

# **DYCOM INDUSTRIES, INC.**

## **CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **I. Purpose**

The Corporate Governance Committee (the "Governance Committee") of the Board of Directors (the "Board of Directors") of Dycom Industries, Inc. (the "Corporation") shall (i) monitor significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies, (ii) establish a process for the Board of Directors to use in its periodic evaluations, including establishing criteria to be used in connection with such evaluations, and (iii) recommend to the Board of Directors director nominees and officer appointments and (iv) assist the Board of Directors in developing, putting into practice, and monitoring a set of corporate governance guidelines and codes of business conduct and ethics applicable to the Corporation.

### **II. Membership Requirements**

The Governance Committee shall be comprised of the number of directors the Board of Directors shall determine from time to time, such number not to be less than three. The membership of the Governance Committee shall meet all applicable requirements of the New York Stock Exchange and the Securities and Exchange Commission and any other applicable laws, rules and regulations with respect to independence, as determined by the Board of Directors. The members of the Governance Committee shall be appointed annually by the Board of Directors and may be removed at any time by the Board of Directors. The Board of Directors shall appoint the Chairman of the Governance Committee upon the recommendation of the Governance Committee.

### **III. Authority**

In discharging its responsibilities, the Governance Committee shall have authority to retain outside counsel or other consultants in the Governance Committee's sole discretion. The Governance Committee shall also have sole authority to approve the fees and other retention terms of such consultants and to terminate such consultants. The Governance Committee shall also have the authority to create subcommittees with such powers as the Governance Committee shall from time to time confer.

### **IV. Responsibilities and Duties**

The following are the general responsibilities of the Governance Committee and are set forth only for its guidance. The Governance Committee may assume such other responsibilities as it deems necessary or appropriate in carrying out its purpose. The Governance Committee shall:

1. Monitor and safeguard the Board of Directors' independence.
2. Devise and recommend to the Board of Directors Corporate Governance Guidelines setting forth:
  - a. Standards regarding director qualifications;
  - b. Guidelines regarding director access to management and, as necessary and appropriate, to independent advisors;
  - c. Guidelines regarding director orientation and continuing education programs;
  - d. Requirements that the Board of Directors conduct annual evaluations to ensure that it and its committees are conducting themselves in an efficient manner; and
  - e. Such other matters as the Governance Committee deems necessary or appropriate.
3. Review and establish, for approval by the Board of Directors, succession planning for executive officers of the Corporation.
4. Monitor compliance with the Corporate Governance Guidelines.
5. Monitor compliance with the Company's Business Code of Conduct and Ethics and the Company's Code of Ethics for Senior Financial Officers, and review and approve all requests by directors or officers for waivers of such Codes.
6. Regularly report to the Board of Directors its conclusions with respect to the matters that the Governance Committee has considered.
7. Establish criteria and processes for, and lead the Board of Directors and each committee of the Board of Directors in, each body's annual performance self-evaluation.
8. Review and reassess the adequacy of this Charter of the Governance Committee annually and submit any proposed modifications to the Board of Directors for approval.
9. Ensure that this Charter, the Corporate Governance Guidelines, the Business Code of Conduct and Ethics, and the Code of Ethics for Senior Financial Officers are posted on the Corporation's website.

10. Recommend to the Board of Directors the director nominees for election by the Company's shareholders, including those nominees that are recommended by shareholders in accordance with the procedures set forth in the Company's By-Laws.
11. Recommend to the Board of Directors persons to fill vacancies on the Board of Directors.
12. Recommend to the Board of Directors the appointment of officers of the Company.
13. Recommend to the Board of Directors the appointment of its members to serve on the five (5) committees of the Board of Directors.
14. Periodically review the number and functions of the committees of the Board of Directors.
15. Evaluate individual directors in depth on an annual basis: (Evaluation criteria include, without limitation, stock ownership, preparation, attendance, participation and contribution).
16. Evaluate the performance of the Chief Executive Officer on an annual basis, and submit its evaluation to the Compensation Committee.
17. Perform any other activities consistent with this Charter, the Corporation's By-Laws and governing law, as the Governance Committee or the Board of Directors deems necessary or appropriate.

## **V. Meetings**

Subject to the Corporation's by-laws (the "By-Laws") and resolutions of the Board of Directors, the Governance Committee shall meet at least two times annually at such times as the Chairman of the Governance Committee shall designate. At such meetings, the Governance Committee shall meet with such members of senior management as the Board of Directors shall designate, and may separately meet in an executive session without any management present. The Governance Committee shall fix its own rules of procedure, and a majority of the number of members then serving on the Governance Committee shall constitute a quorum. The Governance Committee shall keep minutes of its meetings and make them available to the Board of Directors. The Governance Committee shall report to the Board of Directors periodically, but no less than once annually. Meetings of the Governance Committee may be held in person or by conference call.

**VI. Performance Evaluation; Assessment of Charter**

The Governance Committee shall annually conduct a self-evaluation of its performance and shall report to the Board of Directors the results of the self-evaluation. The Governance Committee shall review and assess the adequacy of this Charter and recommend changes to the Board of Directors.