

## **RENAL CARE GROUP, INC.**

### **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

#### **Organization**

The Nominating and Governance Committee (the “Committee”) of the Board of Directors of Renal Care Group, Inc. (the “Company”) is established as a permanent standing committee of the Board of Directors. The Committee will be composed of no less than three directors. The Board of Directors will specify the exact number of members of the Committee from time to time by majority vote. The Committee will assist the Board of Directors in fulfilling its oversight responsibilities under the New York Stock Exchange listing standards and Delaware law. The Committee will have two primary responsibilities.

The Committee will be responsible for identifying individuals qualified to serve on the Board of Directors and for recommending director nominees for selection by the full Board of Directors or shareholders of the Company, all in accordance with the Company’s certificate of incorporation and bylaws, Delaware law and the listing requirements of the New York Stock Exchange. If a member of the Board of Directors submits his or her resignation from the Board of Directors, including a resignation on account of a change in the director's employment, then the Committee will make a recommendation to the Board of Directors action with respect to accepting or rejecting the resignation.

In addition, the Committee will be responsible for:

- (1) Evaluating the Company’s corporate governance guidelines;
- (2) Developing for adoption by the Board of Directors a set of formal, written corporate governance guidelines;
- (3) Periodically evaluating those corporate governance guidelines for the purpose of suggesting appropriate modifications or amendments to improve the guidelines, any modification or amendment of the guidelines for corporate governance being subject to the review and approval of the board of directors;
- (4) Recommending to the Board of Directors, when necessary, one or more candidates for the positions of Chairman, Chief Executive Officer and/or President;
- (5) Developing and periodically reviewing and updating a succession plan for the Chief Executive Officer and other key corporate officers; and
- (6) Periodically evaluating the performance of the Chairman, the Chief Executive Officer, the Committee and the Board of Directors.

## **Composition of the Committee**

All members of the Committee must be “independent directors” meeting the listing requirements of the New York Stock Exchange and any law or rule applicable to the Company. The Board of Directors will appoint the members of the Committee, on the recommendation of the Committee. The Board of Directors will designate the Chairman of the Committee by majority vote. In the absence of the Chairman, the members of the Committee may designate a chairman for a meeting by majority vote. The Board of Directors may, at any time, remove one or more directors as members of the Committee.

## **Authority and Responsibilities**

The Committee will be responsible for identifying and evaluating individuals to serve on the Board of Directors and recommending director nominees for selection by the Board of Directors. At least annually, the Committee will review the appropriate qualifications, skills and characteristics of Board members. The Board of Directors will remain responsible for selecting nominees and recommending them for election by the shareholders. The Committee will be responsible for developing and implementing a screening process necessary to identify appropriate candidates. As a part of its screening process, the Committee will:

- (1) Evaluate a candidate’s independence from the Company’s management and other service providers, and the effect of any relationships that might impair independence, e.g., business, financial or family relationships with the Company’s management or other service providers; and
- (2) Consider candidates proposed by the Chief Executive Officer, by any director or by any shareholder, in accordance with procedures established by the Committee from time to time.

The Committee may consider, from time to time, the advisability of retaining a search firm or consultant to assist in the identification and evaluation of candidates for membership on the Board of Directors. The Committee has the authority to retain, at Company expense, and terminate one or more search firms or consultants for this purpose. The Committee will have the authority to approve the fees to be paid to such firm or consultant and all other retention terms.

On an annual basis and at any time one or more new directors join to the Board of Directors, the Committee will evaluate the membership of the committees of the Board. The Committee will provide the results of its evaluation to the Board of Directors, together with the Committee’s recommendation as to any appropriate changes in committee membership, for consideration by the Board in connection with the process of appointing committee members. If there is a vacancy on any of the standing committees of the Board of Directors, the Committee will provide a recommendation regarding a replacement committee member to the full Board of Directors.

As provided in the Renal Care Group, Inc. Corporate Governance Guidelines, a member of the Board of Directors is required to submit his or her resignation as a director of the Company

at any time there is a material change in the director's full-time position or responsibility. The Committee will be responsible for evaluating the change in the director's circumstances and making a recommendation to the full Board of Directors concerning whether the resignation should be accepted.

The Committee will also be responsible for evaluating, formulating and recommending corporate governance guidelines designed to improve the performance of the Board of Directors in its oversight function. From time to time, but not less than once a year, the Committee will review the corporate governance guidelines of the Company and suggest to the full Board of Directors amendments or modifications to those guidelines that the Committee believes appropriate to improve the governance of the Company. Any modifications or amendments to the corporate governance guidelines will be subject to the review and approval of the Board of Directors and will, if approved, be incorporated into the formal, written corporate governance guidelines.

The Committee will also be responsible for identifying and evaluating individuals to be Chairman, Chief Executive Officer or President of the Company and making a recommendation to the Board of Directors of such individuals. The Committee will be responsible for developing and implementing a screening process necessary to identify appropriate candidates. The Committee will also recommend to the Board of Directors whether the same person should hold the offices and Chairman and Chief Executive Officer and whether the Chairman should be a non-executive position. The Committee will also be responsible for developing and maintaining long- and short-term succession plans for the Chief Executive Officer and President of the Company. At least annually, the Committee will review the long- and short-term succession plans for the Company.

The Committee may consider, from time to time, the advisability of retaining a search firm or consultant to assist in the identification and evaluation of candidates for the positions of Chairman, Chief Executive Officer or President. The Committee has the authority to retain, at Company expense, and terminate one or more search firms or consultants for this purpose. The Committee will have the authority to approve the fees to be paid to such firm or consultant and all other retention terms.

The Committee will conduct an annual evaluation of its performance. In addition, the Committee will conduct an annual evaluation of the Board's performance and will oversee the evaluation of senior management in connection with the governance of the Company.

In performing his or her duties, each member of the Committee will be fully protected in relying in good faith upon:

1. The records of the Company; and
2. Information, opinions, reports or statements presented to the Committee or the Company by any of the Company's officers or employees, or committees of the

board of directors or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Committee or the Company.

### **Committee Meetings**

The Committee will meet at least once per year. Other meetings may be held at the discretion of the Chairman, President or Chief Executive Officer of the Company or the Chairman of the Committee. The Secretary of the Company or a member of the Committee appointed by the Chairman will keep minutes of all meetings of the Committee. The Chief Executive Officer will function as the management liaison officer to this Committee. Any action that could be taken at a meeting of the Committee may be taken by written consent signed by all members of the Committee.