

**ADC TELECOMMUNICATIONS, INC.  
BOARD OF DIRECTORS**

**GOVERNANCE COMMITTEE CHARTER**

**(as of July 18, 2006)**

The purpose of the Governance Committee (the "Committee") is to advise the ADC Board of Directors (the "Board") and provide oversight on matters relating to (a) the selection and nomination of Board members, (b) the appointment of Board committee members, and (c) general corporate governance policies and practices.

**1. Membership**

The Committee shall have at least three members each of whom shall be Independent Directors, as defined in the Company's Principles of Corporate Governance. Members of the Committee shall be appointed by the Board.

**2. Governance Policies and Practices**

The Committee shall:

- Consider on a regular basis, matters relating to corporate governance practices.
- Review periodically the Company's Principles of Corporate Governance and practices. Any recommendations regarding proposed changes in the principles or practices shall be made to the Board.
- Review periodically compliance by the Company with its Principles of Corporate Governance.
- Review periodically and make recommendations to the Board regarding the Company's Shareholder Rights Plan.
- Review periodically the Crisis Management Plans maintained by the Company.

**3. Board of Directors**

The Committee shall:

- Review periodically and recommend for Board approval the appropriate size, functions and effectiveness of the Board.
- Establish criteria for Board membership and selection of new directors consistent with the director criteria set forth in the Company's Principles of Corporate Governance.
- Engage consultants, as the Committee deems appropriate to assist in a search for new director candidates.
- Identify, evaluate and recommend new director nominees for election by the Board and the Company's shareowners.

- Oversee policy and process for consideration of director candidates nominated by shareowners.
- Consult with directors who are candidates for re-election at the annual shareowners' meeting and make nominations for approval by the Board and the Company's shareowners.
- Recommend a new director orientation program to the Board of Directors and periodically review such program and recommend appropriate modifications to the Board.
- Periodically review director education programs regarding corporate governance and inform the Board of such educational opportunities.
- Review and recommend appropriate changes relating to the Board resignation, retention and retirement practices of the Company.
- Review periodically Board and Committee independence requirements.
- Facilitate an annual evaluation of the Board's effectiveness.

#### **4. Standing/Special Committees**

The Committee shall:

- Monitor the functions of the standing committees of the Board and make recommendations to the Board regarding appointment of committees for special, limited purposes.
- Recommend committee membership and chairmanships for appointment by the Board.
- Review Board committee charters as needed and make recommendations to the Board regarding any proposed changes to such committee charters.

#### **5. Executive Officers**

The Committee shall:

- Make recommendations to the Board regarding the process to recruit, evaluate and select candidates for the Company's Chief Executive Officer position.
- Review and evaluate the performance of the Chief Executive Officer and advise the Board of such evaluations. Such evaluations shall be made in consultation with the Chair of the Compensation Committee, who shall be invited to participate in the Committee discussion regarding the evaluation. In addition, the Committee shall request input from all Board members as part of the evaluation process.
- Review recommendations of the Chief Executive Officer regarding individuals to hold elected corporate officer positions (other than the Chief Executive Officer position) and make recommendations to the Board with respect to the election of such

individuals.

- Review the roles and responsibilities of Company executives in order to develop recommendations to the full Board regarding the identification of those executives which are deemed to be “officers” for purposes of Section 16 of the Securities Exchange Act of 1934.
- Review succession planning and human resources strategy as requested by the Board under Section 10 of the Company’s Principles of Corporate Governance.

## **6. Independent Advisors; Support of Committee**

The Committee is authorized to retain independent attorneys, consultants or other independent persons to advise and assist the Committee, as it deems appropriate. Management of the Company will also assist the Committee with its functions by providing information, recommendations or other support as needed or requested.

## **7. Meetings**

- The Committee shall meet at least two times per year. The Committee Chair shall determine whether additional meetings are necessary or desirable in response to the needs of the Company or any issues that may arise.
- At the request of the Committee, the Company’s Chief Executive Officer and other selected executives shall meet regularly with the Committee to provide information to and to support the activities of the Committee as requested.
- The Committee shall meet in executive session on a regular basis to provide an opportunity for private discussion of matters independent of management. The Committee may invite outside advisors to such executive sessions, as it deems appropriate.

## **8. General**

- The Committee shall report all significant Committee activities and findings to the Board with recommendations for action when appropriate.
- The Committee shall perform such other functions that may be delegated by the Board from time to time.
- The Committee shall review this charter periodically and recommend any proposed changes to the Board for approval.
- The Committee shall annually review its own performance.