

# **GEN-PROBE INCORPORATED CORPORATE GOVERNANCE COMMITTEE CHARTER**

## **I. PURPOSE**

The Corporate Governance Committee of the Gen-Probe Incorporated Board of Directors (“Board”) is responsible for recommending and carrying out policies and processes designed to provide for the effective and efficient performance of corporate governance.

## **II. MEMBERSHIP**

The Corporate Governance Committee shall be comprised of no less than three independent directors as appointed by the Board. An independent director is a director who is not an employee or consultant of Gen-Probe.

## **III. MEETINGS**

The Corporate Governance Committee shall meet no less than two times annually. Additional meetings may occur more frequently if circumstances make that preferable. The Corporate Governance Committee Chairman has the power to call a meeting whenever the Chairman thinks there is a need. The Corporate Governance Committee may call upon members of the Company’s management, or others, to attend the meeting and is authorized to receive all pertinent information from the Company. The Corporate Governance Committee members have sole discretion in determining the meeting attendees and agenda. A majority shall constitute a quorum of the Corporate Governance Committee. A majority of the members in attendance shall decide any question brought before the Corporate Governance Committee.

## **IV. RESPONSIBILITIES**

The specific responsibilities of the Corporate Governance Committee include:

- Develop and recommend to the Board policies and processes designed to provide for effective and efficient governance.
- Develop, review and approve guidelines for the composition of the Board. This includes a statement of the competencies and personal attributes needed on the Board to be used as a guideline for recruitment and election of Board members.
- Conduct a regular review of the corporate bylaws and make recommendations for changes to the full Board.
- Periodically review and recommend to the full Board a position description and set of expectations for Board members and the Board chairperson.
- Evaluate the performance of Board members eligible for reelection; and counsel members if improvement is needed in their attendance or other aspects of performance.
- Plan for the periodic evaluation of the full Board, the Board chairperson and individual trustees.
- Conduct a succession planning process for the Board chairperson and other Board leaders.
- Evaluate, review and provide suggestions to improve the overall governance structure and processes employed by the Company.