

Accelerate Diagnostics, Inc.
Nominating and Governance Committee Charter

Role

The Nominating and Governance Committee's role is to determine the slate of director nominees for election to the Company's Board of Directors, to identify and recommend candidates to fill vacancies between annual shareholders meetings, and to review, evaluate, and recommend changes to the Company's corporate governance framework.

Membership

The membership of the Committee consists of at least three directors, each of whom shall meet the independence requirements established by the Board and applicable laws, regulations and the listing requirements of the NASDAQ Stock Market, LLC. The Board appoints the members of the Committee and the chairperson. The Board may remove any member from the Committee at any time with or without cause.

Operations

The Committee meets at least once a year. Additional meetings may occur as a majority of the Committee or its chair deems advisable. The Committee will meet in executive session, from time to time, without Company management present. The Committee will cause to be kept adequate minutes of its proceedings and will report on its actions and activities at the next quarterly meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as apply to the Board (except that a quorum of the Committee shall consist of no fewer than two members). The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the state of Delaware.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has complete authority to retain and terminate outside counsel, any search firm used to identify director candidates, or other experts or consultants, as it deems appropriate, including complete authority to approve their fees and other retention terms. Any communications between the Committee and legal counsel while obtaining legal advice will be privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

Responsibilities

The principal responsibilities and functions of the Governance and Nominating Committee are:

1. Board Evaluation. Annually evaluate and report to the Board on the performance and effectiveness of the Board in fulfilling its responsibilities.
2. Identification and Recommendation of Director-Nominees. The committee shall:
 - a. Identify qualifications, qualities, skills, and other expertise to be a director and develop and recommend to the Board for its approval, criteria to be considered in selecting nominees for director.
 - b. Assist in identifying, interviewing, and recruiting candidates for the Board.
 - c. Review and consider shareholder recommended candidates for nomination to the Board.
 - d. Annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual shareholders meeting.
3. Governance Framework and Guidelines. On an ongoing basis, the Committee shall review, develop, and recommend to the Board appropriate changes to the Company's corporate governance framework, including its Articles of Incorporation and Bylaws.
4. Committee Composition and Charters. The committee shall:
 - a. Annually review the composition of each committee of the Board (including this Committee) and present recommendations for committee memberships to the Board as needed.
 - b. Recommend additional committee members to fill vacancies as needed.
 - c. Review annual recommendations of each committee of the Board regarding changes to their charters. At least annually, make recommendations to the Board about changes to the charters of each committee, including this committee.
5. Other Responsibilities. The committee shall:
 - a. Obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations.
 - b. Review and provide guidance to the Board and management about the framework for the Board's oversight of and involvement in shareholder engagement.
 - c. Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K.

Updated February 13, 2020