

UNIVERSAL HEALTH REALTY INCOME TRUST**NOMINATING & GOVERNANCE
COMMITTEE CHARTER****Purpose**

The Nominating & Governance Committee (the “Committee”) is appointed by the Board of Trustees (the “Board”) to (1) assist the Board by identifying individuals who are qualified, consistent with criteria approved by the Board, to become Board members, and to recommend to the Board the trustee nominees for the next annual meeting of shareholders; (2) develop and recommend to the Board a set of governance principals in the form of corporate governance guidelines applicable to the Trust; (3) lead and oversee the Board in its annual review of the performance of the Board and the Trust’s management; and (4) recommend to the Board trustee nominees for each committee of the Board.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of applicable laws and the listing standards of the New York Stock Exchange (the “NYSE”).

The members of the Committee shall be appointed and replaced by the Board. The Board may also appoint one member of the Committee to act as Chair of the Committee. Each member of the Committee shall serve until the earlier of (i) the date on which he or she is no longer a member of the Board or (ii) his or her resignation or removal by the Board. The Board may appoint additional or replacement members of the Committee from time to time.

Committee Authority and Responsibilities

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify trustee candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Committee shall actively seek individuals that are qualified to become Board members, consistent with criteria approved by the Board, for recommendation to the Board.
3. The Committee shall receive comments from all trustees and members of the Trust’s management and report annually to the Board with an assessment of the performance of the Board and the Trust’s management, to be discussed with the full Board following the end of each fiscal year.

4. The Committee shall develop and recommend to the Board a set of governance guidelines applicable to the Trust, and shall review and reassess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate.
5. The Committee shall develop and recommend for Board approval general standards and processes for determining the independence of Board members that meet the requirements of the NYSE and applicable laws and regulations. In addition, in accordance with such processes and using such standards, the Committee shall conduct a preliminary review of the independence of each Board member and provide its findings and make recommendations to the full Board regarding the independence of each Board member.
6. The Committee shall determine a schedule for regular executive sessions in which non-management trustees meet without management participation, of which at least one such session annually shall include only those non-management trustees that meet the independence requirements under the listing standards of the NYSE..
7. The Committee may form and delegate authority to subcommittees when appropriate.
8. The Committee shall make periodic reports to the Board.
9. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.