at that point in time. Diversity may encompass a candidate’s gender, race, national origin, educational and professional experiences, expertise and specialized or unique technical backgrounds and/or other tangible aspects of the candidate’s qualifications in relation to the qualifications of the then current board members and other potential candidates. The Directors and Nominating and Governance Committee will review the Board membership criteria from time to time and modify them as appropriate.

#### **2) Selection Process**

The Nominating and Governance Committee will select and recommend nominees for director positions to the full Board, which will in turn submit its recommendations to the stockholders for election. Stockholders may propose nominees for consideration through the procedures set forth in Insight’s Bylaws and communicated to the stockholders in the annual proxy statement, and the Nominating and Governance Committee will give all such nominees appropriate consideration.

Whenever a vacancy occurs in the Board, either because of a newly-created director position or the removal or retirement of an existing Director, after receiving any recommendations from the Nominating and Governance Committee, the Board may select a person to fill the vacancy and that person will serve as a Director until the next annual meeting of stockholders at which directors of the same class stand for election, at which time Insight will submit the name of such person (or another Board nominee) to the stockholders for election to the Board.

#### **3) Orientation and Continuing Education**

The Board recognizes the importance of educating new Directors regarding Insight, as well as, providing continuing education for its Directors. The Board is committed to providing education to its Directors and management. Insight’s

management will provide Directors with information about the operations of the Company's business, the particular strategic and risk issues facing the Company and the opportunities available to Insight. The Directors and the Nominating and Governance Committee will advise each other and management about their continuing education, including corporate governance issues. It is the policy of the Nominating and Governance Committee to recommend director education programs accredited by RiskMetrics Group when the same are competitively priced.

In furtherance of Insight's commitment to continuing education, the Nominating and Governance Committee recommends that Insight's Directors attend eight hours of continuing education each calendar year, with approximately two to three hours of training from online courses arranged by Insight through its learning management system and the remaining hours from attendance at in-person training sessions (including training provided at Board, Committee or other Insight meetings).

## **Board Leadership**

### **Chair of the Board of Directors and Chair of the Nominating and Governance Committee**

The Board believes that the independent directors and management have different perspectives and roles in strategy development. Independent directors bring experience, oversight and expertise from outside Insight and sometimes from outside the industry, while the Chief Executive Officer brings company-specific and industry-specific experience and expertise. The Board has therefore separated the roles of Chair of the Board of Directors and President and Chief Executive Officer to emphasize the Board's role in overseeing the development of strategic direction and management's role in execution of strategy.

The Chair of the Nominating and Governance Committee (as such position is filled from time to time by the full Board of Directors) will serve as the Presiding Director. The principal responsibilities of the Presiding Director will be: to chair the executive sessions of the Non-employee Directors as needed; to review periodically, and propose revisions to, the Board's procedures and these Corporate Governance Guidelines; after consultation with the full Board, to review and recommend to the Chair or the Corporate Secretary agenda items and materials for Board meetings; and to perform such other roles and responsibilities as are assigned from time to time by the Nominating and Governance Committee or the full Board. In addition, in the event of an unforeseen vacancy in the position of Chair of the Board, the Presiding Director will serve as interim Chair of the Board for the sole purpose of calling and holding a special meeting of the Board to elect a new Chair.

If, at any time, the Chair of the Nominating and Governance Committee is unable or unwilling to serve as the Presiding Director (or, in connection with any meeting, is absent or otherwise unable to perform the duties of Presiding Director at such meeting), then the most senior Independent Director (based on length of service on the Board) will fulfill the duties and responsibilities of the Presiding Director until such time as the Chair of the Nominating and Governance Committee is again able and willing to perform those duties and responsibilities.

## **Board Structure, Composition and Performance**

### **1) Size of the Board**

From time to time, the Board will determine the number of Directors constituting the full Board, within the limits prescribed by Delaware law, Insight's Certificate of Incorporation and Bylaws, taking into account Insight's business, the need for Board diversity and the Directors then serving in the three classes of the Board.

### **2) Mix of Management and Independent Directors**

A majority of the Board must be "Independent Directors," as defined in Nasdaq Listing Rule 5605(a)(2).

### **3) Board Determination of What Constitutes Independence for Directors**

The Board will review annually the independence of the Directors, and Insight will disclose the Board's determinations in the proxy statement relating to the annual meeting of stockholders. A determination by the Board that a Director is independent will be made by the remaining members of the Board. The Board will consider all relevant facts and circumstances and determine a Director to be independent only if such determination is consistent with all independence requirements imposed by all applicable laws and regulations. Each Independent Director will notify the Board, as soon as practicable, of any event, situation or condition that may affect the Board's evaluation of his or her independence.

### **4) Directors Who Change Their Present Job Responsibility/Limits on Outside Board Memberships**

When a Director's principal occupation or business association changes substantially from the position he or she held when originally invited to join the Board, the Director shall tender a letter of resignation to the Directors and the Nominating and Governance Committee. The Committee will recommend action to be taken regarding the resignation based on the circumstances of the resignation and the needs of Insight.

Non-employee Directors are encouraged to limit the number of other boards of public companies on which they serve to no more than three, taking into account

potential board attendance, participation, effectiveness on these boards and other factors based on the needs of the Company. Non-employee Directors should also advise the Chair of the Board and the Chair of the Nominating and Governance Committee before accepting an invitation to serve on the board of another public company.

#### **5) Term Limits**

The Board does not believe it should establish term limits. While term limits could provide certain advantages to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing knowledge about Insight and its operations and, therefore, provide an increasing contribution to the Board as a whole.

As an alternative to strict term limits, the Directors and the Nominating and Governance Committee, in conjunction with the Chair and Chief Executive Officer, will formally review each Director's continuation on the Board upon the earlier of every three years or when a Director's term is up for renewal. This will also allow each Director the opportunity to confirm his/her desire to continue as a member of the Board.

#### **6) Retirement Age**

Directors will retire at the age of 72, except that Directors who turn 72 in the middle of the term for which they have been elected may finish serving the term for which they were elected.

#### **7) Board Compensation and Compensation of Board Chair**

The Compensation Committee will recommend to the Board compensation and benefits for Non-employee Directors and for the Chair of the Board, as necessary. The full Board must approve all Non-employee Director compensation, including that of the Chair of the Board.

#### **8) Number of Meetings and Attendance**

Subject to the Bylaws of Insight, the Board will determine the appropriate number of regular meetings to hold each fiscal year.

#### **9) Executive Sessions of Independent Directors and the Role of the Presiding Director**

The Independent Directors of the Board will meet in regularly scheduled executive session at least three times each year. The Chief Executive Officer or the representatives of management will only be present at these meetings as requested by the Independent Directors. The Chair of the Nominating and

Governance Committee will preside at the executive sessions in the absence of the Board Chair.

#### **10) Access to Outside Advisors**

Insight has given the Board, as well as each Committee, authority to consult, at the Company's expense, with independent outside financial, legal, compensation, or other advisors, as appropriate.

#### **11) Assessing the Board's Performance**

The Nominating and Governance Committee will report annually to the Board an assessment of the Board's performance. The assessment will include a review of the Board's overall effectiveness and the areas in which the Board or management believes the Board can have a positive effect on Insight.

#### **12) Annual Meeting**

It is the policy of the Board of Directors that each Director should make every effort to attend the Annual Meeting of Stockholders.

### **Board Relationship to Senior Management**

#### **1) Attendance of Non-Directors at Board**

The Board invites to its meetings, on a regular basis, non-Board members who are in the most senior management positions of the Company. The Directors or the Chairman or the Chief Executive Officer may request that additional people attend meetings to provide special reports within their areas of expertise.

#### **2) Board Access to Senior Management**

Board members have complete access to Insight's management.

### **Committee Matters**

#### **1) Number, Structure and Independence of Committees**

The Board presently has an Executive Committee, an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. From time to time, the Board may choose to form a new committee or disband a current Committee depending upon the circumstances, applicable regulations or Bylaws, and to approve charters and other delegations of authority to such committees.

It is the policy of the Board of Directors that each independent Director shall serve on two (but preferably not more than two) of the three following committees: Audit, Compensation, and Nominating and Governance.

The Board will assure that each Committee has a charter setting forth the purpose, authority and duties of each Committee. Each Committee will review its charter from time to time or as required by applicable laws, regulations or listing requirements and recommend modifications of the Charter to the Board, if appropriate. All Committee charters shall be available on the Company's web site, [www.insight.com](http://www.insight.com).

## **2) Committee Performance Evaluation**

Each Board Committee will perform an annual evaluation of its performance, including a review of its compliance with the Committee charter.

## **3) Membership on Committees**

The Nominating and Governance Committee shall determine whether a Director meets all the membership requirements of a Committee prior to recommending that such Director be named to the Committee.

## **Leadership Development**

### **1) Formal Evaluation of the Chairman**

The Nominating and Governance Committee will perform an annual evaluation of the performance and effectiveness of the Chairman. The Nominating and Governance Committee will report the findings of such evaluation to the full Board, the Chairman and the Chief Executive Officer.

### **2) Formal Evaluation of the Chief Executive Officer**

The Compensation Committee will perform an annual evaluation of the performance and effectiveness of the Chief Executive Officer. The Compensation Committee will report the findings of such evaluation to the full Board, the Chairman and the Chief Executive Officer.

### **3) Succession Planning**

The Board of Directors will review annually with the Chief Executive Officer a succession plan for the Chief Executive Officer and top management. The Compensation Committee will review annually the management succession plan for top management.

## **Clawback Policy**

In the event of a material restatement of the financial results of Insight, Insight's Board of Directors will review any incentive compensation that was made to executive officers on the basis of having met or exceeded performance targets for periods during the restatement period. (For purposes of this policy, the term "executive officers" has the meaning given to it under the Securities Exchange Act of 1934, as amended.) Insight's Board of Directors may seek to recoup incentive compensation that was based on achievement of performance targets if an executive officer engaged in fraud or intentional misconduct that resulted in an increase in such executive officers' incentive compensation. Employment contracts or compensation plans entered into or created after adoption of this policy shall comply with this policy.

## **Risk Management**

The Board has an active role, both as a whole and at the Committee level, in overseeing management of Insight's risks. The Board and Audit Committee regularly review information regarding Insight's credit, liquidity and operations, as well as the risks associated with each. Insight's Compensation Committee oversees the management of the risks relating to Insight's executive compensation plans and arrangements. The Audit Committee oversees management of financial risk, and reviews the results of the Internal Audit function's annual risk assessment process. The Nominating and Governance Committee oversees management of risks associated with the independence of the Board of Directors, potential conflicts of interest, and corporate governance issues. Management conducts regular quarterly assessments of risks to the enterprise and provides a comprehensive report on its results annually to the Board of Directors, and more frequently as necessary.

Dated: May 19, 2010