

CIENA CORPORATION
CHARTER OF THE
COMMITTEE ON GOVERNANCE AND NOMINATIONS

Mission

The Committee on Governance and Nominations is a standing committee of the Company's Board of Directors. Its mission is to advise and make recommendations to the Board on matters of governance, including the Board's structure, functioning and processes; and to make nominations to fill vacancies on the Board.

Membership

The Committee shall consist of at least three members of the Board of Directors, all of whom shall be "independent" as defined by federal securities law and the listing requirements of the Nasdaq Stock Market and any securities exchanges on which the Company's securities are listed. The members shall be appointed by vote of the full Board at the regular meeting of the Board that falls closest to the date of the annual meeting of shareholders. The Board shall appoint one member of the Committee to act as its Chair. The members of the Committee shall serve terms of one year, and shall be eligible for re-appointment.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- 1) Develop and recommend to the full Board of Directors policies and procedures regarding the governance of the Corporation, especially policies and procedures to be observed by the full Board to improve its effectiveness, including carrying out the reviews and actions set out in the Annual Work Plan attached;
- 2) Make recommendations to the Board of Directors concerning (i) the size and composition of the Board of Directors, (ii) the size and composition of each standing committee of the Board of Directors, (iii) the frequency of meetings of the Board and its committees; and (iv) the term of membership of the Board of Directors;
- 3) Periodically review all charters of standing committees of the Board; recommend changes in the number, function or membership of the committees as appropriate; and establish guidelines for the selection and rotation of committee members, balancing reasonable continuity of committee members with rotation; advise the Board of Directors on the appointment of the members and chair of each standing committee; recommend and select Directors to serve on ad-hoc Board committees as required to deal with situational issues;

- 4) Review the compensation of the members of the Board of Directors for service as directors or members of committees of the Board and make recommendations to the Board of Directors concerning the fixing of such compensation;
- 5) Oversee and review the Corporation's processes for providing information to the Board with a view toward assuring that matters appropriate to the Board's consideration are identified and brought to its attention;
- 6) Establish policies regarding business arrangements (other than compensation for services in the capacity of officer or Director) between the Corporation and its officers and Directors or their affiliates, and any other relationships between a Director and the company or a third party which create the appearance or reality of a current or potential conflict of interest; and review and approve or disapprove any such business arrangements should they arise;
- 7) Develop and recommend to the full Board a code of business conduct and ethics for the Corporation and its officers and directors;
- 8) Consider and make recommendations regarding continuing education and training for members of the Board Directors; including an orientation process for new Directors;
- 9) Review and make recommendations to the Board of Directors the appropriate response to shareholder proposals relating to corporate governance;
- 10) Serve as a forum for ideas and suggestions to improve the quality of stewardship provided by the Board of Directors;
- 11) Develop and recommend a succession plan for the Chief Executive Officer and for other senior executives;
- 12) Recommend to the Board candidates for successor to the Chief Executive Officer of the Company when required;
- 13) Insure that the Chief Executive Officer's performance is evaluated annually;
- 14) Develop criteria for establishing a balanced board which brings to the board the requisite skills and experience and, when appropriate, recommend to the Board of Directors nominees to the Board of Directors who bring appropriate experience at that time;
- 15) Recommend to the Board of Directors candidates for election to fill vacancies on the Board, including renominations of members whose terms are due to expire and in connection with such renominations, or earlier where required by exceptional circumstances, evaluate each nominee's performance;
- 16) Recommend to the Board of Directors the removal of a Director when appropriate; and

17) Perform such additional activities within the Committee's primary scope as it may determine appropriate.

Meetings

The Committee shall meet at such times as it determines to be necessary or appropriate, but not less than once per year. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee shall maintain written minutes of its meetings.

Reporting

The Committee shall prepare and, through its Chair, submit periodic reports of the Committee's work and findings to the Board of Directors, including recommendations for Board actions when considered appropriate by the Committee.

Authority

The Committee shall have the authority to retain special legal, accounting or other consultants to advise the Committee. The Committee may request any officer or employee of the Company or any outside counsel or consultants to meet with any members of the Committee.

Staff

The Corporate Secretary shall provide the Committee such staff support as it may require.