

# **INTEGRATED DEVICE TECHNOLOGY, INC. GOVERNANCE COMMITTEE CHARTER**

## **Purpose**

The purpose of the Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Integrated Device Technology, Inc. (the “Company”) is to assist the Board in discharging its responsibilities regarding corporate governance by developing and making recommendations to the Board about the adoption or amendment of corporate governance guidelines and principles applicable to the Company (the “Corporate Governance Guidelines”). In so doing, the Committee shall endeavor to maintain free and open means of communication between the members of the Committee, other members of the Board, and management of the Company.

## **Membership**

The Committee shall consist of not less than two (2) independent members of the Board. The members of the Committee will be appointed by, and will serve at the discretion of, the Board.

## **Committee Organization and Procedures**

1. Unless the Chair is appointed by the Board, the members of the Committee shall appoint a Chair of the Committee by majority vote. The Chair (or in her or his absence, a member designated by the Chair) shall preside at all meetings of the Committee.
2. The Committee shall have the authority to establish its own rules and procedures consistent with the bylaws of the Company for notice and conduct of its meetings, should the Committee, in its discretion, deem it desirable to do so.
3. The Committee shall meet at least one (1) time in each fiscal year, and more frequently as the Committee in its discretion deems desirable.

## **Duties of the Committee**

The Committee shall have the following duties:

4. The Committee will review and make recommendations to the Board regarding matters including, but not limited to, the Company’s certificate of incorporation and bylaws;
5. The Committee will review and make recommendations to the Board regarding the Company’s Corporate Governance Guidelines;
6. The Committee will review and make recommendations to the Board regarding the Charters of the Board committees; and
7. The Committee will periodically review and make recommendations to the Board regarding the membership composition of the Board committees.
8. In performing its governance duties, the Committee will endeavor to comply with applicable legal requirements, including but not limited to the Sarbanes-Oxley Act of 2002 and NASD Rules, and to adopt other institutional recommendations and best practices determined to be in the best interests of the Company.

## **Miscellaneous**

9. Any action by the Committee shall require the majority approval of the Committee. In the event that a majority of the members of the Committee are unable to agree with respect to a matter under the Committee's consideration, then such matter shall be referred to the Board for resolution, and the determination of the Board shall be final and binding and shall be deemed to be the action of the Committee for all purposes.

10. The Committee may delegate to any one or more members of the Committee any of the power granted to the Committee by the Board, subject to any limitations that may be imposed by the Board.

11. The Committee shall report periodically, as deemed necessary or desirable by the Committee, but at least annually, to the full Board regarding the Committee's actions and recommendations.