

**CHARTER OF THE GOVERNANCE COMMITTEE OF THE  
BOARD OF DIRECTORS OF BLACK BOX CORPORATION  
ADOPTED AS OF JUNE 25, 2004  
(as amended through February 8, 2010)**

**I. PURPOSE AND AUTHORITY OF THE COMMITTEE**

The Governance Committee (the "Committee") of the Board of Directors (the "Board") of Black Box Corporation ("Black Box" or the "Company") shall provide independent oversight of the corporate governance functions of Black Box and its subsidiaries, ensure governance practices are sound and perform any other responsibilities vested in it pursuant to this charter.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of not less than three directors, appointed by the Board, each of whom qualifies as an independent director under applicable Nasdaq Stock Market ("NASDAQ") rules, as then in effect, and any applicable Securities and Exchange Commission ("SEC") rules or regulations, exclusive in each instance of any independence rules applicable solely to audit committee members.

The members of the Committee shall be appointed annually to one-year terms by majority vote of the Board at the first meeting of the Board following the annual meeting of the Company's stockholders. The Committee, by majority vote of the appointed Committee members, shall appoint one of the appointed members as Committee Chair. Vacancies on the Committee shall be filled by majority vote of the Board at the next Board meeting following the occurrence of the vacancy or as soon as practicable thereafter. A vacancy in the position of Committee Chair shall be filled by majority vote

of the Committee at the next Committee meeting following the occurrence of the vacancy or as soon as practicable thereafter. No member of the Committee shall be removed except by majority vote of the independent directors then in office.

### **III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall fix its own rules of procedure, which shall be consistent with the By-laws of the Company and this charter. The Committee is to meet at least two times each year and as many other times as the Committee deems necessary.

Members of the Committee shall strive to be present at all meetings.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority within the scope of the Committee's authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any applicable law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee may request that any directors, officers or Team Members of the Company, or other persons whose advice and counsel are sought by the Committee,

attend any meeting of the Committee to provide such pertinent information as the Committee requests.

Following each of its meetings, the Committee shall report its deliberations at the next meeting of the Board, including a description of all actions taken by the Committee at the meeting and an identification of any matters that require action by the Board. The Committee shall keep written minutes of its meetings which shall be reviewed and approved by the Committee at its next succeeding meeting and shall thereafter be maintained with the books and records of the Company.

#### **IV. DUTIES OF THE COMMITTEE**

The Committee shall have the following duties and responsibilities:

1. Review, on an ongoing basis, the corporate governance practices and principles established and implemented by the Board and management for the Company.
2. Monitor trends and regulatory requirements in corporate governance.
3. Recommend to the Board any changes in the Company's corporate governance practices and functions based upon the trends and regulatory requirements referenced in the preceding paragraph.
4. Recommend to the Compensation Committee of the Board option grants or other awards to non-employee directors under the Company's 2008 Long-Term Incentive Plan or any successor plan.

5. Provide to the Board, on an annual basis, its recommendation as to the compensation to be provided to members of the Board, including any compensation provided for service on Board committees, based upon (1) an evaluation of the objectives and performance of the members of the Board, taking into account the Company's short-term and long-term goals and performance and (2) competitive market data.
6. Oversee the Company's management continuity planning process and advise the Board regarding the Company's management succession plan.

The Committee will have access to management and professional advisors for consultation as necessary and will review with Black Box management any suggestions for changes or improvements to ensure that governance practices are adequate and appropriate for the Company.

## **V. EVALUATION OF THE CHARTER**

The Committee shall periodically, and at least annually, evaluate this charter. The Committee shall report to the Board the results of its evaluation, including any recommended amendments to this charter and any recommended changes to the Company's or the Board's policies or procedures.