

# **SUNRISE SENIOR LIVING, INC.**

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

Effective May 12, 2004

(Amends and restates in its entirety the Nominating and Corporate Governance Committee Charter adopted on September 23, 2002)

### **Purpose**

The Nominating and Corporate Governance Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and by recommending to the Board the director nominees for the next annual meeting of stockholders; (2) to develop and recommend to the Board a set of corporate governance principles applicable to the Company; (3) to oversee the evaluation of the Board and management; and (4) to recommend to the Board director nominees for each Board committee.

### **Committee Membership**

The Nominating and Corporate Governance Committee shall consist of no fewer than three members of the Board. The members of the Nominating and Corporate Governance Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Nominating and Corporate Governance Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. Nominating and Corporate Governance Committee members may be replaced by the Board.

### **Committee Powers, Authority, Duties and Responsibilities**

1. The Nominating and Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Nominating and Corporate Governance Committee shall also have the authority to obtain advice and assistance from internal or outside legal, accounting or other advisors.
2. The Nominating and Corporate Governance Committee shall evaluate the qualifications of potential candidates for director, including any nominees submitted by stockholders under and in accordance with the provisions of Section 3.8 of the Company's Amended and Restated Bylaws, consistent with criteria approved by the Board, and recommend to the Board the nominees for election at the next annual meeting or any special meeting of stockholders and any person to be considered to fill a Board vacancy or a newly created directorship resulting

from any increase in the authorized number of directors.

3. The Nominating and Corporate Governance Committee shall annually recommend to the Board director nominees for each Board committee, taking into account the listing standards of the New York Stock Exchange and applicable laws, rules and regulations, including, with respect to the Compensation Committee, whether Compensation Committee members meet the definitions of (a) a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (b) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.
4. The Nominating and Corporate Governance Committee shall receive comments from all directors and report annually to the Board on an assessment of the Board’s performance, to be discussed with the Board following the end of each fiscal year. The Nominating and Corporate Governance Committee shall also oversee the annual evaluation of management, and periodically make a report to the Board on succession planning for the Chief Executive Officer.
5. The Nominating and Corporate Governance Committee shall review and reassess the adequacy of the corporate governance principles of the Company annually and recommend any proposed changes to the Board for approval, including any changes in director fees.
6. The Nominating and Corporate Governance Committee may form and delegate authority to subcommittees if determined to be necessary or advisable.
7. The Nominating and Corporate Governance Committee shall make reports to the Board at its next regularly scheduled meeting following the meeting of the Nominating and Corporate Governance Committee accompanied by any recommendation to the Board.
8. The Nominating and Corporate Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
9. The Nominating and Corporate Governance Committee shall annually review its own performance.
10. The Nominating and Corporate Governance Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.

Adopted by the Board of Directors on March 11, 2004.