

**SONOSITE, INC.**  
**EXECUTIVE COMMITTEE CHARTER**

*Adopted by the Board of Directors on February 11, 2004*

**Purpose**

The Executive Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of SonoSite, Inc. (the “Company”) to support the Board in the performance of its duties and responsibility in intervals between regularly scheduled meetings of the Board.

**Membership**

The Committee shall consist of the Chairpersons of the standing Board Committees, the Chairman of the Board and the Chief Executive Officer. The Chairman of the Board shall be the Chairman of the Committee.

**Responsibilities and Authority**

Subject to limitation imposed by the Board, applicable law, regulation or listing standard and the Company’s By-Laws, the Committee shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Company with respect to matters referred to it by the Board for deliberation or action.

However, the Committee shall have no authority to act with respect to the following:

- The submission to shareholders of any action that needs shareholder approval under applicable laws and regulations;
- The filling of vacancies or on any committee of the Board or the removal of members of the Board or any committee of the Board;
- The adoption, amendment or repeal of the By-Laws or Articles of Incorporation of the Company or any resolutions of the Board;
- The appointment of any member of the Committee;
- The issuance of any equity or debt security or the declaration of stock, or cash dividends, or stock rights, or stock splits, of any kind;
- The matters or powers conferred upon other committees of the Board; and
- Any capital expenditure of any kind in excess of \$1,000,000.

## **Meetings**

The Committee shall meet as often as it determines to be necessary or appropriate. The Chairman shall preside at each meeting and, in the absence of the Chairman, one of the other members of the Committee shall be designated as the acting chair of the meeting.

Except as required by the By-Laws of the Company, a majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. All meetings of the Committee shall be held pursuant to the By-Laws of the Company with regard to notice and waiver thereof, and written minutes of each meeting, in the form approved by the Committee, shall be duly filed in the Company's records.

All actions of the Committee shall be reported to the Board at the next regular meeting of the Board.

## **Performance Evaluation**

The Committee shall annually complete a self-evaluation of the Committee's own effectiveness and provide a report of that assessment to the Board, including any recommended changes to the Committee's charter.

## **Committee Resources and Authority**

The Committee shall have the authority to obtain advice and seek assistance from internal and external legal, accounting, and other advisors and consultants as it deems appropriate, and to approve the fees and expenses of such advisors.