



Enhancing Outcomes for Patients and Their Caregivers...

**POSITION SPECIFICATION FOR CHAIRPERSON  
OF BOARD OF DIRECTORS OF  
HILL-ROM HOLDINGS, INC.**

**Approved at May 2004 Board Meeting**

**Position Overview:** The Chairperson of the Board provides leadership and direction to the Board of Directors.

**Criteria for Selection:** In addition to the selection criteria applicable to all directors, the Chairperson should be an independent director under the standards of the New York Stock Exchange.

**Responsibilities:** Responsibilities of Chairperson include the following, in addition to those applicable to all other directors of the corporation:

1. Presiding at all meetings of the corporation's shareholders and Board of Directors;
2. Coordinating the activities of the Board of Directors;
3. Serve as an ex-officio member of each committee of the Board on which he is not a member;
4. Setting the "tone at the top" to support the corporation's efforts to ensure that it and its employees act ethically, and compliance with applicable laws and regulations, auditing and accounting principles, and the corporation's own governing documents;
5. Define the quality, quantity and timeliness of the flow of information between company management and the Board; although company management is responsible for the preparation of materials for the Board, the Chairperson may specifically request the inclusion of certain material;
6. Approve, in consultation with other directors, the retention of consultants who report directly to the Board;
7. Interview, together with other directors, all Board candidates, and make recommendations to the Board;
8. Develop the agenda for and moderate executive sessions of the Board and act as principal liaison between the directors and the CEO on sensitive issues;
9. Evaluate, along with the members of the Board, the CEO's performance and meet with the CEO to discuss the Board's evaluation;



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10. Coordinating with the corporation's President and Chief Executive Officer and other directors and committee Chairs in scheduling Board meetings in the development and preparation of the agenda for Board and Board committee meetings;
11. Providing opportunities for independent directors to discuss candidly among themselves the corporation's affairs; and
12. Causing the position specifications for members of the Board, the Chairperson of the Board and the President and Chief Executive Officer, as well as the charters of the Board's various committees, to be evaluated and, if appropriate, revised at reasonable periodic intervals.

**Performance Metrics:** Performance meets expectations when the Chairperson discharges the foregoing responsibilities with dedication, candor, fairness, integrity, honesty and discretion.