

SPECTRALINK CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Adopted as of April 27, 2004)

I. MISSION

The purpose of the Nominating and Corporate Governance Committee (“Committee”) of the Board of Directors (“Board”) of SpectraLink Corporation (“SpectraLink” or “Company”) shall be to review and make recommendations to the Board on matters concerning Board composition, Board nominations, Board Committees, conflicts of interest and corporate governance.

In furtherance of these purposes, the Committee will undertake those specific responsibilities and duties listed below and such other duties as the Board may from time to time prescribe.

II. ORGANIZATION

- A. The Committee members shall be appointed by, and serve at the direction of, the Board. The Committee shall consist of no fewer than two members of the Board. The Board may designate one member of the Committee as its chair. Except as permitted, members of the Committee must meet the independent director criteria of the Nasdaq Stock Market, Inc. (“Nasdaq”) and the rules and regulations of the Securities and Exchange Commission (“SEC”). Vacancies of members of the Committee shall be filled by the Board.
- B. The Committee shall meet regularly, with such additional meetings as circumstances warrant. The Committee may also act by unanimous written consent in lieu of a meeting. 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.
- C. The Committee shall report to the Board following regular meetings, and at other times as circumstances warrant.
- D. The Corporate Secretary or a delegate shall record and keep minutes of all Committee meetings.
- E. Members of the Committee shall receive such fees for their service as Committee members as may be determined by the Board in their sole discretion in accordance with Nasdaq and SEC rules and regulations.

III. AUTHORITY, DUTIES AND RESPONSIBILITIES

Board Composition, Evaluation and Nomination Activities

- A. The Committee shall review the composition and size of the Board and determine the criteria, qualifications and areas of expertise needed to further enhance the composition of the Board in accordance with the Company’s Corporate Governance Guidelines and work with management in attracting candidates with those qualifications.
- B. The Committee shall review the independence criteria in accordance with Nasdaq and SEC rules and regulations of each member of the Board annually.
- C. The Committee shall annually review the performance of the Board as a whole.

- D. The Committee shall review the performance of each of its members proposed for reelection, and recommend the director nominees each year for approval by the Board and the stockholders.
- E. The Committee shall consider and recommend candidates to fill new positions or vacancies on the Board, and review any candidates recommended by stockholders in accordance with the Company's bylaws.
- F. The Committee may delegate to management the screening process for director candidates with the direct input from the chair of the Committee. The invitation to join the Board should be extended by the Board through the Chairman of the Board.
- G. The Committee shall have sole authority to retain, at the Company's expense, and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other terms.
- H. The Committee shall recommend to the Board persons to be members of the Board's committees and make recommendations for the creation of additional Board committees or the change in the mandate or dissolution of Board Committees.

Corporate Governance Generally

- A. The Committee shall develop guidelines of corporate governance and recommend them to the Board for its consideration and approval.
- B. The Committee shall review, no less frequently than annually, SpectraLink's Corporate Governance Guidelines to ensure they are being complied with and remain relevant.
- C. The Committee shall recommend ways to enhance services and improve communications and relations with the Company's stockholders.

IV. Other

- A. The Committee shall consider questions of possible conflicts of interest of Board members and of corporate officers in consultation with the Company's Ethics Committee and review actual and potential conflicts of interest of Board members and corporate officers, and make determinations of such conflicts of interest.
- B. The Committee shall perform such other duties as the Board may from time to time direct.