



BECTON, DICKINSON AND COMPANY
CHARTER OF THE
SCIENCE, INNOVATION AND TECHNOLOGY COMMITTEE
Last revised January 31, 2012

Purpose

The Science, Innovation and Technology Committee (the “Committee”) is created by the Board of Directors of the Company to assist the Board in its oversight of science, innovation and technology matters affecting the Company, and more particularly:

- the Company’s research and development activities; and
- the Company’s medical affairs, regulatory affairs and product quality.

Membership

The Committee shall consist of at least three members of the Board of Directors. The Corporate Governance and Nominating Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board of Directors and may be removed by the Board of Directors at any time. The Corporate Governance and Nominating Committee shall recommend to the Board of Directors, and the Board of Directors shall designate, the Chair of the Committee.

Authority and Responsibilities

In addition to any other responsibilities that may be assigned to it from time-to-time by the Board of Directors, the Committee is responsible for the following matters:

Research and Development Activities

- Review and monitor the Company’s technology and innovation strategy in the context of the overall corporate strategy, goals and objectives. The Committee reviews and monitors the progress, results and effectiveness of the Company’s proposed and ongoing major research and development activities relating to new products and businesses (including its third-party collaborations and other investments). With respect to these activities, the Committee shall consider the following as it deems appropriate:
 - the Company’s strategic research plan and its relationship to the Company’s overall approach to technical and commercial innovation and technology acquisition;
 - the alignment of programs with the Company’s portfolio of businesses and its long-term business objectives and strategic goals;
 - the processes for identifying and prioritizing, and, as applicable, the development of, innovative technologies that arise from within and outside the Company;
 - the allocation of the Company’s resources to research and development overall, and selected major programs;
 - the systems employed to measure and track the innovation process, project progress and commercial success;



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- the Company’s ability to internally develop technology being, or proposed to be, developed, or to access and maintain such technology from third parties through acquisitions, licensing, collaborations, alliances, investments or otherwise;
- the potential impact on the Company in the event that technology being, or proposed to be, developed is not developed or accessed by the Company; and
- the Company’s technological education, recognition and motivational programs and activities.

Medical Affairs, Regulatory Affairs and Product Quality

- Oversee the Company's policies, practices and procedures relating to (i) compliance with laws and regulations administered by the U.S. Food and Drug Administration and similar state, local and foreign agencies, and (ii) the safety and quality of the Company’s products. The Committee’s oversight shall include :
 - Review of the Company’s overall medical affairs and regulatory affairs strategies, and the procedures in place to monitor and control product quality and ensure patient and healthcare worker safety; and
 - Review the results of product quality and quality system assessments, and any significant product quality issues and the Company’s response thereto.

Shareholder Proposals

- Shareholder proposals that relate to matters within the scope of the Committee’s responsibilities, and review and make recommendations to the Board of Directors regarding such proposals.

Reporting to the Board of Directors

The Committee shall report to the Board of Directors periodically. This report shall include a review of any issues that arise with respect to the Company’s policies, practices and procedures, and any other matter that the Committee deems appropriate or is requested to be included by the Board of Directors.

At least annually, the Committee shall evaluate its own performance and report to the Board of Directors on such evaluation.

The Committee shall, at least annually, review and assess the adequacy of this Charter and recommend any proposed changes to the Corporate Governance and Nominating Committee.



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Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Chair of the Committee, in consultation with the other Committee members and management, shall determine the frequency and length of Committee meetings, and shall determine meeting agendas consistent with this Charter.

The Committee is authorized to retain legal and other advisors as it determines necessary to carry out its duties, and may request any officer or employee of the Company, or the Company's outside counsel, to meet with any members of, or advisors to, the Committee.

The Company shall provide for appropriate funding, as determined by the Committee, for (i) the costs of any legal or other advisors retained by the Committee and (ii) the administrative expenses of the Committee that are necessary or appropriate to carrying out its duties.

The Committee may delegate its authority to subcommittees or to the Chair of the Committee when it deems it appropriate and in the best interests of the Company.