



C-COR INCORPORATED

GOVERNANCE & NOMINATING COMMITTEE CHARTER

The Board of Directors of C-COR Incorporated (the "Company") has established the Governance & Nominating Committee (the "Committee") of the Board of Directors of the Company (the "Board").

Purposes

The purposes of the Committee are:

1. To assist the Board by identifying individuals qualified to become Board members and to recommend to the Board the director nominees for election at the annual meetings of shareholders or for appointment to fill vacancies;
2. To recommend to the Board director nominees for each committee of the Board;
3. To advise the Board about appropriate composition of the Board and its committees;
4. To advise the Board about and develop and recommend to the Board appropriate corporate governance guidelines and to assist the Board in implementing those guidelines;
5. To oversee the annual evaluation of the Board and the CEO;
6. To perform such other functions as the Board may assign to the Committee from time to time.

Composition

The Committee shall consist of at least three members, all of whom are members of the Board. One of the members shall serve as the chairperson of the Committee. Each member of the Committee shall satisfy the independence requirements of the rules of the Nasdaq Stock Market, Inc. and the Securities and Exchange Commission

The Board shall appoint the members of the Committee. The chairperson of the Committee shall be designated by the Board or, if no such designation is made, shall be selected

by the affirmative vote of the majority of the Committee. The Board may remove or replace the chairperson or any other member of the Committee at any time.

Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate. Without limiting the generality of the preceding statements, the Committee shall have authority, and is entrusted with the responsibility, to take the following actions.

1. The Committee shall prepare and recommend to the Board for adoption appropriate corporate governance guidelines and modifications thereto from time to time.
2. The Committee shall actively seek individuals qualified to become board members for recommendation to the Board. The Committee's assessment as to the qualifications of Board member candidates shall include consideration of skills, experience and diversity in the context of the needs of the Board.
3. The Committee shall establish, review and modify as appropriate policies and procedures for submission to the Committee of recommendations for director candidates by shareholders and evaluating nominees for directors recommended by shareholders.
4. The Committee shall ensure that the majority of the members of the Board are independent directors and that each committee of the Board contains exclusively or, if appropriate, a majority of members that are independent to the extent required by law, applicable listing standards, the Company's articles or bylaws, or the Company's corporate governance guidelines.
5. The Committee shall determine whether or not each director and each prospective director of the Company is independent, disinterested, or a non-employee director under the standards applicable to the committees on which such director is serving or may serve. The Committee may survey any and all of the directors and prospective directors to determine any matter or circumstance that would cause the person not to qualify as an independent, disinterested or non-employee director under applicable standards. The Committee shall report to the Board the existence of any such matter or circumstance.
6. The Committee shall review any shareholder proposals for inclusion in the Proxy Statement for the Annual Meeting of Shareholders, including shareholder nominees to the Board, and proposed responses by the Board.
7. The Committee shall approve any waivers from or amendments to the Company's Code of Ethics.

8. The Committee shall have the sole authority to retain or terminate any search firm that may be used to identify director candidates. The Committee shall have sole authority to approve the search firm's fees and other retention terms and shall have authority to cause the Company to pay the fees and expenses of the search firm. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Company to pay the fees and expenses of such outside advisors.
9. The Committee believes that the minimum qualifications for serving as director of the Company are that a nominee demonstrate, by significant accomplishment in his or her field, an ability to make a meaningful contribution to the Board's oversight of the business and affairs of the Company and have an impeccable record and reputation for honest and ethical conduct in both his or her professional and personal activities. In addition, the Committee will take into account all factors they consider appropriate, which may include business or professional experience, accomplishments, education, understanding of the business and the industry in which the Company operates, specific skills, general business acumen, potential conflicts of interest and independence from management and the Company. Generally, the Committee will first consider current members of the Board because they meet the criteria listed above and possess an in depth knowledge of the Company, its history, strengths, weaknesses, goals and objectives and this level of knowledge has proven very valuable to the Company. Each year the Committee shall evaluate these minimum qualifications and amend or modify them as necessary.
10. Each year, the Committee shall:
 - a. review the advisability or need for any changes in the number and composition of the Board;
 - b. review the advisability or need for any changes in the number, charters or titles of committees of the Board;
 - c. recommend to the Board the composition of each committee of the Board and the individual director to serve as chairperson of each committee;
 - d. ensure that the chairperson of each committee report to the Board about the committee's annual evaluation of its performance and evaluation of its charter;
 - e. receive comments from all directors and report to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year;
 - f. make nominations to the Board for election of officers;
 - g. oversee the evaluation of the CEO; and

- h. review and reassess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval.

Procedures

Meetings. The Committee shall meet at the call of its chairperson, two or more members of the Committee or the Chairman of the Board. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants and such other persons as the Committee or its chairperson may determine. The Committee may meet in person, by telephone conference call or in any other manner in which the Board is permitted to meet under law or the Company's bylaws. The Committee shall keep a written record of its meetings and actions and shall file a copy of such record in the corporate minutes of the Company. The Committee shall meet as frequently as necessary but no less than once a year.

Quorum and Approval. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.

Rules. The Committee may determine additional rules and procedures, including designation of a chairperson pro tempore in the absence of the chairperson and designation of a secretary of the Committee, at any meeting thereof.

Reports. The Committee shall make regular reports to the Board, directly or through the chairperson.

Review of Charter. Each year the Committee shall review the need for changes in this Charter and recommend any proposed changes to the Board for approval.