

# **CHARTER FOR THE GOVERNANCE/NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS OF CARDIOVASCULAR SYSTEMS, INC.**

**As amended, effective November 12, 2014**

## **I. PURPOSE:**

The Governance/Nominating Committee (the “Committee”) is responsible for matters relating to the governance of Cardiovascular Systems, Inc. (the “Company”), including selection of candidates for the Company’s Board of Directors.

## **II. MEMBERSHIP:**

The Committee will be comprised of two or more directors elected by the Board, each of whom shall be independent (as such term is defined by the listing standards of The Nasdaq Stock Market as they may be amended from time to time (the “listing standards”)).

Subject to the requirements of the listing standards, the Board may appoint and remove Committee members in accordance with the Company’s bylaws. Committee members will serve for such terms as the Board may fix, and in any case at the Board’s will, whether or not a specific term is fixed.

The Chair of the Committee will be elected by the Board or, if not elected by the Board, then by the majority of the members of the Committee. The Chair of the Committee shall conduct the Committee meetings as well as represent the Committee at meetings of the Company’s Board.

## **III. RESPONSIBILITIES:**

The responsibilities of the Committee are summarized as, but not limited to, the following:

- Developing, reviewing and revising as appropriate, for adoption by the Board, the Principles of Corporate Governance by which the Company and the Board will be governed.
- Developing and recommending to the Board policies and processes designed to provide for effective and efficient governance, including but not limited to: policies for evaluation of the Board and the chairperson; the director nomination process, including board membership criteria, minimum qualifications for directors, and shareholder nomination of directors; shareholder-director communications; shareholder communication regarding shareholder proposals; director attendance at annual meetings; and succession planning for the Board chairperson and other Board leaders.

- Annually reviewing the composition of the Board against a matrix of skills and characteristics focused on the governance and business needs and requirements of the Company, and reporting to the Board regarding suggested changes in Board size and composition which will guide the Committee in the selection, recruitment and recommendation of directors.
- Screening Board member candidates and nominating candidates for presentation to the shareholders at the Annual Meeting and to fill vacancies.
- Evaluating the performance of the Board and its members, as well as termination of membership of Board members in accordance with corporate policy, for cause or other appropriate reasons.
- Overseeing organization, membership and evaluation of Board committees and committee members, and making appropriate recommendations to the Board with respect to such matters.

#### **IV. AUTHORITY:**

The Committee has the authority, as and when it shall determine to be necessary or appropriate to the functions of the Committee,

(i) at the expense of the Company and not at the expense of the members thereof, to retain counsel (which may be, but need not be, the regular corporate counsel to the Company), employ one or more search firms to assist in the identification and recruitment of director candidates and other advisors to assist it in connection with its functions, in each case with the sole authority to retain, terminate and approve the fees and other terms of retention of, such firms or advisors; and

(ii) to request from the Chief Executive Officer, the Chief Financial Officer, and such other members of the Company's management as the Committee deems appropriate, advice and information, orally or in writing, concerning the Company's business operations and financial condition relevant to the functions of the Committee.

#### **V. MEETINGS/MINUTES:**

The Committee will maintain written minutes of its meetings. Such minutes will be made available to the members of the Board of Directors, and filed with the minutes of the meetings of the Board of Directors.

#### **VI. COOPERATION OF MANAGEMENT:**

All members of management of the Company are requested to cooperate with the Committee, and to render assistance to it as it shall request in carrying out its functions.

## **VII. DELEGATION:**

To the extent permissible under applicable laws and regulations, the Committee may delegate any of its responsibilities to one or more members of the Committee or a subcommittee comprised of one or more members of the Committee; provided that any such members or subcommittee to which any responsibilities are delegated will not have decision-making authority, will report regularly to the Committee regarding the matters delegated, and will review with the Committee any material matters discussed or recommendations made by such members or subcommittee.