

ST. JUDE MEDICAL, INC.
GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS

I. Purpose

To define the objectives, responsibilities and authority of the Governance and Nominating Committee.

II. Responsibility

The major objectives of the Governance and Nominating Committee are to (1) assume overall responsibility for excellence in good governance, and (2) review board size, nominate directors as required and to develop a process to evaluate the performance of the board as a whole, individual directors and board committees. The attainment of these overall objectives may include, but is not limited, to the following activities:

- Identify the skill set which should be present in the St. Jude Medical Board of Directors. Identify gaps between the current and the desired skill set.
- Develop a board recruitment strategy and oversee search activity, including interviewing candidates.
- Consider shareholder recommendations for new directors.
- Nominate directors.
- Facilitate an annual assessment by Board members of the performance of the board as a whole, and board committees and provide feedback to the entire Board. This includes a review of the performance of this Committee.
- Prepare and recommend to the entire Board the Company's Corporate Governance Guidelines. Conduct an annual review of the Guidelines.
- Lead the process of the annual review of the CEO and any other senior executives selected for reviews with the entire Board.
- Lead the process of the CEO succession plan, including a discussion at least once a year at the independent directors session of the board.
- Annually propose to the entire Board of Directors the membership for Committees of the Board and the Chairperson for each Committee for the following year.
- Annually review the status of each member of the Board of Directors as independent or not independent and submit a report on the subject to the entire Board.

III. Composition

The Governance and Nominating Committee members and its chairperson will be recommended by the previous Governance and Nominating Committee and approved by the Board.

The Governance and Nominating Committee members will be independent Directors.

The Committee appointments will extend from one Annual Shareholders Meeting until the next Annual Shareholders Meeting.

IV. Administration

The Vice President and General Counsel will serve as Secretary and Administrative Assistant to the Committee.

The Chairman of the Board will be the management representative to the Committee.

V. Presiding Director

The Chairman of the Governance and Nominating Committee shall also serve as the Presiding Director at meetings of the independent directors. The position description of the Presiding Director is Attachment A to this Charter.

POSITION DESCRIPTION
FOR THE CHAIRPERSON OF THE
GOVERNANCE AND NOMINATING COMMITTEE
AS PRESIDING DIRECTOR

The Presiding Director is responsible for coordinating the activities of the Board's independent directors. With specific responsibilities as follows:

- Counsel the CEO on issues of interest/concern to the independent directors.
- Coordinate, develop the agenda for and chair executive sessions of the Board's independent directors; act as principal liaison between the independent directors and the Chairman/CEO on issues arising from sessions of the independent directors.
- Evaluate, along with the members of the Board, the CEO's performance; meet with the CEO to discuss the Board's evaluation.
- Recommend to the Board Chair the retention of consultants, if any, who report directly to the Board. Committees of the Board will be responsible for the selection of any consultants who will report directly to the committee.
- Provide the Board Chair with input as to the preparation of the agenda for the Board and Committee meetings.
- Advise the Board Chair concerning any consensus view of the independent directors as to the quantity, quality and timeliness of the flow of information from the Company management that is necessary for the independent directors to effectively and responsibly perform their duties.