

Concord Communications, Inc.
Corporate Governance and Nominating Committee Charter

I. Purpose and Scope

The primary function of the Corporate Governance and Nominating Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Concord Communications, Inc. (the “Company”) in fulfilling its responsibilities by:

- adopting, periodically reviewing and monitoring compliance with the Company’s Code of Business Conduct & Ethics applicable to Company employees directors and officers;
- adopting, periodically reviewing and monitoring compliance with Corporate Governance Guidelines applicable to Company employees, directors and officers;
- identifying individuals qualified to become Board members; and
- recommending to the Board the persons to be nominated as directors at the annual meeting of stockholders.

II. Committee Membership

Members of the Committee shall be elected by the Board and shall serve until their successors are duly elected and qualified or until their earlier resignation or removal. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

The Committee shall be composed of a minimum of three directors, all of whom must be independent directors, except under exceptional and limited circumstances as permitted by the applicable rules and regulations. Notwithstanding the foregoing, if fewer than three independent directors sit on the Board, the Committee shall be composed of such lesser number of directors, all of whom must be independent directors, as the Board from time to time may designate.

III. Responsibilities and Duties

1. Code of Business Conduct & Ethics. The Committee shall develop and recommend to the Board the adoption of a Code of Business Conduct & Ethics for Company employees, directors and officers designed to promote honest and ethical conduct, which shall at a minimum comply with all applicable regulatory and statutory requirements, and address compliance with laws and regulations, conflicts of interest, the reporting of any illegal or unethical behavior, and retaliation for such reports.
2. Corporate Governance Guidelines. The Committee shall develop and recommend to the Board for adoption a set of Corporate Governance Guidelines for Company directors, and to review those guidelines periodically.

3. **Board Composition and Nominations.** The Committee shall:
- Periodically evaluate the desirability of and recommend to the Board any changes in the size and composition of the Board.
 - In consultation with management:
 - identify individuals qualified to become Board members;
 - recommend to the Board the persons to be nominated for election as directors at the annual meeting of stockholders; and
 - recommend to the Board the persons to be elected by the Board to fill any vacancies on the Board.
 - To review the Board committees' structure and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
 - Review the composition and size of the Board in order to ensure that the Board is comprised of members reflecting the proper expertise, skills, attributes and personal and professional backgrounds for service as a director of the Company, as determined by the Committee.
4. **General.** The Committee shall perform any other responsibilities delegated to the Committee by the Board from time to time and to take such other actions regarding the Company's corporate governance that are in the best interest of the Company and its shareholders as the Committee deems appropriate or as shall otherwise be required by law or regulation.

IV. **Meetings**

The Committee will meet periodically as necessary, but at least annually, to act upon any matter within its jurisdiction. A majority of the total number of members of the Committee shall constitute a quorum of all Committee meetings. A majority of the members of the Committee shall be empowered to act on behalf of the Committee.

V. **Compensation**

The compensation of the Committee members shall be as determined by the Board.

VI. **Reporting**

The Committee shall report its findings to the Board and shall keep written minutes of its meetings which shall be recorded and filed with the books and records of the Company.