

VIASYS HEALTHCARE INC.

**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

(Amended and Restated as of December 7, 2005)

Members

The Nominating and Governance Committee (the “Committee”) shall be composed of only independent directors. A director shall qualify as independent if the Board has affirmatively determined that the member is independent consistent with the independence criteria set forth in the Company’s Corporate Governance Guidelines.

The members of the Committee shall be designated and approved by a majority of the whole Board of Directors of the Company (the “Board”) and shall serve for one-year terms. The Committee shall recommend, and the Board shall designate, one member of the Committee to serve as Chairperson. The members of the Committee shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office.

Meetings and Procedures

The Committee shall meet as often as it may deem necessary and appropriate in its judgment, but in no event less than three times per year. A majority of the members of the Committee shall constitute a quorum. The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee. The Committee may delegate authority to one or more members of the Committee when appropriate, but no such delegation shall be permitted if the authority is required by a law, regulation, or listing standard to be exercised by the Committee as a whole.

The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company. The Committee shall report to the Board on the matters discussed at each meeting of the Committee, including describing all actions taken by the Committee at the meeting.

Purposes and Responsibilities

The Committee helps ensure that the board governance system performs well, with specific responsibility for making recommendations to the Board on board organization and procedures, performance evaluation of the Board and individual directors, and nomination of directors. The Committee shall work closely with the Chief Executive Officer (“CEO”) and the Chairman of the Board.

Duties

The Committee will have the following duties:

- a. Review with the Board on an annual basis the appropriate skills, characteristics and qualifications required on the Board and on each committee of the Board in the context of the strategic direction of the Company and applicable regulatory requirements.
- b. Manage the process whereby the full Board annually assesses its performance, and then report the results of this evaluation to the Board along with any recommendations for improvements.
- c. Manage the process whereby the current Board members are evaluated individually by the Board at the time they are considered for re-nomination, and provide advice to individual Board members based on these evaluations.
- d. Recommend to the Board the existing Board members to be re-nominated, after considering the appropriate skills and characteristics required on the Board, the current makeup of the Board, the results of the individual evaluations of the directors, and the wishes of existing Board members to be re-nominated.
- e. Recommend that the Board approve a definition of an independent director. The definition should be in compliance with the relevant standards by regulators and listing bodies.
- f. Develop and recommend to the Board a conflict of interest policy and investigate any potential conflict of interest involving a director as assigned to the Committee by the Board.
- g. Review with the Board on an annual basis the appropriate skills, characteristics and qualifications required of new and existing Board members.
- h. Solicit nominations for new directors and screen the list of potential new directors submitted to it by other directors or any other sources (including management and stockholders of the Company). Decide whether the assistance of a search firm is needed, and, if so, choose the firm. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.
- i. After a review of Board candidates and after considering the advice of the Chairman of the Board and CEO, designate which candidates are to be interviewed. Candidates at a minimum shall be interviewed by the Chairman of the Committee, the Chairman of the Board, and the CEO, but should be interviewed by other directors as well.
- j. After the interviews, make recommendations to the Board regarding its approval of any new nominees for director.

- k. Design an orientation program for new directors and consult with them on their progress.
- l. Recommend committee assignments, including committee chair positions, to the full Board for approval. This shall be done after receiving advice from the Chairman of the Board and the CEO, and with consideration of the desires and qualifications of individual Board members.
- m. Develop and review annually the corporate governance guidelines and committee charters, including this charter, and recommend to the Board any needed changes.
- n. Keep abreast of the developments in the corporate governance field that might affect the Company.
- o. Where necessary and appropriate, the Chairman of the Committee will meet with the CEO during the year to discuss a specific agenda for each Board meeting.
- p. Review the structure of the Committee, the qualifications of the Committee members, and the process by which Committee members may be appointed or removed.

The Committee shall have the power to delegate aspects of its work to subcommittees, with Board approval. Further, the Board may allocate any of the responsibilities of the Committee to a separate committee, provided that the committee is composed of independent directors. Any such committee must have a published committee charter.