

SONIC FOUNDRY, INC.
CORPORATE GOVERNANCE COMMITTEE CHARTER

Committee Membership

Except as provided below, the Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Sonic Foundry, Inc. (the “Company”) shall consist solely of those directors which, in the opinion of the Board, will exercise judgment in carrying out the responsibilities of the Committee.

The initial members of the Committee shall be appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Purpose and Responsibilities

The Committee shall have the purpose and responsibilities to:

1. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof and the classification or declassification of the Board.
2. Develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director and as to independence of directors.
3. Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
4. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and to review those guidelines at least once a year. Such guidelines shall include process recommendations in connection with board deliberations and decision-making.
5. Make recommendations to the Board as to changes that the Committee believes to be desirable to the Articles of Incorporation, By-laws, Audit Committee, Compensation Committee and Nomination Committee composition and charters, as well as the composition and charter of this Committee based on current corporate governance standards.
6. Assist management in the preparation of the disclosure in the Company’s annual proxy statement regarding the operations of the Committee.
7. Report to the Board on a regular basis and not less than once per year, preferably early in the third quarter of each fiscal year.

8. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically at least twice a year and perhaps more frequently, in conjunction with regularly scheduled meetings of the Board at regularly scheduled times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taking by unanimous written consent, when deemed necessary or desirable to the Committee or its chairperson.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Resources and Authority of the Committee

The Committee shall have access to and support of the Company staff and facilities. Out of pocket expenses shall be subject to the Company's normal approval process.