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**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

**OF THE BOARD OF DIRECTORS**

**CHARTER**

**Purpose & Composition**

The Nominating and Corporate Governance Committee (“Committee”) will ensure quality composition and accountability within the Board of Directors (“Board”) processes and structure, and within the Company’s management processes and structure.

The Committee shall be appointed by the Board to consider and make recommendations to the Board on the Board’s appropriate size and composition, including meeting the applicable independence requirements, committee structure, its governance guidelines, and Board agenda recommendations, etc. The Committee is to seek and recommend Board candidates and develop and monitor the Corporate Governance Guidelines annually or as otherwise required due to vacancies on the Board.

The Committee shall consist of three or more directors, the majority of whom shall be independent of the management of the Company.

**Structure & Operations**

The Board Chair and Governance Committee shall determine the size of the Governance Committee, subject to any requirements or limitations in the Company's Articles of incorporation or Code of Regulations. The Board, with the recommendation of the Committee, shall designate one member of the Committee as Chair. The Committee shall meet at least two times per year at a time and place determined by the Committee Chair. Additional meetings in person or telephonically may occur with consent of the Committee members.

The Committee shall prepare a summary report of pertinent actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting following the Committee meeting by the Chairperson or designee, who will ask the Board for approving actions as required by rules of governance.

**Authority and Responsibility**

**Board members, candidates and nominees**

The Committee shall be responsible for working with the Chairman and the CEO to review and recommend for Board approval:

* criteria for Board candidacy (requisite skills, attributes, experience);
* a roster of prospective candidates for Board membership;
* specific nominees for open positions on the Board;
* setting and interpretation of Board standards for the determination of director independence;
* rotation of committee members and committee chairs;
* Board member orientation;
* Board education; and
* Continuing director eligibility and retirement policy.

**Committee meetings, policy evaluations**

The Committee shall be responsible for working with the Chairman & the CEO to review and recommend for Board approval:

* the kind, size and composition of all Board committees, including recommended committee and Board chairs;
* annual performance evaluations of the Board and other Corporate Governance Guidelines;
* recommendations on the structure of Board meetings, with special attention to issues of governance and leadership;
* annual evaluations of all Board committees, effectiveness and committee charters;
* recommendations to the Board for committee changes, such as the creation or elimination of Board committees; and
* oversight of procedures and results of major Board and Corporate policies, agreements, practices, guidelines, including periodic review of bylaws, articles of incorporation, shareholder agreement, and other governance documents, as necessary.

**Annual Review**

The Committee shall conduct an annual evaluation of the Committee to compare its performance with the requirements of the Charter and will set forth agenda items for improvement of Committee performance for the coming year. The Committee shall also recommend to the Board any changes in this Charter deemed necessary or desirable.

*Adopted by the Board of Directors -March 11, 2003*

*Amended - December 7, 2006*

*Amended - March 9, 2011*

*Amended - March 8, 2018*

*Amended -March 7, 2019*