

ANALYSTS INTERNATIONAL CORPORATION GOVERNANCE GUIDELINES

The Board of Directors of Analysts International Corporation (the “Company”), which oversees and provides policy guidance on the business and affairs of the Company, has adopted the following principles of corporate governance:

1. Independence

A majority of the members of the Board will be independent as required and defined by the Nasdaq Listing Rules of the Nasdaq Stock Market.

2. Board Membership Selection and Qualification

In collaboration with the Chair and as provided in its Charter, the Nominating and Governance Committee is responsible for selecting candidates for membership to the Board, taking into account the needs of the Company and the Board of Directors. The Board then annually nominates a slate of directors for election by the Company’s shareholders based on the recommendations of the Nominating and Governance Committee. Prospective nominees shall be evaluated taking into account relevant criteria, standards and qualifications including the following:

- Background, including high personal and professional ethics and integrity; and the ability to exercise good business judgment and enhance the Board’s ability to manage and direct the affairs and business of the Company;
- Commitment, including the willingness to devote adequate time to the work of the Board and its committees, and the ability to represent the interests of all shareholders and not a particular interest group;
- Board skills needs, in the context of the existing makeup of the Board, and the candidate’s qualification as independent and qualification to serve on Board committees;
- Diversity, in terms of knowledge, experience, skills, expertise, and other demographics which contribute to the Board’s diversity; and
- Business experience, including a broad understanding of business including IT services.

The Nominating and Governance Committee will also consider other relevant factors as appropriate.

3. Size of the Board

The Company’s bylaws require seven or more directors, and the Board currently has seven members. The Board periodically considers whether a different size of board would be appropriate in the circumstances.

4. Director Terms

Each director is generally elected for a one-year term. The terms are not staggered. At present, the Board of Directors has no term limit policy although terms limits for Board members will be considered periodically.

5. Retirement of Directors

The Board has adopted a policy encouraging the resignation of directors upon their 72nd birthday.

6. Board Chair

The Board Chair, who is selected by the Board, develops the agenda for each Board meeting. The Chair, after consultation with the chair of each committee and members of management, also determines the frequency and length of the committee meetings and assists in developing their agendas. The Board may select the Chief Executive Officer as Chair if that seems best for the Company at a given point in time. The Board believes it is best if the Chair serves as an *ex officio* member of all Committees.

7. Lead Director

The Board may choose to select from the independent directors a lead director to preside at executive sessions of the Board. If the CEO also serves as Chair, then a lead director will be selected.

8. Committees of the Board

The Board has three standing committees: Audit, Compensation and Nominating and Governance. Each of these Committees has a written Charter. Only independent outside directors may serve on the Audit, Compensation and Nominating and Governance Committees. The Nominating and Governance Committee, after consultation with the Board Chair, recommends to the Board the members and chairs for all other committees. Committee membership and chair positions are approved by the entire Board.

9. Executive Sessions of the Board

The non-management directors will meet in executive session regularly, but at least twice a year.

10. Annual Shareholders Meetings

Board members are encouraged to attend the Annual Meeting of Shareholders and the Company has adopted a formal policy to that effect.

11. Board Evaluation

Each year the Board of Directors will conduct a review of its own performance, as well as the performance of each Committee.

12. Chief Executive Officer Evaluation

Each year the Board of Directors will conduct a formal review of the CEO's performance.

13. Strategic Planning

Each year the Board will review and discuss the Company's long-term strategic plan.

14. Management Succession

Each year the Chief Executive Officer will report to the Board on the Company's succession planning for the CEO and other senior management positions, and its program for management development.

15. Limit on Number of Directorships

The Board recommends as a guideline that service by a director on the other boards should not adversely affect the director's ability to perform his or her duties to the Company.

16. Director Responsibilities

Among other things, directors are expected to have a good attendance record at Board and Committee meetings, to read in advance all meeting materials, to be generally knowledgeable about the strategy and affairs of the Company, and to approach their duties in an informed manner and with an independent frame of mind. The Company will conduct an orientation program for new directors.

17. Access to Others

Directors have access to all officers of the Company and as a Board or as a Board Committee they have the authority to directly retain independent advisors if they consider it to be advisable, in accordance with the terms of any applicable Charter.

18. Compensation of Directors

The compensation of directors will be periodically reviewed by the Compensation Committee, which shall make recommendations to the Board. Director compensation should consist of an appropriate mix of cash and equity-based compensation. Management directors will not be paid for board membership in addition to their regular employee compensation.

19. Code of Ethics; Business Conduct

The Board has adopted a Code of Ethical Business Conduct that applies to all employees and directors. Any waivers granted under the Code must be brought to the attention of the Audit Committee. The Company's Code of Ethics for Senior Financial Executives prohibits conflicts between what is in the best interest of the Company and what could result in material personal gain for members of the organization, and the Charter of the Audit Committee requires that committee to conduct appropriate review and oversight of all related-party transactions for potential conflict of interest situations on an ongoing basis, and confirm whether appropriate disclosures have been made.

20. Shareholder Rights Plan

The Board of Directors has adopted a Shareholder Rights Plan which the Board believes can be used to protect shareholder interests. The Board does not intend to use the Rights Plan to entrench management.

21. Communications to Directors

Shareholders may communicate with the Board members by contacting the Chair or the Company's general counsel. Any person who has a concern about the Company's accounting, internal accounting controls or auditing matters may communicate such concerns to the Company's Audit Committee on a confidential, anonymous basis as provided in the Audit Committee's Charter.

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(as adopted by resolution of the Board of Directors on November 4, 2009)