EXHIBIT A

GOVERNANCE REFORMS

I. Adoption of the Quality and Compliance Core Objective.

The Board of Directors of Johnson & Johnson (the "Board") will adopt a resolution establishing the Quality and Compliance Core Objective for Johnson & Johnson. Johnson & Johnson will affirm its resolve to operate its businesses, sectors, entities and franchises:

- in compliance with applicable laws, regulations and Johnson & Johnson policies and standards;
- to deliver high quality products that patients and providers can trust;
- to conduct its activities and have policies and procedures in place so as to minimize adverse regulatory enforcement action; and
- to maintain, enhance and support effective quality and health care compliance systems designed to timely detect, correct and prevent activities violative of applicable laws, regulations and/or Company policies and standards.

(the "Quality and Compliance Core Objective"). Such resolution shall authorize the Chief Executive Officer, the Chief Compliance Officer, and the Chief Quality Officer at Johnson & Johnson to take all appropriate and reasonable actions necessary to achieve the Quality and Compliance Core Objective.

Johnson & Johnson will adopt and/or maintain policies, procedures and standards to ensure the effective implementation of the Quality and Compliance Core Objective. The Company will design and/or maintain robust quality control and quality assurance systems to prevent, detect and correct noncompliance with the Quality Policy and standards within Johnson & Johnson, including tracking remediation against established timelines. These quality systems will be subject to benchmarking and metrics that will evolve to reflect successful implementation of the Core Objective. The Company will design and/or maintain robust systems to actively monitor for, and prevent or remedy breaches of internal J&J policies and standards and

regulatory or legal compliance in the areas of quality and health care compliance. The Company's compliance systems will provide the resources and information necessary to review, escalate and resolve issues arising from the development or marketing of Johnson & Johnson products. Compliance with applicable laws, regulations, and internal policies, procedures and standards will be reviewed regularly throughout the life-cycle of products, including those related to the marketing and promotion of drugs and devices.

II. Dissemination of the Quality & Compliance Core Objective Enterprise-Wide.

Following its adoption by the Board, the Quality & Compliance Core Objective will be disseminated in a Johnson & Johnson-wide communication. That communication will instruct that adherence to and furtherance of the Quality & Compliance Core Objective is to be considered in the evaluation and compensation of all Johnson & Johnson employees. A similar communication will be disseminated enterprise-wide on an annual basis thereafter, and the Quality & Compliance Core Objective will be provided to new employees.

III. Regulatory, Compliance & Government Affairs Committee, Charter and Procedures.

The Board already has created a standing Regulatory, Compliance and Government Affairs Committee (the "Committee") to review and monitor the implementation and effectiveness of the Company's compliance and quality programs. The Committee will operate in accordance with the following provisions:

A. Regulatory, Compliance & Government Affairs Committee Charter

Purpose of the Committee

The Regulatory, Compliance & Government Affairs Committee (the "Committee") shall report to and assist the Board of Directors ("Board") by providing oversight of regulatory, compliance, quality, and governmental affairs matters that may impact the Company and such other matters

as directed by the Board or this Charter. The Quality & Compliance Core Objective will inform the Committee's work.

Membership of the Committee

1. The Committee shall be comprised of not less than three members of the Board.

2. All members of the Committee shall be independent directors, as independence is defined in accordance with the rules, regulations and standards of the New York Stock Exchange and the Company's Standards of Independence for the Board of Directors of Johnson & Johnson, and as determined in the business judgment of the Board.

3. At least one member of the Committee shall serve concurrently on the Audit Committee.

4. Members of the Committee shall be appointed and may be removed by resolution of a majority of the non-employee directors of the Board.

5. Members of the Committee shall be informed, or shall become informed within a reasonable period of time after appointment to the Committee, with respect to matters of legal and regulatory compliance that are within the Committee's oversight responsibilities and the Company's Health Care Compliance & Privacy (HCC&P) and Quality & Compliance (Q&C) programs and policies.

Meetings of the Committee

1. The Committee will meet at least four times each year and will report to the Board following each such Committee meeting. The Committee will hold at least two executive sessions each year without members of management present.

2. The Committee will hold separate private meetings at least semi-annually with each of the General Counsel, the Chief Compliance Officer, the Chief Quality Officer, and the Vice President of Corporate Internal Audit.

Duties and Responsibilities of the Committee

Among its duties and responsibilities, the Committee shall:

1. Oversee the Company's major compliance programs with respect to regulatory requirements (including, but not limited to, the Company's policies and procedures for monitoring health care compliance, including HCC&P programs and policies; product quality and compliance, including Q&C programs and policies; product safety; privacy; environmental regulation; employee health and safety; and compliance with the U.S. Foreign Corrupt Practices Act of 1977, as amended), except with respect to matters of financial compliance (i.e., accounting, auditing and financial reporting), which are the responsibility of the Audit Committee.

2. Oversee compliance with any ongoing Corporate Integrity Agreements or similar significant undertakings by the Company with the U.S. Department of Health and Human Services, U.S. Department of Justice, U.S. Securities and Exchange Commission, U.S. Food and Drug Administration, or any other government agency.

3. At least annually, review with the Chief Compliance Officer the organization, implementation and effectiveness of the Company's compliance programs, and the adequacy of the resources for those programs, including the compliance programs of newly acquired companies.

4. At least annually, review with the Chief Quality Officer the organization, implementation and effectiveness of the Company's quality and compliance programs, and the adequacy of the resources for those programs, including the quality and compliance programs of newly acquired companies.

5. Review the metrics used by management to provide insight into the Company's compliance and quality systems and organizations.

6. Oversee the Company's Policy on Business Conduct and Code of Business Conduct & Ethics for Members of the Board of Directors and Executive Officers, including the annual certification processes, and the procedures for identifying and investigating any alleged violation of such Policy or Code. The Vice President of Corporate Internal Audit shall at least annually report to the Committee on significant actual and alleged violations of such Policy or Code, including any such matters that involve criminal conduct or potential criminal conduct.

7. Oversee significant complaints and other matters raised through the Company's compliance reporting mechanisms (other than those involving accounting, auditing, and financial reporting, which are the responsibility of the Audit Committee).

8. At least annually, review the Company's government affairs strategies and priorities.

9. At least annually, review the policies, practices and priorities for the Company's political expenditure and lobbying activities.

10. Oversee the Company's exposure to risks relating to regulatory compliance, HCC&P, and Q&C matters.

11. At least annually, review and approve the Company's internal audit plans related to compliance and quality.

12. Consult with the Compensation and Benefits Committee of the Board regarding the application of the Quality and Compliance Core Objective in employee performance evaluations and compensation.

13. Review and evaluate new developments and current and emerging trends relating to regulatory compliance, quality, and government relations that affect or could affect the Company.

Oversight of Committee Matters

1. The Committee may form and delegate authority to subcommittees when appropriate.

2. The Committee shall have authority and appropriate funds to retain, consult with and compensate outside counsel and other advisors as the Committee may deem appropriate.

3. The Committee shall conduct an annual evaluation of its performance in fulfilling its duties and responsibilities under this Charter, and shall assess the adequacy of the reporting and information provided by management to support the Committee's oversight responsibilities.

4. The Committee shall, on an annual basis, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. The Committee shall operate in accordance with the Regulatory, Compliance & Government Affairs Committee Operating Procedure.

B. Regulatory, Compliance and Government Affairs Committee Operating Procedure

1. The Company shall maintain the Regulatory, Compliance, and Government Affairs Committee ("RCGC" or the "Committee") of the Board of Directors (the "Board") for a period of at least five years.

2. The Committee shall oversee regulatory, compliance, quality, and governmental affairs matters that may impact the Company, as set forth in the Committee's Charter.

3. In support of its oversight responsibility, the Committee shall, at a minimum, receive the following in person reporting:

a. Chief Compliance Officer. At least quarterly, the Johnson & Johnson ("J&J") Chief Compliance Officer ("CCO") shall report to the RCGC regarding the global implementation, monitoring, and effectiveness of the Company's health care

compliance and privacy programs. The agenda will include reports related to matters under the purview of the CCO, exceptions reporting related to compliance policies and procedures, and discussion of significant new and ongoing regulatory investigations. At least annually, the CCO shall report on the adequacy of resource allocation to the CCO's organization. At least annually, the CCO shall report on the strategic goals and objectives of the CCO's organization. Also at least annually, the CCO shall provide a review of trends affecting the Company's regulatory compliance and, as appropriate, plans of action to respond to such trends from a preventive standpoint. The CCO will provide interim reporting directly to the Chair of the RCGC regarding substantial compliance matters.

b. J&J Chief Quality Officer. At least quarterly, the J&J Chief Quality Officer ("CQO") shall report to the RCGC regarding the global implementation, monitoring, and effectiveness of the Company's quality and compliance programs. The CQO shall report at least annually on the implementation and effectiveness of the Quality Policy and the Standards promulgated thereunder. In addition, at least annually, the CQO shall report to the Committee regarding the adequacy of resource allocation to the Company's quality systems and operations. At least annually, the CQO shall report on the strategic goals and objectives of the CQO's organization. Also at least annually, the CQO shall provide a review of trends affecting quality and compliance issues at the Company, and, as appropriate, plans of action to respond to such trends from a preventive standpoint. The CQO will provide interim reporting directly to the Chair of the RCGC regarding substantial quality and compliance matters.

c. V.P. Corporate Internal Audit. At least quarterly, the V.P. Corporate Internal Audit ("V.P. CIA") shall report to the RCGC regarding the implementation of the annual audit plan in the relevant areas, along with any material findings. At least annually, the V.P. CIA shall report on the adequacy of resources for the annual audit plan in the relevant areas. The V.P. CIA will provide interim reporting directly to the Chair of the RCGC regarding substantial matters in the relevant areas.

d. V.P. Supply Chain. At least annually, the V.P. Supply Chain shall report to the RCGC regarding supply chain risk management issues. This reporting shall include a review of trends affecting the Company's supply chain, and, as appropriate, plans of action to respond to such trends from a preventive standpoint. The V.P. Supply Chain will provide interim reporting directly to the Chair of the RCGC regarding substantial supply chain matters.

e. Other reporting. At least annually, the Committee shall receive reporting concerning medical safety and related quality issues, which will include a review of quality and safety issues impacting each Sector presented by the respective Sector Chief Quality Officer and Sector Chief Medical Officer (or equivalent). At least annually, relevant J&J officers as determined by the Committee shall report concerning the Company's Enterprise Risk Management ("ERM") program for the ERM areas under the Committee's purview, and those reports shall provide information to support the Committee's function set forth in Item 4 below. The Committee also shall receive reporting from the Corporate Vice President of Government Affairs and Policy with respect to the Company's governmental affairs strategies and priorities.

4. At least biennially, the RCGC shall consider the effectiveness of and recommended changes to the ERM program for the ERM areas under the Committee's purview. The RCGC shall communicate any recommended changes to the full Board.

5. The Committee shall be promptly notified of decisions and actions related to the appointment and/or termination of, or material compensation changes for, the V.P. Supply Chain, the J&J CCO, or the J&J CQO.

6. The CCO, CQO, V.P. Supply Chain and V.P. CIA shall have direct access to the Committee and its Chairman.

7. At least annually, the Committee shall hold a joint session with the Audit Committee to review major non-financial compliance matters at the Company.

IV. Additional Quality Standards

A. New PRM Standard

J&J will design and implement a Product Risk Management ("PRM") Standard under the Quality Policy and the Quality Framework. The PRM Standard will address the overall quality process for appropriate reporting, escalation, and remediation of issues arising with products (as defined in the Quality Policy). The PRM Standard will address the following topics, among others: responsibility for development of action plans; parameters for development of and adoption of resolution timelines; documentation requirements; and quality metrics for evaluating issue resolution, including tracking remediation against established timelines. The PRM Standard will set forth the independence and role of Quality personnel in the PRM process, and will provide that all quality issues subject to the PRM Standard will be managed in accordance with the escalation reporting line defined in the Quality Policy. The PRM Standard will be a mandatory standard applicable across the J&J Enterprise. Compliance with the PRM Standard will be subject to oversight by the independent Enterprise Regulatory Compliance Group and by

the J&J Quality organization. The CQO will be responsible for ensuring the design and adoption of appropriate Sector Standards and SOPs, as necessary, to implement the Enterprise PRM Standard. The PRM Standard will be implemented during 2013.

2. Revision to Quality Policy

Add the following text to POL-001, section 6. Management Responsibility, as item 2.c.:

> "In all matters of quality & regulatory compliance escalation, the decision making line is to the Quality & Compliance organization."

3. New Adverse Event Management Standard

J&J will design and implement an Enterprise-wide Adverse Event Management ("AE") Standard under the Quality Policy and the Quality Framework, which will enhance existing AE standards. The AE Standard will address the process for health authority reporting of undesirable experiences associated with the use of a regulated J&J product. The AE Standard will address the following topics, among others: responsibility for capturing and reporting adverse events; parameters for development of and adoption of reporting timelines; documentation requirements; and assuring quality metrics are in place for evaluating AE management. The AE Standard will be a mandatory standard applicable across the J&J Enterprise. Compliance with the AE Standard will be subject to oversight by the independent Enterprise Regulatory Compliance Group and by the J&J Quality organization. The CQO will be responsible for ensuring the design and adoption of appropriate Sector Standards and SOPs, as necessary, to implement the Enterprise AE Standard. The AE Standard will be implemented prior to or during 2014.

4. New Non-Conformance Management Standard

J&J will design and implement a Non-Conformance Management ("NC") Standard under the Quality Policy and the Quality Framework. The NC Standard will address the process for documenting and processing non-conformances in order to control and correct J&J products that do not conform to specified requirements. The NC Standard will address the following topics, among others: requirements and responsibility for identification, documentation, evaluation/investigation, segregation and disposition of non-conforming products; and assuring quality metrics are in place for evaluating the management of non-conformances. The NC Standard will be a mandatory standard applicable across the J&J Enterprise. Compliance with the NC Standard will be subject to oversight by the independent Enterprise Regulatory Compliance Group and by the J&J Quality organization. The CQO will be responsible for ensuring the design and adoption of appropriate Sector Standards and SOPs, as necessary, to implement the Enterprise NC Standard. The NC Standard will be implemented prior to or during 2014.

V. Website Disclosure

For a period of five (5) years, the Company shall post an annual report on J&J's internet site confirming:

a. the reporting and oversight responsibilities of the Regulatory, Compliance & Government Affairs Committee (the "Committee");

b. the number of Committee meetings with management and the participants;

c. that the Committee received reporting from management related to the organization, implementation and effectiveness of the Company's compliance and quality programs;

d. that the Committee received reporting from management regarding, inter alia, compliance and quality trends affecting the Company's regulatory compliance and compliance and quality issues at J&J, implementation and material findings of the annual audit plans, trends affecting the Company's supply chain, medical and quality issues, and Enterprise Risk Management (ERM) for ERM areas under the Committee's purview;

e. that the Committee reviewed with management significant compliance and quality matters; and

f. that the Committee reported to the full Board.