

## **CURATIVE HEALTH SERVICES, INC. EXECUTIVE COMMITTEE CHARTER**

### **Purpose**

The purpose of the Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of Curative Health Services, Inc. (the “Company”) is (i) to advise the Board regarding strategic, operational and legal issues, as appropriate from time to time, and (ii) to act in lieu of the full Board during the intervals between regularly scheduled meetings of the Board when Board action is necessary but the Chairman of the Board determines that the calling of a special Board meeting is impractical or unwarranted.

### **Membership**

The Committee shall consist of the Chairman of the Board and at least two non-employee directors of the Company, the specific number of such non-employee members to be determined from time to time by the Board. The members of the Committee shall be appointed by and serve at the discretion of the Board.

### **Operating Principles**

The Committee shall fulfill its responsibilities with the following aims in mind: (i) to facilitate and maintain free and open means of communication among the Board, the Committee and the management of the Company, and (ii) to keep the Committee’s policies and procedures flexible in order to react to changing conditions.

### **Duties and Responsibilities**

The Committee shall have the following duties and responsibilities, in addition to any other duties and responsibilities prescribed by the Board from time to time:

- Advise the Board regarding strategic, operational and legal issues, as specifically requested by the Board or as otherwise appropriate from time to time.
- Act in place of the Board when the Board is not in session and (i) the Chairman of the Board determines that it is not practical or advisable to defer action until a special or regular meeting of the Board, or (ii) the Board specifically has authorized the action being taken, or (iii) the matter being acted upon is administrative in nature, is not otherwise the responsibility of another standing committee of the Board and does not merit attention by the full Board.
- Refer to the Board any matters before the Committee that the Committee determines merit consideration by the Board.

Notwithstanding the foregoing, the Committee shall not have the power or authority to do any of the following:

- Amend the Company's articles of incorporation.
- Amend the Company's bylaws.
- Authorize the issuance of stock.
- Adopt an agreement of merger.
- Exchange, consolidate, sell, lease, pledge or exchange all or substantially all of the Company's assets.
- Adopt or revoke a plan of dissolution.
- Approve, adopt or recommend to shareholders any action or matter expressly required by the Minnesota Business Corporation Act or other applicable legal requirements to be submitted to shareholders or to be approved or adopted by the full board of directors.
- Approve significant acquisitions or dispositions of assets or other commitments exceeding five percent of net after-tax earnings for the Company's last completed fiscal year.
- Take any action specifically delegated to any other committee of the Board.

The Committee will have the resources and authority appropriate to discharge its responsibilities. The Committee may delegate its authority to subcommittees established by the Committee from time to time, which subcommittees will consist of one or more members of the Committee and will report to the Committee.

### **Meetings**

The Committee will meet during intervals between scheduled meetings of the Board as circumstances dictate. A majority of the members of the Committee will constitute a quorum for the transaction of business.

### **Minutes**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

### **Reports**

The Committee will regularly report to the Board regarding (i) all determinations made or actions taken pursuant to its duties and responsibilities, as set forth above, and (ii) any recommendations of the Committee submitted to the Board for action.