

Approved by Nominating Committee: 2/15/2007
Approved by Board of Trustees: 2/16/2007

**CHARTER, POLICIES, AND PROCEDURES
OF THE
NOMINATING COMMITTEE
OF
THE MAYO CLINIC BOARD OF TRUSTEES**

Role

The role of the Nominating Committee is to recommend to the Board of Trustees nominees to fill current and anticipated vacancies of any Public Trustee position.

Membership

The Nominating Committee shall be comprised solely of Public Trustees appointed by the Chair of the Board of Trustees with the approval of a majority of the Board of Trustees. Each member shall satisfy the “independence” requirements established by the Board of Trustees under its Conflict of Interest Policy.

Operations

The Nominating Committee shall meet at least four times per year. Additional meetings may occur as the Chair deems advisable. The Secretary of the Nominating Committee shall keep adequate minutes of all of its proceedings. Committee members will be furnished with copies of the minutes of each meeting. The Chair of the Nominating Committee or the designee of the Chair will report its actions to the next meeting of the Board of Trustees. The Nominating Committee is governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board of Trustees. The Nominating Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with a) any provision of this Charter, b) any provision of the Bylaws of Mayo Clinic as they may be amended from time to time, or c) the laws of the State of Minnesota.

Authority

The Nominating Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate.

Responsibilities

The principal responsibilities and functions of the Nominating Committee are as follows:

1. Recommend to the Board of Trustees nominees to fill current and anticipated vacancies of any Public Trustee position.
2. Before recommending a nominee, review his or her qualifications and make appropriate inquiries into the individual's background and qualification including the following:
 - a. Educational and professional background;
 - b. Relevant characteristics, skills, and experience;
 - c. Understanding of disciplines relevant to the success of Mayo Clinic and its activities in clinical practice, medical education, and medical research;
 - d. Availability to serve and, in the case of the renomination of a Public Trustee, past attendance at meetings and participation in and contributions to the activities of the Board of Trustees;
 - e. Independence and freedom from conflicts of interest,
 - f. Level of financial literacy or expertise required for Public Trustee members of the Audit Committee; and
 - g. Other factors deemed relevant by the Nominating Committee.
3. Assist in identifying, interviewing, and recruiting qualified candidates for the Board of Trustees.
4. Periodically review and make recommendations regarding proposed changes to the Charter, Policies, and Procedures of the Nominating Committee.
5. Periodically review and make recommendations regarding the contents of the Trustee Orientation Information Binder and Public Trustee Orientation process used by the Board of Trustees.

Policy on Conflicts of Interest and Independence

The Nominating Committee shall assure that each Public Trustee annually completes a Conflict of Interest Disclosure in the form required by the Mayo Clinic Corporate Integrity Program. The Nominating Committee shall require new Public Trustees to complete the Conflict of Interest form and any additional information forms deemed appropriate by the Nominating Committee prior to beginning service on the Board of Trustees.

Policy on Manner in Which Offers are Communicated to Prospective New Public Trustees

The Nominating Committee shall recommend to the Board of Trustees the nomination of a single candidate to fill each upcoming open Trustee position. The Board of Trustees will act upon the nomination. In the event that the Board of Trustees approves the nomination, an offer will be extended to the nominee through the joint communication of the Chair of the Board of Trustees and one Internal Trustee. No member of the Nominating Committee may extend definitive, tentative or so-called "soft" offers to any candidate under consideration for election to the Board of Trustees. The Nominating

Committee believes this procedure will assure continuity and consistency in the nomination and offer process.

Policy Prohibiting Current CEOs of Pharmaceutical and Medical Device Companies from Serving as Public Trustees

The Nominating Committee shall not nominate as a Public Trustee any individual who is a current CEO of a pharmaceutical or medical device company.

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