

# **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

(Amended August 8, 2008)

## **PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of Varian Medical Systems, Inc. (the "corporation") is to ensure that the Board of Directors (the "Board") is properly constituted to meet its fiduciary obligations to the corporation and its stockholders, and that the corporation has and follows appropriate corporate governance standards. To carry out this purpose, the Committee shall: (1) identify prospective members of the Board, "director nominees," consistent with the criteria approved by the Board, and recommend to the Board the director nominees for the next Annual Meeting of Stockholders; (2) develop and recommend to the Board the governance principles applicable to the corporation; (3) oversee the evaluation of the Board and management; and (4) recommend to the Board the director nominees for each standing or special committee of the Board.

## **MEMBERSHIP AND ORGANIZATION**

The Committee shall be a standing committee of the Board composed of a minimum of three (3) members of the Board, including a Chairperson. The members of the Committee shall be selected by and serve at the discretion of the Board. All members of the Committee shall qualify as non-employee independent directors under the rules of the New York Stock Exchange. The secretary of the Committee shall be the corporation's Chief Executive Officer, who shall provide such assistance as may be requested by the Committee or its Chairman. The Committee shall meet as often as it deems necessary to discharge its duties, but not less than twice per fiscal year.

The corporation shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of the compensation to any advisor employed by the Committee pursuant to the authority granted by this Charter and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

## **FUNCTION AND RESPONSIBILITIES**

In performing its responsibilities, the Committee shall have the authority to obtain advice, reports or opinions from internal or external legal counsel and other expert advisors.

The Committee shall:

1. Evaluate the current composition, organization and governance of the Board and its standing or special committees, determine future requirements and make recommendations to the Board for approval.
2. Develop and recommend to the Board standards for determining director independence consistent with the requirements of the New York Stock Exchange and other applicable laws or regulations and review and assess these standards on a periodic ongoing basis.
3. Evaluate and make recommendations to the Board concerning the size of the Board, the appointment of Directors to Board committees, the qualifications of committee members and the selection of Board committee chairs.
4. Evaluate and make recommendations to the Board concerning the appointment of a Lead Director if the Chairman of the Board is an employee Director or otherwise is not an independent director.

5. Determine and review annually the criteria for selecting new Directors, including the specific minimum qualifications and any specific qualities or skills the Committee believes are necessary for one or more of the directors to possess, and evaluate and recommend proposed director nominees for election to the Board. The Committee's criteria for selecting director nominees shall include knowledge, skills, and experience in business, finance, administration and relevant technical disciplines, business management experience, international business experience and experience in industries beyond healthcare, knowledge about the corporation's industry or technology or other areas of knowledge useful to the corporation's business and product lines, gender and racial diversity and other attributes that the Committee determines will contribute to the corporation's success and achievement of its business and social goals. In performing these functions, the Committee shall have sole authority to retain and terminate any search firm to be used to identify prospective director nominees and approve such firm's fees and other retention terms.
6. Welcome and determine the policy for consideration of director candidates recommended by stockholders, including the consideration to be given to director candidates so recommended and the procedures to be followed in submitting such recommendations.
7. Determine the process to be followed by stockholders in submitting other communications to the Board and, if applicable, specific individual directors.
8. Evaluate and recommend termination of membership of individual Directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
9. Annually inquire of all Directors regarding any actual or potential conflicts of interest and report findings to the Board.
10. Periodically review and recommend to the Board a Director retirement policy.
11. Review stockholder voting policies.
12. Recommend to the Board such additional actions related to corporate governance matters as the Committee may deem necessary or advisable from time to time.
13. Oversee drafting, periodically review and recommend to the Board for adoption or amendment, the corporation's Corporate Governance Guidelines, policies regarding related party transactions, and Corporate Code of Ethics.
14. Monitor the Corporate Code of Ethics for the corporation's executive officers, including its Chief Executive Officer, Chief Financial Officer and Controller, and approve any waivers thereto, as appropriate;
15. Implement such policies as may be adopted by the Board relating to related party transactions.
16. Recommend Board, Committee and management performance evaluation procedures and materials, and report the results of such evaluations annually to the Board.
17. Keep informed as to Directors' duties and responsibilities.
18. Review the corporation's performance as to ethical and societal responsibilities.
19. Develop and facilitate an orientation program for all new non-employee Directors.

20. Support, facilitate and expect continuing Director education and attendance by Directors of appropriate continuing education programs. The Committee will track and keep record of each Director's attendance at such continuing education programs. Attendance at such programs will be reimbursed by the corporation.
21. Form and delegate authority to subcommittees when appropriate.
22. Annually review this Charter and make recommendations to the Board for any proposed changes.
23. Annually review and evaluate the Committee's own performance.
24. Report annually, or as necessary, to the Board.