

## **McDATA CORPORATION**

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

As adopted by the Board of Directors October 30, 2002

#### **STATUS**

The Corporate Governance and Nominating Committee (the “*Committee*”) is a committee of the Board of Directors of McDATA Corporation (the “*Company*”).

#### **ORGANIZATION**

The Committee shall consist of no fewer than two members of the Board of Directors. All members of the Committee shall be appointed by the Board, shall be independent of the Company and its affiliates, shall have no relationship to the Company or its affiliates that may interfere with the exercise of their independence, and shall otherwise be deemed “*Independent Directors*” as defined in Nasdaq Stock Market Rule 4200.

The Board will designate one member of the Committee as its Chair. The Committee will meet no less than two times a year. Special meetings may be convened as required. The Chair of the Committee shall report orally to the full Board on the results of these meetings. The Committee may invite to its meetings other Directors, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. The Committee shall annually review its own performance. The Committee may form and delegate authority to subcommittees when appropriate. The Committee may also engage outside counsel or such other experts at its discretion upon notification to the Company.

#### **ROLES AND RESPONSIBILITIES**

The Committee has the following duties:

##### *Corporate Governance Generally*

- Review, no less frequently than annually, McDATA’s Board Governance Guidelines to ensure that they remain relevant and are being complied with;
- Recommend ways to enhance services to and improve communications and relations with stockholders;
- Periodically receive a presentation from Management on the Company’s Code of Conduct and Policies.

### *Board Composition, Evaluation and Nominating Activities*

- Review composition and size of Board and determine the criteria for Board membership including issues of character, judgment, diversity, age, expertise, corporate experience and the like;
- Conduct an annual evaluation of the Board as a whole;
- Consult with outside consultants and/or with the Human Resources department in order to evaluate Director compensation compared to other companies of like size in the industry and make recommendations regarding Board compensation;
- Consider and recommend candidates to fill new positions or vacancies on the Board, and review any candidates recommended by stockholders in accordance with the bylaws;
- Evaluate the performance of current Board members proposed for reelection, and recommend the Director nominees each year for approval by the Board and the stockholders; and
- The Committee shall have the sole authority to retain and terminate any search firm to be used to identify Board candidates and shall have sole authority to approve the search firm's fees and other retention terms.

### *Board Committees*

- Periodically review the charter and composition of each Board committee and make recommendations to the Board for the creation of additional Board committees or the change in mandate or dissolution of Board committees; and
- Recommend to the Board persons to be members of the various Board committees.

### *Conflicts of Interest*

- Consider questions of possible conflicts of interest of Board members and of corporate officers; and
- Review actual and potential conflicts of interest (including *corporate opportunities*) of Board members and corporate officers, and clear any involvement of such persons in Company matters that may involve a conflict of interest.