

# **THERAGENICS CORPORATION®**

## **CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **Purpose of the Committee**

The Board of Directors has established the Corporate Governance Committee of the Board to (1) identify individuals qualified to become members of the Board consistent with criteria approved by the Board, (2) select, or recommend that the Board select, the director nominees for the next annual shareholders meeting, (3) develop and recommend to the Board a set of corporate governance principles applicable to the Company, and (4) oversee the evaluation of the Board and management of the Company.

### **Members of the Committee**

The Committee must be comprised of at least three members of the Board. The Committee shall meet at least annually and may from time to time require specially called meetings as deemed necessary by the Chair of the Committee. The members and chair of the Committee shall be nominated by the Committee and elected by the Board. The Committee shall maintain written minutes of all meetings and consent actions, which shall be filed with the records of the Company and made available to the Board. The Committee will make regular reports to the Board with respect to its activities.

The Committee must be comprised solely of independent directors. An independent director must not be an officer or employee of the Company or its subsidiaries and must not have any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and shall otherwise satisfy the membership requirements set out in the applicable rules of the New York Stock Exchange. No Committee member shall have an interest in the Company that would preclude his or her ability to act on behalf of all the shareholders of the Company. Each member of the Committee shall serve until such member's successor is elected and qualified or until such director's earlier resignation or removal.

### **Responsibilities of the Committee**

The Committee is responsible to the Board for the following activities:

- Identifying individuals believed to be qualified to become members of the Board consistent with criteria approved by the Board;
- Selecting, or recommending to the Board, the nominees to stand for election as directors at the annual meeting of shareholders or at a special meeting of shareholders, as applicable. In selecting or recommending candidates, the Committee shall take into account the criteria approved by the Board and such other factors as it deems appropriate;

- Nominating the members and chair of the Audit Committee, Compensation Committee and Corporate Governance Committee;
- Making recommendations to the Board relative to the size of the Board and any Board vacancies;
- Establishing procedures to exercise oversight of the evaluation of the Board and management of the Company;
- Developing and recommending to the Board corporate governance principles of the Company and reviewing such principles at least annually; and
- Preparing and presenting to the Board performance evaluations as described below.

The responsibilities of a member of the Committee are in addition to those responsibilities set out for a member of the Board. In addition to the matters set forth herein, the Committee will perform such other functions as required by law, the listing requirements of any stock exchange on which the Company's securities are listed, the Company's Certificate of Incorporation or Bylaws, and Board resolution.

#### **Assistance from Others**

The Committee may engage external advisors, compensation consultants and search firms to the extent determined appropriate by the Committee, to facilitate the performance of the functions of the Committee. All external advisors engaged by the Committee shall report directly to the members of the Committee. Specifically, the Committee shall have the sole authority to retain and terminate any consultant to be used to assist in the search and evaluation of potential directors and members of Board committees and shall have the sole authority to approve the consultant's fees and other retention terms. The Committee has the same authority to retain other experts to advise or assist it, including independent counsel or others. The Committee shall have full, unrestricted access to Company personnel and records and will be provided the necessary resources to accomplish its purpose and objective.

#### **Performance Evaluation**

Each year, the Committee shall review and assess the adequacy and appropriateness of this charter and the Committee's own performance. The results of such evaluation and any proposed changes shall be presented to the Board.