

INTUITIVE SURGICAL, INC.
GOVERNANCE AND NOMINATING COMMITTEE CHARTER
(As Adopted by the Board of Directors on February 4, 2010)

Purpose

The Governance and Nominating Committee (the “**Committee**”) shall oversee, review, and make periodic recommendations concerning the Company’s corporate governance policies, and shall recommend candidates for election to the Company’s Board of Directors (the “**Board**”).

Composition of the Committee

The Committee shall be comprised of at least two independent directors each of whom shall satisfy the “independence” requirements of The Nasdaq Stock Market, Inc. The members shall be appointed by action of the Board and shall serve at the discretion of the Board and for such terms as the Board shall determine. The Board shall designate one of the members of the Committee to serve as the Chairperson of the Committee.

Duties and Responsibilities

1. The Committee shall be responsible for:

- Evaluating composition of the Board to ensure that the Board reflects the knowledge, experience, skills, expertise, and diversity required for the Board to fulfill its duties.
- Making recommendations to the Board regarding the size and composition of the Board.
- Developing and recommending to the Board, criteria to identify and evaluate prospective candidates for the Board;
- Identifying and recommending (to the Board and stockholders, as applicable) qualified individuals for Board membership.
- Establishing procedures for the nomination process.
- Considering and recommending nominees to stand for election at the annual meeting of stockholders.
- Establishing and administering a periodic assessment procedure relating to the performance of both the Board as a whole and its individual members.
- Recommending improvements to the functioning and effectiveness of the Board.
- Reviewing the composition of each committee and presenting recommendations for committee memberships to the Board as needed.
- Reviewing Directors and Officers insurance matters.
- Reviewing Board indemnification matters.
- Developing and maintaining (i) orientation program for new Board members and (ii) continuing education for all Board members, including governance matters.
- Nominating individuals to be elected as officers of the Company for submission to the Board.
- Overseeing the appointment of corporate officers by the Chief Executive Officer.

2. In connection with the process of selecting and nominating candidates for election to the Board, the Committee shall review the desired experience, mix of skills and other qualities to assure appropriate Board composition, taking into account the current Board members and the specific needs of the Company and the Board. Among the qualifications to be considered in the selection of candidates, the Committee shall consider the following attributes and criteria of candidates: experience, knowledge, skills, expertise, diversity, personal and professional integrity, character, business judgment and independence. Our Board recognizes that nominees for the Board should reflect a reasonable diversity of backgrounds and perspectives, including those backgrounds and perspectives with respect to business experience, professional expertise, age, gender and ethnic background.

Meetings

The Committee shall meet at least two (2) times in each fiscal year and more frequently as the Committee in its discretion deems desirable.

Committee Reports

A summary of actions taken at each committee meeting shall be presented to the Board at the next Board meeting.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate search and approve fees and other retention terms of search firms to identify director candidates.