

Nominating and Governance Committee Charter

Adopted October 27, 2004



Robert Wood Johnson Foundation

I. PURPOSE

The purposes of the Nominating and Governance Committee (the “Committee”) of the Board of Trustees (the “Board”) of the Robert Wood Johnson Foundation (the “Foundation”) are to develop, recommend, oversee the implementation of and periodically evaluate the governance policies for the Foundation, to establish criteria for Trustees and to assist the Board with the identification, screening and recruitment of new Trustees.

II. RESPONSIBILITIES AND DUTIES

The Committee shall have the following responsibilities:

- Develop, recommend, oversee the implementation of and periodically evaluate the Foundation’s Governance Principles in light of the Foundation’s mission and Guiding Principles and its charitable purposes and obligations to its constituencies and recommend to the Board any proposed amendments or modifications to such Principles.
- Periodically evaluate the structure and organization of the Board and its processes for effective oversight of the Foundation, consistent with its mission and charitable purposes, and recommend to the Board proposed modifications thereto.
- Develop, recommend, oversee the implementation of and periodically evaluate the Foundation’s criteria for Trustees generally, and with respect to particular attributes that are desirable to improve the range of Board member attributes.
- Consider, in light of the Foundation’s mission and charitable purposes, and adopt appropriate standards of independence for Board and Board committee members.
- Consider and present to the Board for consideration and approval the nominees for election as the Chairman, the President and Chief Executive Officer, and the other Officers of the Foundation.
- Conduct searches for other prospective Trustees, and present nominees to the Board for consideration and approval and consider and advise whether current Trustees should stand for reelection.
- Develop and carry out regular programs of orientation for new Trustees and continuing education for all Trustees on governance issues and other topics related to the Board’s function.
- Develop and regularly carry out an evaluation of the Board and its committees, including individual Trustee participation and performance.
- Recommend to the Board for approval the appropriate compensation for Board and committee members other than the Chairman of the Board.
- Periodically evaluate the functions and charters of Board committees and recommend to the Board any proposed modifications thereto, and recommend for appointment by the Board, members of the Board committees and their chairpersons (other than the Committee).
- Periodically evaluate the Foundation’s Articles of Incorporation and Bylaws and other governing documents, and recommend to the Board any proposed amendments or modifications.

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- Periodically evaluate the Foundation’s Code of Conduct, and other significant policies (unless the responsibility therefore is allocated to another Committee of the Board) and recommend to the Board any appropriate amendments or modifications to such policies.
- Periodically review and evaluate the adequacy of this Charter and recommend to the Board any appropriate amendments or modifications.
- Perform such other responsibilities and duties relating to the governance of the Foundation as the Committee believes to be in the best interests of the Foundation and its constituencies and in furtherance of its mission and charitable purposes.

III. COMPOSITION

The Committee shall consist of not less than three members of the Board. Members of the Committee shall be appointed annually by the Board. In addition, the Chief Executive Officer shall be an *ex-officio* member of the Committee without voting rights. Officers and employees of the Foundation other than the Chief Executive Officer shall not be eligible to serve on the Committee. The members of the Committee may not receive any compensation from the Foundation except the fees that they receive for service as a member of the Board or any committee thereof. The Committee may form and delegate its authority to subcommittees, as it deems appropriate. The Board may appoint the Committee’s Chairperson, but if the Board has not appointed a Chairperson, the Committee shall elect a Chairperson from among its members.

IV. MEETINGS

The Committee shall meet at least annually and more frequently as circumstances require or as the Chairperson or as any two Committee members may request. The Chairperson shall set the agenda for each meeting in consultation with the other members. The Committee may request that any Trustees, Officers or employees of the Foundation, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee and/or provide such pertinent information as the Committee requests.

V. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the scope of the Committee’s responsibilities, and may retain, at the Foundation’s expense, such advisers, experts and other professionals as it deems necessary or appropriate to carry out its duties. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify Trustee candidates, including sole authority to approve the search firm’s fees and other retention terms. All fees and expenses authorized by the Committee shall be promptly paid by the Foundation.