



## **Charter of the Nominating and Corporate Governance Committee of the Board Of Directors of VCA Inc.**

This Charter identifies the purpose, composition, meeting requirements, committee responsibilities and investigations and studies of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of VCA Inc., a Delaware corporation (the “**Company**”).

### **I. PURPOSE**

The Committee has been established to:

- assist the Board in identifying individuals qualified to serve as members of the Board; and
- develop and recommend to the Board a set of corporate governance principles for the Company

In performing its duties, the Committee shall seek to maintain an effective working relationship with the Board and the management of the Company.

### **II. COMPOSITION**

The Committee shall be composed of at least three members (including a Chairperson), all of whom shall be “independent directors,” as such term is defined in the rules and regulations of the Nasdaq National Market. Notwithstanding the foregoing, the Committee may have as one of its members a “non-independent director,” who is not a current officer or employee or a family member of a current officer or employee, for a period not to exceed two years due to exceptional and limited circumstances pursuant to the rules and regulations of the Nasdaq National Market. The members of the Committee and the Chairperson shall serve at the pleasure of the Board. A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board. The Board may designate one or more independent directors as alternate members of the Committee, who may replace any absent or disqualified member or members at any meetings of the Committee. No person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any rule or regulation of the United States Securities and Exchange Commission or any securities exchange or market on which shares of the common stock of the Company are traded. The Committee shall have authority to delegate responsibilities listed herein to subcommittees of the Committee if the Committee determines such delegation would be in the best interest of the Company.

### **III. MEETINGS**

The Committee shall meet as necessary, but at least once each year, to enable it to fulfill its responsibilities. The Committee shall meet upon the call of the Chairman, preferably in conjunction with regular Board meetings. The Committee may meet by telephone conference call or by any other means permitted by law or the Company’s Bylaws. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members. The Committee shall determine its own rules and procedures, including designation of a chairperson pro tempore, in the absence of the Chairperson, and designation of a secretary. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Committee may ask members of management, employees, outside counsel or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend any meetings and to provide such pertinent information as the Committee may request.

The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee’s actions to the Board from time to time (but at least once each year) as requested by the Board.

### **IV. COMMITTEE RESPONSIBILITIES**

In carrying out its oversight responsibilities, the Committee’s policies and procedures should remain flexible to enable the

Committee to react to changes in circumstances and conditions so as to ensure the Company remains in compliance with applicable legal and regulatory requirements. In addition to such other duties as the Board may from time to time assign, the Committee shall have the following responsibilities:

- To identify individuals qualified to become Board members, consistent with the criteria, if any, approved by the Board;
- To propose to the Board a slate of nominees for election by the stockholders at the Annual Meeting of Stockholders and nominees to fill any vacancies and newly created directorships on the Board;
- To periodically review the criteria for the selection of new directors to serve on the Board and recommend any proposed changes to the Board for approval;
- To establish procedures for reviewing potential nominees proposed by stockholders;
- To evaluate candidates for Board membership, including those recommended by stockholders in compliance with the Company's Bylaws and the procedures established by the Committee;
- To review with the Board as necessary the desired experience, mix of skills and other qualities to assure appropriate Board composition, taking into account the current Board members and the specific needs of the Company and the Board;
- To review the suitability for continued service as a director of each Board member when he or she has a significant change in status, such as an employment change, and recommending whether or not such director should be re-nominated;
- To review with the Board as necessary policies pertaining to the roles, responsibilities, retirement age, tenure and removal of directors;
- To review periodically the size of the Board and recommend to the Board changes as appropriate;
- To report to the Board from time to time, but not less than once per year, concerning the Committee's activities;
- To review periodically, with the participation of the Chief Executive Officer, all Board committees and recommend to the Board changes, as appropriate, in the composition, size, purpose, structure, operations and charter of each of the Board's committees, including the creation of additional committees or the elimination of existing committees;
- To recommend to the Board the chairpersons and members of each of the Board's committees;
- To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and periodically review and reassess the adequacy of those guidelines and recommend any proposed changes to the Board for approval; and
- To periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Notwithstanding the provisions set forth in this Section IV, if the Company is or becomes legally required by contract or otherwise to provide third parties with the ability to nominate directors (e.g., preferred stock rights to elect directors upon a dividend default, stockholder agreements and management agreements), the selection and nomination of those directors need not be subject to the Committee's nominating and review process.

## **V. INVESTIGATIONS AND STUDIES**

The Committee shall have the authority and sufficient funding to retain independent counsel or other consultants (without seeking Board approval) to advise and assist the Committee. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities as described herein, and may retain, at the expense of the Company, independent counsel or other consultants necessary to assist the Committee in any such investigations or studies. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates. The Committee shall have the sole authority to negotiate and approve the fees and retention terms of any independent counsel, search firm or other consultant.

## **VI. MISCELLANEOUS**

The Company shall give appropriate funding, as determined by the Committee, for the payment of compensation to the outside legal and other advisors and any search firms employed by the Committee. Nothing contained in this Charter is intended to

expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's web site and a printed copy of such shall be made available to any stockholder of the Company who requests it.

Recommended by the Nominating and Corporate Governance Committee and approved by the Board of Directors on April 25, 2006.