

**Charles River Laboratories, Inc.**  
**Charles River Laboratories International, Inc.**

**Corporate Governance and Nominating Committee Charter**

**Amended March 2003**

**INTRODUCTION**

The Board of Directors of Charles River Laboratories International, Inc. consists of leaders in the industry meeting the qualifications required to serve on the Company's Board. To assist the Company in all matters relating to the Board, the Company has established a Corporate Governance and Nominating Committee whose authority and responsibilities are described by this Charter.

**PURPOSE**

This Charter is created in order to define the objectives of the Corporate Governance and Nominating Committee, the range of its authority, the scope of its activities and its duties and responsibilities. It is intended to give the members of the Corporate Governance and Nominating Committee, management, and the Board of Directors a clear understanding of their respective roles. The Corporate Governance and Nominating Committee and the Board of Directors will review and assess the adequacy of this Charter at least annually.

**MISSION STATEMENT**

1. To evaluate and select qualified individuals as nominees for the Board of Directors of Charles River Laboratories International, Inc.
2. To oversee and supervise the nominating process and ensure appropriate procedures are in place for the selection and presentation of qualified candidates.
3. To advise the Board on all matters related to the Board and individual directors, including compensation of directors, and make recommendations to the Board regarding the duties of directors and other corporate governance matters.

**GENERAL GUIDELINES**

*Size, Composition and Term of Appointment*

The Corporate Governance and Nominating Committee is a committee of the Board of Directors and shall consist of no fewer than three directors, all of whom shall be independent directors meeting the independence requirements of the New York Stock Exchange. The independent members of the Board of Directors shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members

shall be appointed by the Board and may be removed by the Board at any time. The Committee shall recommend to the Board, and the Board shall appoint, the Chairperson of the Committee. The Chairman of the Board of the Company may attend meetings of the Corporate Governance and Nominating Committee as a nonvoting invitee.

### Meetings

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter but in no event fewer than two times a year. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

### Oversight by the Board of Directors

1. The Committee will report its activities to the full Board on a regular basis so that the Board is kept informed of its activities on a current basis. This report shall include a review of any recommendations or issues that arise with respect to Board or committee nominees or membership, Board performance, corporate governance or any other matters that the Committee deems appropriate or is requested to be included by the Board.
2. The Committee shall, at least annually, evaluate its own performance and report to the Board on such evaluation. The Committee will perform all duties determined by the Board.
3. The Board will determine annually that the Committee's members are independent. The Board also will review and assess the adequacy of the Committee's Charter.

### Authority

The Committee derives its authority from the By-Laws of the Company and is hereby given all resources and authority necessary to properly discharge its duties and responsibilities. The Committee has the sole authority to retain and terminate any search firm assisting the Committee in identifying director candidates, including sole authority to approve all such search firm's fees and other retention terms. In addition, the Committee has the sole authority to retain and terminate any compensation consultant assisting the Committee in the evaluation of director compensation, including sole authority to approve all such compensation consultant's fees and other retention terms. The Committee acts on the Board's behalf in matters outlined below. The Committee may delegate its authority to subcommittees or to the Chair of the Committee when it deems appropriate and in the best interest of the Company.

## **RESPONSIBILITIES**

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters:

### *Board and Committee Nominees*

1. The Committee shall oversee searches for and identify qualified individuals for membership on the Company's Board of Directors. The Committee has the ultimate authority to evaluate and select nominees for directors of the Company to be proposed for shareholder approval in the proxy statement. The Committee will consider director nominees, including those submitted by Board members, shareholders and by other sources for appointment to the Board of Directors.
2. The Committee will adopt and approve appropriate qualifications for nominees and will ensure that the nominees have the qualifications required to serve on the Company's Board.
3. The Committee will present the nominees to the full Board on an annual basis.
4. If positions become vacant during the year, the Committee shall appoint replacements to serve until the next annual meeting.
5. The Committee shall periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience.

### *Director Compensation*

The Committee shall review and approve compensation (including stock option grants and other equity-based compensation) for the Company's directors. In so reviewing and approving director compensation, the Committee shall:

1. evaluate the performance of the Board and set director compensation based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation and the director compensation practices of similar public companies);
2. determine any long-term incentive component of director compensation based on the awards given to directors in past years, the Company's performance, shareholder return and the value of similar incentive awards relative to such targets at comparable companies and such other factors as the Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation); and
3. evaluate the possibility that directors' independence may be compromised if director compensation exceeds customary levels, if the Company makes substantial charitable

contributions to an organization with which a director is affiliated, or if the company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which a director is affiliated.

### Procedures

As appropriate, the Committee shall:

1. make recommendations to the Board regarding the number of meetings to be held by the Board of Directors, the performance of the Board and changes in the organization and procedures of the Board, including corporate governance.
2. review the committee structure of the Board and make recommendations based on changes in organization, strategic direction and regulatory requirements.
3. make recommendations to the Board on all matters relating to the Board, including the development of policies on composition, participation, the size of the Board, the tenure and retirement of directors, and training and orientation of new directors.

### Evaluating the Board and its Committees

1. The Committee shall, at least annually, lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.
2. The Committee shall, at least annually, review the evaluations prepared by each Board committee of such committee's performance and consider any recommendations for proposed changes to the Board.
3. The Committee shall oversee the process for assessing individual director's performance and recommend individual directors for re-election to the Board or any Board committee based on positive performance.
4. The Committee shall periodically review the By-Laws of the Company and recommend changes to the Board.

### **CORPORATE GOVERNANCE MATTERS**

1. The Committee shall develop and recommend to the Board Corporate Governance Guidelines and a Code of Business Conduct and Ethics of the Company and oversee such Guidelines and Code.
2. The Committee shall be responsible for staying abreast of best practices in the corporate governance area. As such, the Committee shall, at least annually, review and reassess the adequacy of such Corporate Governance Guidelines and Code of Business Conduct and Ethics and recommend any proposed changes to the Board. The Committee shall be

responsible for any tasks assigned to it in the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics.

3. The Committee shall oversee compliance with the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of the Company's Corporate Governance Guidelines or Code of Business Conduct and Ethics for the Company's directors, executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to such request for a waiver.
4. The Committee shall review potential conflicts of interest involving directors and shall determine whether such director(s) may vote on any issue as to which there may be a conflict.
5. The Committee shall consider any other factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee.

#### **AMENDMENT**

This Charter may be amended by a majority of the independent members of the Board of Directors.