

# **IKON OFFICE SOLUTIONS, INC.**

## **CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **I. Purpose**

The Corporate Governance Committee (the “Governance Committee”) is responsible for providing assistance to the Board of Directors (the “Board”) in creating and maintaining overall corporate governance policies for IKON Office Solutions, Inc. (the “Company”) and for identifying, screening, recruiting and recommending qualified director candidates to the Board for directorships to be filled by the Board or the shareholders. The Governance Committee shall also be responsible for recommending the committee structure of the Board and nominating directors for committee membership.

### **II. Membership**

The Governance Committee shall be comprised of three or more members, all of whom must qualify as independent directors under the listing standards of the New York Stock Exchange (“Independent Directors”).

The members shall be nominated by the Governance Committee and appointed annually by the Board to one-year terms. The Governance Committee shall recommend, and the Board shall designate, one member of the Governance Committee as Chair. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualify. No member of the Governance Committee shall be removed except by a majority vote of the Independent Directors of the Board.

### **III. Meetings and Procedures**

- The Governance Committee shall meet at least two times annually and more frequently as circumstances require.
- The Governance Committee may form subcommittees for any purpose that the Governance Committee deems appropriate and may delegate to such subcommittees such power and authority as the Governance Committee deems appropriate.
- The Governance Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Governance Committee, attend any meeting of the Governance Committee to provide such pertinent information as the Governance Committee requests.

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

The Governance Committee shall have the following duties and responsibilities:

#### **Board Compensation**

- To determine director and committee member/chair compensation for those directors who are not also salaried officers of the Company and to evaluate and consider directors’ and officers’ indemnification and insurance coverage.

## **Implement Policies Regarding Corporate Governance Matters**

- To recommend to the Board policies to enhance the Board's effectiveness, including with respect to the distribution of information to Board members, the size and composition of the Board, and the frequency and structure of Board meetings.
- To consider questions of possible conflicts of interest for Board members and senior management.
- To consider the adequacy of the Articles of Incorporation and the Code of Regulations and recommend to the Board, as conditions dictate, that it propose amendments to the Articles of Incorporation and the Code of Regulations for consideration by the shareholders.
- To develop and review periodically, and at least annually, the corporate governance policies and principles of the Company to ensure that they are appropriate for the Company and comply with applicable laws, regulations and listing standards, and to keep abreast of developments regarding corporate governance and recommend any desirable changes to the Board.
- To consider and determine when matters should be considered and evaluated by the Independent Directors in a closed meeting of the Board.
- To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

## **Assess Board Membership Needs and Recommend Nominees**

- To determine what types of individual backgrounds are needed to help strengthen and balance the Board, conduct background checks respecting such persons as it wishes to recommend to the Board as candidates and to nominate candidates to fill Board vacancies accordingly.
- To ensure management maintains an orientation program for new directors and continuing education programs for directors.
- To establish policies and procedures and, if necessary, to recommend changes to the Code of Regulations to codify those policies and procedures, for determining what changes in status or events require the removal or resignation of any director from the Board or any of its committees.
- To consider and, if necessary, recommend the removal or resignation of any director from the Board or any of its committees.
- To determine appropriate term limits or retirement age for directors.
- To recommend to the Board the slate of nominees of directors to be elected by the shareholders and any directors to be elected by the Board to fill vacancies. Recommendations should include a review by the Governance Committee of the performance and contribution of fellow directors as well as the qualifications of proposed new directors.

## **Make Recommendations Regarding Committee Memberships**

- To evaluate, exercise and recommend appropriate committees of the Board and the committee structure of the Board.
- To recommend to the Board those directors to be selected for membership on the various committees of the Board. Recommendations should consider the qualifications for membership on each committee, the extent to which there should be a policy of periodic rotation of directors among the committees, and any limitations on the number of consecutive years a director should serve on any one Board committee.
- To recommend that individual directors be designated as chairs of Board committees.
- To be involved with management in reviewing director and officer insurance needs and the means of satisfying them.

## **Evaluation of the Board and Committees**

- To develop and recommend to the Board an appropriate review and evaluation process for members of the Board and each Committee.
- To serve as a forum for ideas and suggestions for improving the quality of the stewardship provided by the Board.
- To ensure that outside directors, including the Human Resources Committee, regularly review and assess the performance of the Chairman and Chief Executive Officer and annually assess and evaluate the effectiveness of the Board.

## **V. Performance Evaluation**

- The Governance Committee shall conduct a self-evaluation of its performance and of its charter annually.

## **VI. Investigations and Studies; Outside Advisors**

- The Governance Committee may conduct or authorize investigations into or studies of matters within the scope of the Governance Committee's duties and responsibilities, and may retain, at the Company's expense, such outside advisors as it deems necessary.
- The Governance Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.