

CORNERSTONE ONDEMAND, INC.

**POLICIES AND PROCEDURES FOR
COMMUNICATIONS TO INDEPENDENT DIRECTORS**

(Adopted by the Board of Directors on November 19, 2010 and effective upon the closing of the Company's initial public offering)

The Board of Directors believes that management speaks for the Company. Individual Board members may, from time to time, communicate with various constituencies that are involved with the Company, but it is expected that Board members would do this with knowledge of management and, in most instances, only at the request of management.

In cases where stockholders wish to communicate directly with members of the Board of Directors, messages can be sent to our General Counsel, at aweiss@csod.com, or to Cornerstone OnDemand, Inc., 1601 Cloverfield Boulevard, Suite 620 South, Santa Monica, California 90404, Attn: General Counsel. Our General Counsel shall review all incoming stockholder communications (except for mass mailings, product complaints or inquiries, job inquiries, business solicitations and patently offensive or otherwise inappropriate material) and, if appropriate, route such communications to the appropriate member(s) of the Board or, if none is specified, to the Chairman of the Board. The Committee shall ensure that the Company publishes the General Counsel's mailing address and contact information on the Company's website, and in the Company's annual proxy statement.

Our General Counsel may decide in the exercise of his or her judgment whether a response to any stockholder communication is necessary.

This procedure for stockholder communications with the directors is administered by the Company's Nominating and Governance Committee. This procedure does not apply to (a) communications to directors from officers or directors of the Company who are stockholders, or (b) stockholder proposals submitted pursuant to Rule 14a-8 under the Securities and Exchange Act of 1934, as amended.

Please note: Requests for investor relations materials should be made to Cornerstone OnDemand, Inc., 1601 Cloverfield Boulevard, Suite 620 South, Santa Monica, California 90404, Attn: Investor Relations.