

# **Tektronix, Inc.**

## **Nominating and Corporate Governance Committee Charter**

### **Purpose**

The Nominating and Corporate Governance Committee ("Committee") is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members and to recommend to the Board the Director nominees for the next annual meeting of shareholders; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board's performance; (4) to recommend to the Board Director nominees for each committee; and (5) to recommend to the Board the amount and type of Director compensation.

### **Committee Membership**

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Committee shall be appointed and replaced by the Board.

### **Committee Authority and Responsibilities**

The Committee:

1. Shall (a) actively seek individuals qualified to become Board members; (b) recommend to the Board candidates for election by the Board; and (c) recommend to the Board Director nominees for shareholder approval at the annual meeting of shareholders, all in accordance with criteria and processes set forth in the Corporate Governance Guidelines and such additional criteria as may from time to time be established by the Board or the Committee.
2. Shall have the sole authority to retain 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 retention terms.
3. Shall oversee the evaluation of the Board and report annually to the Board an assessment of the Board's performance, to be discussed with the full Board.
4. Shall periodically review and assess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

5. Shall periodically review the compensation of the Board, and recommend any changes to the Board for its review and approval. The Committee may retain an independent consultant to advise it on Board compensation matters. The Committee shall periodically review and recommend to the Board appropriate stock ownership guidelines to align the interests of the Board with the interests of shareholders.
6. May form and delegate authority to subcommittees when appropriate.
7. Shall have authority to obtain advice and assistance with respect to any matters within its responsibility from internal or external legal, accounting or other advisors.
8. Shall make regular reports to the Board.
9. Shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
10. Shall annually review its own performance.

*Approved by the Board of Directors March 16, 2005*