

SPECTRALINK CORPORATION CORPORATE GOVERNANCE GUIDELINES

(Adopted as of December 2004)

The Mission of SpectraLink Board of Directors

The Board of Directors ("Board") of SpectraLink Corporation ("SpectraLink" or "Company") has developed corporate governance practices to help it fulfill its responsibility to the stockholders to oversee the work of management and SpectraLink's business results. These practices are memorialized in these guidelines and assure that the Board will have the necessary authority and practices in place to: review and evaluate the effectiveness of the Company's business operations (including management policies and decisions and the execution of its strategies); ensure the Company meets all of its legal obligations as needed; make decisions that are independent of the Company's management; and are so intended to align the interests of directors and management with those of Company's stockholders.

These guidelines are subject to future refinement or changes as the Board may find necessary or advisable for the Company in order to achieve these objectives.

Guidelines and Significant Corporate Governance Issues

Director Responsibilities

The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors shall also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Company's charter, by-laws and any indemnification agreements, and to exculpation as provided by state law and the Company's charter.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting.

A. Board Composition and Selection; Independent Directors

1. Board Size

In accordance with, and subject to the Company's certificate of incorporation and by-laws, the Board currently has five members. The Board believes that five is an appropriate size based on the Company's present circumstances. The Board periodically evaluates whether a larger or smaller number of directors would be preferable.

2. Nominating Process and Selection of Board Members

All Board members are elected annually by the Company's stockholders, except as noted below with respect to vacancies. Each year at the Company's annual meeting, the Board recommends a slate of directors for election by stockholders. The Board's recommendations are based on its determination (using advice and information supplied by the Nominating and Corporate Governance Committee) as to the suitability of each individual, and the slate as a whole, to serve as directors of the Company, taking into account the membership criteria discussed below.

The Board may fill vacancies in existing or new director positions. Such directors elected by the Board serve only until the next election of directors unless elected by the stockholders to a further term at that time.

The Nominating and Corporate Governance Committee will consider proposals by stockholders of qualified nominees that are submitted in accordance with the Company's by-laws.

3. Board Membership Criteria

The Nominating and Governance Committee works with the Board as a whole on an annual basis to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members. In evaluating the suitability of individual Board members, the Board takes into account many factors, including general understanding and knowledge of sales, marketing, finance and other elements relevant to the success of a large publicly-traded company in today's business environment, understanding of the Company's business in the United States and internationally, and educational and professional background. The Board evaluates each individual in the context of the Board as a whole in the context of its perceived needs of the Board at the time, with the objective of recommending a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience in these various areas. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee also considers the director's past attendance at meetings and participation in and contributions to the activities of the Board.

4. Board Composition – Mix of Management and Independent Directors

The Board shall ensure that, whenever all director positions are filled, at least a majority of its directors should be independent directors. In determining the independence of a director, the a director shall be considered "independent" if he or she meets the criteria for independence established by the definitions of "independent director" included in applicable listing standards of the Nasdaq Stock Market, Inc. ("Nasdaq") and the rules and regulations of the Securities and Exchange Commission ("SEC").

Each director is expected to disclose any circumstances material to the director that might be perceived as a conflict of interest. The determination of whether a material relationship exists that are not otherwise set forth in applicable Nasdaq or SEC rules or regulations shall be made by the other members of the Board who are independent as defined above.

5. Term Limits

The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with and understanding of the Company's history, policies and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and nomination process described in these guidelines.

6. Selection of CEO and Chairman

The Board believes that it should be free to make a choice of whether to separate or combine the offices of Chairman and Chief Executive Officer in any way that seems best for the Company at any given time. As such, the Board has no policy with respect to the separation or combination of these offices. However, the Board may reevaluate this structure if and when it deems necessary.

7. Lead Independent Director

In order to facilitate communication between management and the independent directors, the Board should elect a "Lead Independent Director," who will have the responsibility to schedule and prepare

agendas for meetings of independent directors. The Lead Independent Director will communicate with the CEO and Chairman (if the Chairman is not independent as defined by the Nasdaq and SEC rules and regulations), disseminate information to the rest of the Board in a timely manner and raise issues with management on behalf of the outside directors when appropriate. All members of the Board are encouraged to communicate with the CEO and Chairman.

8. No Specific Limitation on Other Board Service

The Board does not believe that its members should be prohibited from serving on boards and/or committees of other organizations and the Board has not adopted any guidelines limiting such activities. However, the Nominating and Corporate Governance Committee and the full Board will take into account the nature of and time involved in a director's service on other boards in evaluating the suitability of individual directors and making its recommendations to Company stockholders. In addition, any director's serving on the Company's committees shall comply with the requirements of membership on such committee. Service on boards and/or committees of other organizations should be consistent with the Company's conflict of interest policies.

B. Board Meetings; Involvement of Senior Management

1. Board Meeting Agendas

The Chairman of the Board and CEO, taking into account suggestions from other members of the Board, will set the agenda for each Board meeting, and will distribute this agenda in advance to each director.

2. Advance Distribution of Materials

When feasible, all information and data that is relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting should be distributed in writing or electronically to all members of the Board in advance of the meeting. This will help facilitate the efficient use of time at Board meetings to deliberate and make decisions on key Company issues. In preparing this information, senior executives should ensure that the materials being distributed are as concise as possible while giving directors sufficient information to make informed decisions. The Board acknowledges that certain items to be discussed at Board meetings are of an extremely sensitive nature and that the distribution of materials on these matters prior to Board meetings may not be appropriate.

3. Access to Employees

The Board should have access to Company executive officers and other employees in order to ensure that directors can ask all questions and glean all information necessary to fulfill their duties. The Board may specify a protocol for making such inquiries. Executive officers are encouraged to invite Company personnel to any Board meeting at which their presence and expertise would help the Board to have a full understanding of matters being considered.

4. Executive Sessions of Independent Directors

The independent directors of the Company will regularly schedule and meet periodically in executive sessions, i.e., with no management directors or senior executives present. For each executive session, the Lead Independent Director shall serve as chairperson. Absent unusual circumstances, these sessions shall be held in conjunction with regular Board meetings. These executive session discussions may include such topics as the independent directors determine, but actions of the Board generally should be taken separately at a Board meeting.

5. Access to Independent Advisors

The Board shall have the authority to retain special legal, accounting, or other advisors from time to time, all at the expense of the Company.

6. Attendance

The Board expects regular attendance by directors at each Board meeting. Attendance of less than 75% of the Board meetings by a director will be reviewed by the Board.

C. Board Committees

1. Number and Type of Committees

The Board shall have at all times have an Audit Committee and other such committees as the Board creates from time to time in discharging its duties and responsibilities such as the Compensation Committee and Nominating and Corporate Governance Committee. Each such committee shall have a charter that has been approved by the Board. The Board may add new committees or remove existing committees as it deems advisable for purposes of fulfilling its primary responsibilities. Each committee will perform its duties as assigned by the Board in compliance with Company by-laws.

2. Composition of Committees; Committee Chairpersons

Except as permitted by applicable rules and regulations, each of the Audit, Compensation, and Nominating and Corporate Governance Committee consists solely of independent directors. The Board is responsible for the appointment of committee members and committee chairpersons according to the recommendation of the Nominating and Corporate Governance Committee and criteria that it determines to be in the best interest of the Company and its stockholders.

D. Performance Evaluation; Succession Planning; Orientation and Continuing Education

1. Annual CEO and Executive Officer Evaluation

The Compensation Committee shall conduct a review at least annually of the performance of the CEO and the executive officers of the Company.

2. Board Self-Evaluation

The Nominating and Corporate Governance Committee is responsible for conducting an annual evaluation of the performance of the full Board and its committees and reports its conclusions to the Board. The Nominating and Corporate Governance Committee's report should generally include an assessment of the Board and its committees' compliance with the principles set forth in these guidelines, as well as identification of areas in which the Board and/or its committees could improve its performance.

3. Succession Planning

As part of the annual CEO evaluation process, the Compensation Committee shall work with the CEO to plan for CEO succession, to develop plans for interim succession for the CEO in the event of an unexpected occurrence, and to develop succession plans relating to positions held by other senior executives of the Company, including the senior internal audit executive. Succession planning with respect to that senior internal audit executive is conducted in conjunction with the Audit Committee. Succession planning may be reviewed more frequently by the Board as it deems warranted.

4. Director Orientation and Continuing Education

Meetings of the Board shall be designed to provide orientation for new directors to assist them in understanding the Company's business as well as an introduction to the Company's management.

Further the Company encourages directors to participate in continuing education programs focused on the legal and ethical responsibilities of Board members.

E. Board Compensation Review

The Compensation Committee should report to the Board on an annual basis as to how the Company's director compensation practices compare with those of other large public corporations. The Board should make changes in director compensation practices only upon the recommendation of the Compensation Committee, and following discussion and unanimous concurrence by the full Board. The compensation of directors serving on the Compensation Committee shall be approved by the entire Board. Directors who are also employees of the Company shall not receive compensation for their participation on the Board or any Committees.

F. Board Communications with Stockholders, Employees and Third Parties

The Board believes that management speaks on behalf of the Company. Individual Board members may, from time to time, meet or otherwise communicate with various other constituencies that are involved with the Company, but it is expected that Board members would do this with knowledge of management and, in most instances, only at the request of management.

In cases where stockholders wish to communicate directly with the Board, communications can be sent to the Corporate Secretary at SpectraLink Corporation, 5755 Central Avenue, Boulder, Colorado 80301. The Corporate Secretary will review such correspondence and provide such correspondence and/or summaries thereof, as appropriate to the Board. Stockholders may indicate in their letters if their communication is intended to be provided to certain directors(s) only. The Nominating and Corporate Governance Committee will periodically review the process for stockholders to communicate with the Board to ensure effective communications. . The Board and the committees shall have the right at any time to retain outside financial, legal or other advisors and shall have appropriate access to the Company's internal and external auditors and outside counsel.

The Audit Committee will establish procedures for receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission of concerns regarding questionable accounting or auditing matters.