

INFOCUS CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

February 2, 2004

Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of InFocus Corporation (the "Company") is to (a) identify individuals qualified to become members of the Company's Board of Directors (the "Board"), (b) recommend director nominees to the Board for nomination and election at the annual meeting of shareholders, (c) develop and monitor a process to assess Board effectiveness, and (d) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company.

Membership

The Committee shall consist of a minimum of three (3) directors. Members of the Committee shall be appointed and may be removed by the Board. All members of the Committee shall meet the independence requirements of the NASDAQ listing standards and any other applicable laws, rules and regulations governing independence, as determined by the Board.

Authority and Responsibilities

In furtherance of its purpose, the Committee shall have the following authority and responsibilities:

1. To lead the search for individuals qualified to become members of the Board and to recommend directors to the Board for nomination and election at the annual meeting of shareholders. The Committee shall adopt policies and procedures for the identification and evaluation of candidates for nomination to the Board. The Committee shall recommend individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment, and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the shareholders.
2. To review the Board's committee structure and to recommend to the Board for its approval directors to serve as members and chairs of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
3. To develop and recommend to the Board for its approval a set of corporate governance guidelines. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
4. To develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall report its actions and recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee.

The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.