



Nominating & Corporate Governance Committee Charter

Purpose

The Nominating & Corporate Governance Committee (the “Committee”) shall report to and assist the Board of Directors (the “Board”) of Johnson & Johnson (the “Company”). The purpose of the Committee shall be to identify qualified individuals for membership on the Board; recommend to the Board the director nominees for the next annual meeting of shareholders; develop and recommend to the Board a set of corporate governance principles for the Board; and provide oversight of the corporate governance affairs of the Board and the Company.

Membership

1. The Committee shall be comprised of not less than three members of the Board.
2. All members of the Committee shall be independent directors, as independence is defined in accordance with the rules, regulations and standards of the New York Stock Exchange and the Company’s Standards of Independence, and as determined in the business judgment of the Board.
3. Members of the Committee shall be appointed and may be removed by the Board.

Committee Chairman

The Board shall designate one member of the Committee to act as the Chairman of the Committee. The Committee member so designated shall (a) chair all meetings of the Committee; and (b) perform such other activities as from time to time are requested by the other Committee members or as circumstances indicate.

Meetings

1. The Committee will meet at least three times each year. The Chairman of the Board and the CEO shall attend at least a portion of each meeting of the Committee.
2. In the discretion of the Chairman of the Committee, but at least once each year, the members of the Committee shall meet in Executive Session.

Duties and Responsibilities

1. Criteria for Nomination to the Board: The Committee shall set general criteria for nomination to the Board. The general criteria for nomination to the Board shall be annexed to the corporate governance principles for the Board.
2. Nomination of Directors: The Committee shall annually consider the size, composition and needs of the Board and consider and recommend candidates for membership on the Board. The Committee shall recommend to the Board each year the director nominees for election at the next annual meeting of shareholders. Upon the recommendation of the Committee, the Board may appoint a director to the Board during the course of the year to serve until the next annual meeting of shareholders.
3. Committees of the Board: The Committee shall review annually the purpose of the Committees of the Board, recommend to the Board any changes deemed necessary or desirable to the purpose of the Committees and whether any Committees should be created or discontinued, and recommend to the Board the directors and Chairman to be appointed to each Committee.
4. Corporate Governance Principles: The Committee shall develop and recommend to the Board for approval a set of corporate governance principles for the Board. The Committee shall review these principles on an annual basis and recommend to the Board any changes deemed necessary or desirable. The Committee shall also have oversight of the corporate governance affairs of the Company and shall review annually the corporate governance practices and policies of the Company.
5. Evaluation Process: The Committee shall develop and recommend to the Board an annual performance evaluation process for the Board and its Committees. The Committee shall oversee the process the Board and its Committees use to conduct annual performance evaluations.
6. Conflicts of Interest and Code of Conduct: The Committee shall consider questions of possible conflicts of interest of the Board members and Executive Officers, as such questions arise. The Committee shall have oversight of the Code of Business Conduct & Ethics for Members of the Board of Directors and Executive Officers.

7. Succession Planning: The Committee shall review at least annually with the Chairman and the CEO the succession plans relating to the positions of Chairman, Vice Chairman, CEO and the other members of the Executive Committee, and shall make recommendations to the Board with respect to the selection of individuals to hold the positions of Chairman, Vice Chairman, and CEO.
8. Director Orientation: The Committee shall review and recommend, as appropriate, director orientation and continuing orientation programs for members of the Board.
9. Board Leadership Structure: The Committee shall review annually, and at such other times as it deems appropriate (including in connection with a Chief Executive Officer transition), the Board's leadership structure, including whether the roles of Chairman and Chief Executive Officer should be held by one individual or should be separated.

Oversight of Committee Matters

1. The Committee shall report regularly to the Board on its meetings and review with the Board significant issues and concerns that arise at Committee meetings.
2. The Committee may form and delegate authority to subcommittees when appropriate.
3. The Committee shall have authority and appropriate funds to retain, consult with and compensate outside counsel and other advisors as the Committee may deem appropriate.
4. The Committee shall conduct an annual evaluation of its performance in fulfilling its duties and responsibilities under this Charter, and shall assess the adequacy of the reporting and information provided by management to support the Committee's oversight responsibilities.
5. The Committee shall, on an annual basis, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.