

# **CAS MEDICAL SYSTEMS, INC.**

## **Nominating and Governance Committee Charter**

This Nominating and Governance Committee Charter was adopted by the Board of Directors (the "Board") of CAS Medical Systems, Inc. (the "Company"), on April 11, 2011.

*This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations, and listing requirements, as well as in the context of the Company's Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.*

### **PURPOSES**

The Nominating and Governance Committee (the "Committee") shall (1) develop and recommend to the Board and oversee implementation of the Company's corporate governance guidelines and principles; (2) review on a periodic basis the overall effectiveness and/or appropriateness of the Company's corporate governance and recommend improvements when necessary; (3) assist the Board in identifying, screening, and reviewing individuals qualified to serve as directors in accordance with criteria approved by the Board and shall recommend to the Board candidates for nomination for election at the annual meeting of shareholders or to fill Board vacancies; (4) develop and recommend to the Board and oversee implementation of the Company's policies and procedures for the receipt of shareholder suggestions regarding Board composition and recommendations of candidates for nomination by the Board; and (5) assist the Board in disclosing information relating to functions of the Committee as may be required in accordance with the federal securities laws.

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities, and personnel of the Company. The Committee has the power to retain outside counsel, director search and recruitment consultants, or other advisors to assist it in carrying out its activities. The Company shall provide adequate resources to support the Committee's activities, including compensation of the Committee's counsel, consultants, and other advisors, with respect to which the Committee shall have authority to retain, compensate, direct, oversee, and terminate, and which shall be accountable ultimately to the Committee.

### **COMMITTEE MEMBERSHIP**

The Committee shall consist of three or more members of the Board, each of whom the Board has selected and determined to be "independent" in accordance with applicable rules of the Nasdaq Stock Market.

Members shall continue to be members until their successors are elected and qualified or until their earlier death, resignation or removal. Any member may be removed by the Board, with or without cause at any time. The Chairman of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board to convene and chair meetings of the Committee, set agendas for meetings, and determine the Committee's information needs. In

the absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

### **COMMITTEE MEETINGS**

The Committee shall meet at least two times per year, or more frequently as circumstances dictate.

The Committee shall establish its own schedule of meetings. Meetings of the Committee may be held telephonically. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

### **KEY RESPONSIBILITIES**

The following activities are set forth as a guide for fulfilling the Committee's responsibilities. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee.

To meet its responsibilities, the Committee shall:

- consider corporate governance issues that arise from time to time and develop appropriate recommendations for the Board regarding such matters;
- develop and recommend to the Board for its approval, oversee the implementation and effectiveness of, recommend modifications as appropriate to, and review company disclosures concerning the Company's policies and procedures for identifying and reviewing Board nominee candidates, including: (i) the qualifications or criteria for Board nominees; and (ii) policies and procedures relating to consideration of Board nominee candidates recommended by shareholders;
- identify, screen, and review individuals qualified to serve as directors, consistent with qualifications or criteria approved by the Board (including evaluation of incumbent directors for potential re-nomination) and recommend to the Board candidates for (i) nomination for election or re-election by the stockholders and (ii) any Board vacancies that are to be filled by the Board;
- review annually and recommend to the Board whether each independent member of the Board qualifies as "independent" under the applicable rules of the Nasdaq Stock Market;
- review periodically with the Board the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity, and other desired qualities;
- review periodically the size of the Board and recommend to the Board any appropriate changes;
- in consultation with the Audit Committee, as appropriate, review and address conflicts of interest of directors and executive officers and the manner in which any such conflicts are to be monitored;

- review and reassess the adequacy of this Charter periodically and recommend to the Board amendments as the Committee deems appropriate; and
- report to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities as the Committee deems appropriate.

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