

## **DARA BIOSCIENCES CORPORATION**

### **NOMINATING & GOVERNANCE COMMITTEE CHARTER**

#### **Purpose**

The primary purposes of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of DARA BioSciences, Inc.(the “Company”) are to (1) recommend to the Board persons to serve as members of the Board, and (2) to review and make recommendations to the Board on corporate governance matters.

In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

#### **Composition**

The members of the Committee and its chairperson shall be appointed by, and will serve at the discretion of, the Board. The Committee shall be comprised of at least two independent members of the Board who meet the independence requirements of the Securities and Exchange Commission and the Nasdaq Stock Market.

#### **Authority and Responsibilities**

The Board delegates certain responsibilities and duties to the Committee to assist the Board in fulfilling its oversight responsibilities. The responsibilities of the Committee shall include:

1. Identify the skill set, qualifications and other criteria which should be present in the Board and identify gaps between the current and desired skill set, qualifications and other criteria.
2. Develop a Board recruitment strategy and oversee search activity, including reviewing the qualifications of potential candidates and interviewing candidates.
3. Recommend to the Board:
  - the persons to be nominated by the Board for election to the Board by stockholders at each annual meeting of stockholders and
  - the persons to be elected to any vacancy on the Board which shall occur for any reason.
4. Consider the recommendation of candidates to fill the Board submitted from the stockholders of the Company in accordance with the Company’s procedures for recommendation of nominees by stockholders.
5. Recommend appointments to committees of the Board and chairpersons for such committees.
6. Review the appropriateness of Board committees and the need for additional committees.
7. Review from time to time the size and composition of the Board and recommend any changes it deems advisable.

8. Annually review the status of each member of the Board as independent or not independent and submit a report on the subject to the Board.
9. Recommend a CEO succession plan to the Board.
10. Advise the Board regarding the appropriate board leadership structure for the Company, including whether the Board should have an independent chairman.
11. Review and assess corporate governance guidelines for the Company, including the Company's Corporate Code of Ethics and Conduct, and recommend any proposed changes to the Board for approval.
12. Be available to the Board and members of the Company's senior management team to consult with and to resolve reported violations or instances of non-compliance with the Company's Corporate Code of Ethics and Conduct.
13. Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
14. Perform other responsibilities reasonably related to the responsibilities specified above or otherwise delegated to the Committee by the Board.

#### **Meetings; Action by Written Consent**

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than once annually. A majority of the members of the Committee shall constitute a quorum unless the Committee shall consist of one or two members, in which event one member shall constitute a quorum. All matters shall be determined by a majority vote of the members present. Action may be taken by the Committee without a meeting if all members consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Committee.

#### **External Advisors; Delegation**

To the extent deemed necessary by the Committee, it shall have the authority to engage outside counsel, independent consultants and other experts at the Company's expense to review any matter under its responsibility. The Committee may form, and delegate authority to, subcommittees when it deems appropriate.

#### **Other**

Any amendment or other modification of this Charter shall be made and approved by the Board. This Charter shall be made available to the public on the Company's web site.

Adopted Effective September 15, 2011