

## **SPECTRALINK AUDIT COMMITTEE CHARTER**

Amended and Restated February 25, 2004

### **I. MISSION**

The Audit Committee (the "Committee") of SpectraLink Corporation ("SpectraLink" or "Company") assists the Board to fulfill its responsibility to the shareholders, potential shareholders and investment community regarding the oversight of internal controls, corporate accounting, financial reporting practices of SpectraLink and the quality and integrity of the financial reports of SpectraLink. The Committee maintains active, free and open communications between the Board, the independent public accountants, the internal auditors and the financial management of SpectraLink. The Committee reviews and approves all related party transactions and evaluates any material concern or matter that may arise which has not been promptly or appropriately addressed by the management of SpectraLink that involves any illegal or improper act or conflict of interest or self-dealing on the part of senior management of SpectraLink.

The Committee's policies and procedures should remain flexible, in order to address changing conditions and to ensure to the Board and shareholders that the corporate accounting and financial reporting practices of SpectraLink are in compliance with all laws, rules, regulations and Company policies.

### **II. ORGANIZATION**

- A. All members of the Committee shall be independent of management and not employees of SpectraLink or any of its subsidiaries or affiliates and at least one of the minimum three members shall be a financial expert as defined by the listing standards of the Nasdaq Stock Market, Inc. ("Nasdaq"), and the rules and regulations of the Securities and Exchange Commission ("SEC"). Vacancies of members of the committee shall be filled by the Board. The Board shall designate one member of the Committee to be Chair. The Committee members present at a meeting (whether or not they constitute a quorum) may appoint other qualified members of the Board to replace Committee members who are absent or disqualified from participating in a Committee meeting.
- B. The Committee shall meet at least quarterly, with such additional meetings as the Chair of the committee deems necessary. The Committee will meet separately and regularly with the Company's Chief Executive Officer, the Chief Financial Officer and the independent auditors at such times as it deems appropriate, but no less than quarterly.
- C. The Committee shall report to the Board following regular meetings, and at such other times as circumstances warrant, including making other reports as may be required by Nasdaq or the SEC.
- D. The Corporate Secretary, the Assistant Secretary, or a delegate shall record and keep minutes of all Committee meetings.
- E. Members of the Committee shall receive such fees, if any, for their services on the Committee as may be determined by the Board. Members may not receive any other compensation from the Company except the fees they receive for service on the Board or any committee thereof.

### **III. AUTHORITY, DUTIES AND RESPONSIBILITIES**

- A. Oversee, appoint, and review annually the qualifications, ensure receipt of independence statements of the independent public accountants. The Audit Committee may, in its discretion seek stockholder ratification of the firm it appoints to audit the financial statements of SpectraLink and its subsidiaries for the next fiscal year.
- B. Establish policies and procedures for pre-approval of audit and non-audit services and fees and pre-approve all services (audit and non-audit) to be provided to the Company by the independent public accountant; provided however, that de minimis non-audit services may instead be approved in accordance with applicable SEC rules.
- C. Meet with the independent public accountants and financial management of SpectraLink to review the

scope of the audit of the books of account of SpectraLink and other operations and controls and the procedures to be utilized, ensure adequate funding for the preparation and issuance of the audit report, and maintain an active dialogue about relationships or services that might affect auditor independence. At the conclusion of the audits, the Committee shall review the results of such audits, including any comments or recommendations of the independent public accountants.

- D. Oversee SpectraLink's financial reporting process, internal accounting controls, and compliance with relevant corporate policies and procedures.
- E. Review and transmit to the Board, after the close of each fiscal year, the financial statements of SpectraLink certified by the independent public accountants.
- F. Review SpectraLink's internal audit group and its capability to perform its duties (including its organization, staffing and independence) and review reports on the overall quality of SpectraLink's system of internal accounting controls.
- G. Provide the independent public accountants and SpectraLink's internal audit group full and free access to the Committee to meet privately whenever appropriate.
- H. Review litigation and contingent liabilities of SpectraLink, including a periodic report by the general counsel concerning the effectiveness of SpectraLink's policies, procedures and control systems in preventing illegal and improper acts and the effectiveness and timeliness of management's response in the event any instances of illegal and improper acts and the effectiveness and timeliness of management's response in the event any instances of illegal or improper acts are discovered.
- I. Review Company policy statements and establish the procedures to monitor compliance with the Code of Conduct and Business Ethics ("Code") including procedures for the confidential submission of concerns regarding questionable accounting or auditing matters, and any events of noncompliance, and report to the Board annually concerning these issues. The Committee will have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
- J. The Committee shall review all related party transactions on an ongoing basis and all such transactions must be approved by the Committee.
- K. In performing its duties, the Committee may also obtain advice and assistance from internal or external legal, accounting or other advisors at the Company's expense.
- L. At least annually, the Committee shall review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.