

# **Nominating & Governance Committee Charter**

## **Chelsea Therapeutics International, Ltd (Nasdaq Listed: CHTP)**

*Members: Johnson YN Lau (Chair), Norman Hardman, William D Rueckert*

*Revised and Re-approved February 28, 2010  
(Including the December 16, 2009 SEC approved new rules)*

**Role:** To provide a leadership role in shaping the corporate governance of Chelsea Therapeutics International, Ltd.

### **I. Committee Members**

The Nominating and Governance Committee of the Board of Directors shall consist of at least three members, each of whom shall be an “independent director” as determined by the Board of Directors in accordance with the applicable rules of the primary stock exchange or market on which the corporation’s stock trades and the Securities and Exchange Commission (“SEC”). Members of the committee are appointed by the Board of Directors from time to time and may be removed by the Board of Directors at any time. Committee members shall be chosen based on their competence and ability to add substance to the deliberations of the Committee.

### **II. Purposes of the Committee**

The role of the Nominating and Governance Committee is to address the issues surrounding the composition and operation of the Board. The core function of the Committee is to provide assistance to the Board in the areas of:

- membership selection and qualification;
- ensure Board diversity;
- committee selection;
- board leadership structure;
- monitor and safeguard the independence of the Board;
- evaluate reported conflicts of interest by Board members and officers;
- oversee and review the corporation’s process for providing information to the board;
- develop and recommend to the Board a set of corporate governance principles;
- monitor the employee hotline (in conjunction with the Audit and Risk Management Committee);
- conduct the evaluation of the board and management; and
- other corporate governance matters as needed.

### **III. Duties and Responsibilities**

The Committee will discharge the duties of the Board of Directors, to the extent delegated to the Committee, and approve or make recommendations to the Board of Directors, with respect to the following duties and responsibilities:

*Shareholder Recommendations.* The Committee shall review and evaluate all candidates submitted by the Company's shareholders.

*Director Nominees.* The Committee will select candidates as nominees for election as Directors and recommend those candidates to the Board, whether for the slate of directors to be nominated by the Board of Directors for election by the Company's shareholders or any director nominees to be elected by the Board to fill interim director vacancies. The Committee will select those nominees whose attributes it believes would be most beneficial to the Company. This assessment will include such issues as:

- experience;
- integrity;
- competence;
- diversity;
- skills;
- industry knowledge; and
- dedications in the context of the needs of the Board.

*Corporate Governance:* The Committee will monitor and safeguard the independence of the board and to ensure appropriate independence in both fact and appearance. The Committee will oversee and review the corporation's process for providing information to the Board, both the channels, the quality, and the timeliness of the information provided. The Committee will also oversee the evaluation of the board and management on a yearly or more regular basis.

### **IV. Search Firms and Other Advisors**

If a search firm is to assist the Company, its management, or the Committee, or the Board of Directors in the identification of director candidates, then the Committee shall have the sole authority to retain and terminate such search firm, including the sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal and external legal, accounting and other advisors, as it deems necessary and appropriate.

## **V. Annual Performance Evaluation**

The Committee shall conduct an annual review of the Committee's performance, periodically assess the adequacy of its charter and recommend changes to the Board as needed.

## **VI. Meetings**

Meetings of the Nominating and Governance Committee shall be held every six months to monitor the Corporate Governance of the Board. Meetings will also be held upon call by the Chairman of the Board or the Chairman of the Committee.