

# **SPRINT NEXTEL CORPORATION**

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **I. COMMITTEE PURPOSE**

The primary function of the Nominating and Corporate Governance Committee (the "Governance Committee") is to ensure that Sprint Nextel Corporation ("Sprint Nextel") has effective corporate governance policies and procedures and an effective Board and Board review process. In fulfilling this function, the Governance Committee (1) assists the Board by identifying individuals qualified to become directors; (2) recommends to the Board the director nominees for the next annual meeting of the shareholders; (3) recommends to the Board director nominees for each Board committee; and (4) develops, reviews and recommends to the Board corporate governance policies and practices.

### **II. COMMITTEE COMPOSITION**

The Governance Committee will be comprised of at least three members. All members of the Governance Committee must satisfy the independence requirements of the New York Stock Exchange and the other director qualification standards set forth in Sprint Nextel's Corporate Governance Guidelines (the "Governance Guidelines"). The members and chair of the Governance Committee will be appointed by the Board and will serve until removed by the Board or their successors have been duly appointed and qualified.

### **III. COMMITTEE MEETINGS**

The Governance Committee will meet as often as required to fulfill its responsibilities set forth in this Charter, but no less than three times a year. Meetings may be held in person or telephonically. The chair or his or her designee will preside over all meetings of the Governance Committee. The Governance Committee will report regularly to the Board on its decisions, recommendations and other activities.

### **IV. COMMITTEE RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties, the Governance Committee will:

1. Evaluate and make recommendations to the Board regarding (a) Sprint Nextel's overall corporate governance effectiveness, (b) the composition, size, role and functions of the Board and its committees with respect to their ability to oversee successfully Sprint Nextel's business and affairs in a manner consistent with the Governance Guidelines.
2. Determine director selection criteria consistent with the Governance Guidelines, and conduct searches for prospective directors whose skills and attributes reflect these criteria.
3. Utilizing the director selection criteria set forth in the Governance Guidelines, and any other considerations the Governance Committee deems appropriate, evaluate and make recommendations to the Board concerning nominees to fill newly-created Board positions and vacancies on the Board occurring between annual meetings of the shareholders.

4. Utilizing the director selection criteria set forth in the Governance Guidelines, and any other considerations the Governance Committee deems appropriate, evaluate and make recommendations to the Board concerning nominees (including nominees proposed by shareholders) for election to the Board at the annual meeting of shareholders.
5. Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs consistent with the Governance Guidelines.
6. At least annually, review the Governance Guidelines and this Charter and as appropriate recommend changes to the Board.
7. Assist the Board and Sprint Nextel's officers in ensuring compliance with and implementation of the Governance Guidelines.
8. Determine the methods for and conduct annual evaluations of the Board, each Board committee, and each director, and report to the Board with its findings and recommendations.
9. Oversee Sprint Nextel's director orientation and education programs.
10. Evaluate and make recommendations to the Board regarding director retirements and directors' offers to resign due to changes in circumstances, in accordance with the Governance Guidelines.
11. Provide input to the Human Capital and Compensation Committee regarding director compensation matters and the orderly development and succession of senior officers.
12. Evaluate Sprint Nextel's shareholder rights plan, at least once every three years, to determine whether it continues to be in the best interests of the company and its shareholders.
13. Delegate authority to subcommittees when appropriate.
14. Perform any other activities consistent with this Charter, Sprint Nextel's Bylaws, Articles of Incorporation, Governance Guidelines and applicable law, as the Board considers appropriate and delegates to the Governance Committee.

## **V. ACCESS TO RESOURCES**

The Governance Committee has the sole authority, at Sprint Nextel's expense, (1) to retain, to determine the fees and other terms of engagement of, and to terminate the services of any search firm used to assist in the identification of candidates to serve as a director, and (2) to engage the services of any other outside advisors to assist it in the discharge of its duties. The Governance Committee also will have full access to Sprint Nextel's records, officers, employees and outside advisors as necessary to perform its duties.

August 12, 2005