



## **Governance and Nominating Committee Charter**

### **Purpose**

The purpose of the Governance and Nominating Committee (the "**Committee**") of the Board of Directors (the "**Board**") of TESARO, Inc. (the "**Company**") is to discharge the duties delegated by the Board relating to the Company's director nominations process and procedures and the Company's corporate governance principles.

### **Committee Membership**

All members of the Committee will be appointed by, and shall serve at the discretion of, the Board. Unless a chairperson is elected by the full Board, the members of the Committee may designate a chairperson by majority vote of the Committee membership.

The Committee shall consist of at least three members of the Board. Each member of the Committee shall be an independent director in accordance with the applicable definition in the rules of The NASDAQ Stock Market and under any applicable law, rule or regulation.

### **Meetings**

The Committee shall meet at least one time each year and such other times as it deems necessary. Meetings shall be called by the chairperson of the Committee at the request of any member of the Committee or any member of the Board. At all Committee meetings, a majority of the then-current members of the Committee shall constitute a quorum. If a quorum is present, the act of a majority of the members present shall be the act of the Committee. If less than a quorum is available for a given meeting, the Board may, in its discretion, delegate the responsibilities of the Committee to the available members of the Committee and/or any substitute members for the purposes of such meeting.

The Committee shall report regularly to the Board concerning its actions. The Committee may invite members of management and outside parties, including legal counsel and other advisors, to its meetings as it deems appropriate.

### **Responsibilities and Duties**

The Committee's principal functions are to:

1. Determine the qualifications, qualities, skills and other expertise required to be a director and to develop and recommend to the Board criteria to be considered in selecting nominees for director.
2. Identify and screen individuals qualified to become members of the Board, consistent with the criteria approved by the Board.
3. Select, or recommend to the Board, director nominees to be presented for election by stockholders at the annual meeting of stockholders, subject to approval by the Board.
4. Select, or recommend to the Board, director nominees to fill vacancies on the Board as necessary.
5. Make recommendations to the Board regarding the size and composition of the Board and its committees.
6. Develop and recommend to the Board a set of corporate governance principles, to review these principles annually and recommend changes to the Board, and oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any other changes to the Company's corporate governance documents and policies.
7. Review the Company's Code of Ethics annually and, if appropriate, recommend changes for approval by the Board. Monitor compliance with such code.
8. Develop and recommend to the Board a CEO succession plan, review the succession plan periodically with the CEO and recommend to the Board any changes or actions that may be necessary or desirable.
9. Develop and oversee a director orientation program for new directors and continuing director education for continuing directors.
10. Develop a process for an annual self-evaluation of the Board and its committees, and oversee the conduct of this evaluation.
11. Develop policies and procedures for the review, approval if appropriate, and oversight of related person transactions (as defined in Regulation S-K, Item 404(a) under the Act, and administer such policies and procedures, including as set forth in the Company's Policy on Related Person Transactions.

12. Assist the Board in its oversight of risk by overseeing the management of risks associated with the Company's overall compliance and corporate governance practices, and the independence and composition of the Board.
13. Review the provisions of this Charter at least annually and, if appropriate, recommend changes for approval by the Board.
14. Annually conduct an evaluation of the performance of its duties under this Charter.

### **Authority to Retain Outside Advisors**

The Committee shall have authority, to the extent it deems necessary or appropriate, to retain legal counsel, outside search firms and other advisors. The Committee shall have the sole discretion to retain, oversee, compensate and terminate such advisors. The Company will provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any advisors retained by the Committee. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take necessary steps to preserve the privileged nature of those communications.

### **Delegation**

The Committee shall have the authority to delegate any of its responsibilities to one or more subcommittees as the Committee deems appropriate.

Reviewed: October 2015