

**KENSEY NASH CORPORATION
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

A. PURPOSE

The purpose of the Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Kensey Nash Corporation (the "Company") is to:

1. Identify persons qualified to become members of the Board consistent with the criteria established by the Committee and approved by the Board, and recommend to the Board, after receiving input from the Chairman of the Board (if an independent director) or the Lead Director (if any) and the Company's Chief Executive Officer (the "CEO"), the persons to be nominated for election as directors at any meeting of stockholders;
2. Evaluate each of the members of the Board and consider each member's experience, qualifications, attributes and skills that make such member's continued service on the Board appropriate;
3. Review the Board's leadership structure and evaluate whether such structure continues to be in the best interests of the Company;
4. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company;
5. Review, on a regular basis, the overall corporate governance goals of the Company and recommend improvements if necessary; and
6. Oversee the evaluation of the Board and management.

B. STRUCTURE AND MEMBERSHIP

1. Number. The Committee shall consist of such number of directors as the Board shall from time to time determine, but in no event less than three members.
2. Independence. Each member of the Committee shall be an "independent director" as defined by the applicable rules of the NASDAQ Stock Market ("NASDAQ") and the Company's Corporate Governance Guidelines.
3. Chairperson. Unless the Board elects a Chairperson of the Committee (the "Chairperson"), the Committee shall elect a Chairperson by majority vote.
4. Compensation. The compensation of Committee members shall be as recommended by the Compensation Committee and approved by the Board.
5. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Committee from the Committee, with or without cause.

C. AUTHORITY AND RESPONSIBILITIES

1. General. The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.
2. Board and Committee Membership.
 - a. Composition of the Board. The Committee shall be responsible for reviewing the appropriate size, function and needs of the Board, developing the Board's policy involving tenure and retirement of directors, reviewing the specific experience, qualifications, attributes or skills of members of the Board that leads to the conclusion that such person should serve (or continue to serve) on the Board and establishing specific criteria for evaluating and selecting new Board members (which criteria shall include the director qualification and independence standards set forth in the Company's Corporate Governance Guidelines), after receiving input from the Chairman of the Board (if an independent director) or Lead Director (if any) and the CEO, subject to Board approval thereof.
 - b. Selection of Director Nominees. Subject to the rights of third parties to nominate directors under the Company's certificate of incorporation, bylaws and applicable law, the Committee shall be responsible for recommending to the Board the persons to be nominated for election as directors, including any candidates recommended by stockholders, at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. The Committee shall recruit candidates to fill new positions and shall conduct appropriate inquiries into the background and qualifications of possible candidates. The Committee shall review the independence and potential conflicts of interest of prospective directors.
 - c. Criteria for Selecting Directors. The Committee shall use the criteria established by the Committee to guide its director selection process. The Committee shall be responsible for reviewing with the Board the requisite qualifications, skills and criteria for new and existing Board members, as well as the membership of the Board as a whole and the Board committees, to ensure that the proper skills and experiences are represented on the Board and such committees and that the composition of the Board and such committees satisfies all applicable laws, rules, regulations and listing standards and the Company's Corporate Governance Guidelines. Among the factors that may be considered by the Committee in evaluating directors, director candidates and the overall composition of the Board are Board diversity, with diversity being broadly construed to mean a variety of opinions, perspectives, personal and professional experiences and backgrounds, including gender, race, ethnicity differences, as well as other differentiating characteristics. The Committee shall adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates recommended by stockholders. The Chairman of the Board and the CEO should extend the invitation to join the Board.

- d. Search Firms. The Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee. The Committee shall keep the CEO advised as to the general range of anticipated expenses.
 - e. Selection of Committee Members. The Committee shall be responsible for recommending to the Board, after receiving input from the Chairman of the Board (if an independent director) or the Lead Director (if any) and the CEO, committee member appointment and removal, and appointment of committee chairpersons.
3. Corporate Governance.
- a. Corporate Governance Guidelines. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
 - b. Policies and Practices. The Committee shall monitor and make recommendations to the Board on other matters or Board policies and practices relating to corporate governance.
 - c. Stockholder Proposals. The Committee shall review and make recommendations to the Board regarding proposals of stockholders that relate to corporate governance.
 - d. Related Party Transactions and Conflicts of Interest. A director's business or family relationships may occasionally give rise to that director's material personal or financial interest in a particular transaction or issue. Each director is responsible for disclosing to the Committee situations that he or she reasonably believes give rise to, or may give rise to, a transaction with the Company in which such director will have a material personal or financial interest, or otherwise may involve a conflict of interest. In addition, the Committee shall ask directors about any such potential "related party" transactions and potential conflicts of interest at least annually. The Board, upon recommendation of the Committee and after-consultation with the Company's outside counsel, shall determine on a case-by-case basis whether a conflict of interest exists. The Committee shall review and approve any Company "transaction" with a "related person" (each as defined in Item 404 of Securities and Exchange Commission (the "SEC") Regulation S-K).
 - e. Director Independence. A director shall not be deemed independent if the Board determines that he or she has a material direct or indirect relationship with the Company or with the management of the Company. The Committee shall evaluate whether each director meets the definition of independence under the applicable rules of NASDAQ, and under the Company's Corporate Governance Guidelines, and make recommendations to the Board regarding director independence.

- f. Recommendations for Board Leadership. The Committee shall annually review and evaluate the leadership structure of the Board, and determine whether it continues to be appropriate, in light of circumstances and considerations involving the Company, including the satisfaction of the Board's risk oversight function. To the extent the Committee determines that the leadership structure of the Board should be modified, the Committee shall make recommendations to the Board regarding such changes as it deems appropriate, consistent with the Company's Corporate Governance Guidelines
 - g. Executive Sessions. The Committee shall regularly have "executive sessions" without management present.
 - h. Charitable Donations. The Committee shall approve all Company charitable donations, that are not related to medical education and that are in amounts in excess of \$5,000 per gift or \$10,000 per quarter. In addition, management shall report all charitable donations to the Committee and the Board.
 - i. Review of Public Disclosures. The Committee shall review and discuss with management any nominating and corporate governance-related disclosure in the Company's filings with the SEC or otherwise required by applicable securities laws, rules and regulations or by the rules of NASDAQ, including disclosures regarding the composition and leadership structure of the Board.
4. Evaluation of the Board and Related Matters.
- a. Evaluation of the Board and Committees. The Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's and committees' performance, to be discussed with the Board.
 - b. Management Succession. The Committee shall periodically review and make recommendations to the Board relating to management succession planning, including policies and principles for CEO selection and performance review, as well as policies regarding succession in the event of an emergency or the retirement of the CEO.
 - c. Additional Powers. The Committee shall perform such other functions as assigned by law, the Company's certificate of incorporation or bylaws, or the Board, or as are required by the SEC or NASDAQ.

D. PROCEDURES AND ADMINISTRATION

- 1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities but in no event shall the Committee meet less than twice per year. A majority of the members of the Committee shall constitute a quorum at a meeting of the Committee for the transaction of business by the Committee. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.

2. Reports to the Board. The Committee shall maintain minutes of its meetings and report its findings to the Board after each Committee meeting, but not later than the first Board meeting following such Committee meeting.
3. Charter. The Committee shall, from time to time as it deems appropriate and at least annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
4. Resources and Independent Advisors. The Committee shall have the authority to use reasonable amounts of time of the Company's internal staff and to engage independent legal and other advisors, as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee. The Committee shall keep the CEO advised as to the general range of anticipated expenses for outside consultants and experts.
5. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
6. Annual Self Evaluation. At least annually, the Committee shall evaluate its own performance and report its results to the board.

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