

# **Guidant Corporation**

## **Corporate Governance Committee Charter**

### **I. Purpose**

The Corporate Governance Committee is appointed by the Board of Directors to assist the Board in identifying individuals qualified to become Board members, reviewing the structure and function of the Board and overseeing the Company's Corporate Governance Guidelines.

### **II. Composition**

Members of the Committee will be appointed annually by the Board and may be removed by the Board. All members will be independent, as defined in the Corporate Governance Guidelines.

The Committee may delegate any of its responsibilities to subcommittees composed of independent directors.

In addition to the factors provided in the Company's Corporate Governance Guidelines for selection of Board members, relevant criteria for selection of Committee members include demonstrated leadership experience and integrity.

### **III. Meetings**

The Committee will meet periodically as circumstances dictate, but not less than annually. The Committee will report on its activities to the full Board.

### **IV. Committee Authority and Responsibilities**

In furtherance of the Committee's purposes, the Committee, in the manner it deems necessary or appropriate, will:

1. Lead the search for individuals qualified to become members of the Board, including selecting or recommending to the Board director nominees to fill vacancies and for shareholder approval at the annual meeting. The Committee will select individuals who have the highest personal and professional integrity and who otherwise satisfy the criteria provided in the Company's Corporate Governance Guidelines.
2. Review the structure and function of the Board, including overseeing the Board's committee structure, recommending directors to serve as members of each committee, and overseeing the annual self-evaluation process for the Board and its committees.
3. Annually review director compensation and benefits.
4. Oversee the Corporate Governance Guidelines, reviewing them on an annual basis and recommending changes to the Board as necessary.

The Committee will have the authority, to the extent it deems necessary or appropriate, to retain a search firm to be used to identify director candidates. The Committee will have sole authority to retain and terminate any such search firm, including sole authority to approve the firm's fees and other retention terms. The Committee will also have authority, to the extent it deems necessary or appropriate, to retain other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

The Committee will review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. The Committee will annually evaluate the Committee's own performance.