

## **MILLENNIUM PHARMACEUTICALS, INC.**

### **Board Governance Committee Charter**

The Board Governance Committee (the “Committee”) is a standing committee of the Board of Directors. The Committee consists of no less than two independent Directors and shall meet at least once during each calendar year. Its primary function is to oversee matters relating to service on the Board of Directors and related Board/corporate governance issues.

The responsibilities of the Committee shall include the following:

1. Recommend to the Board of Directors guidelines and criteria for Board membership.
2. Review qualifications and recommend to the Board of Directors individuals for election to the Board.
3. Annually evaluate the composition of the Board, the contribution of individual Directors, and the Board’s contribution as a whole.
4. Review the business affiliations, commitments and changes in employment responsibilities of the members of the Board of Directors.
5. Periodically evaluate the Board’s effectiveness, including the quality and timeliness of agendas and materials presented to the Board (in advance of or at Board meetings) and the quality of Board meeting time.
6. Recommend to the Board of Directors assignment of Board members to committees.
7. Recommend to the Board of Directors policies relating to the conduct of Board affairs.
8. Communicate with management to ensure that materials and information provided to the Board are appropriate to enable the Board to fulfill its responsibilities.
9. Review Directors’ compensation and benefits and recommend to the Board of Directors changes as appropriate.
10. Annually review and assess the adequacy of the charters and performance of each committee of the Board of Directors (and recommend any changes to the Board of Directors for approval) .

The Committee shall have such other responsibilities and authority as may be determined from time to time by the Board.

Revised April 2004