



PURPOSE

The purpose of the Governance and Nominating Committee (“Committee”) is to assist the Board of Directors (“Board”) in fulfilling its oversight responsibilities by reviewing and evaluating the Corporation’s governance practices to ensure that appropriate policies, procedures and systems are in place to identify, measure, and control related risks, including reputation risk.

COMPOSITION

The Committee shall be comprised of at least three directors, each of whom shall be independent directors as defined in the Nasdaq listing standards and free from any relationship (including disallowed compensatory arrangements) that, in the opinion of the Board, would interfere with the exercise of independent judgment as a member of the Committee.

The Board appoints the Chair and members of the Committee at their annual organizational meeting. Members serve until the next annual organizational meeting or until their successors are duly appointed and qualified.

MEETINGS

The Committee shall meet as often as necessary to fulfill its duties and responsibilities, but generally not less frequently than four times per year. The presence of a majority of the members of the Committee in person or by other means of communication through which all persons participating in the meeting can hear each other shall constitute a quorum for the transaction of business. A majority vote of the Committee members present at a meeting, at which a quorum is present, shall constitute an act of the Committee. Minutes of the meetings will be approved by the Committee and maintained.

The Committee may meet periodically in separate executive sessions. The Committee may request any officer or employee of the Corporation or any other professional to attend a meeting of the Committee or to meet with any members of the Committee.

DUTIES AND RESPONSIBILITIES

1. Review and assess compliance with the Corporation’s Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
2. Review and assess the Corporation’s Code of Ethics, Code of Ethics for Senior Financial Officers and Insider Trading Policy and recommend any proposed changes to the Board for approval. Review and approve other Corporation policies related to corporate governance.
3. Review and assess the Corporation’s Environmental, Social, and Governance (“ESG”) program and recommend any proposed changes to the Board for approval.

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GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

4. Establish and maintain criteria for nomination to the Board and maintain a current Director Skill Sets Matrix to evaluate the collective skills of the existing Board and to identify skills the Committee may seek when filling board seats.
5. Review the succession plan for the Board and Senior Management, as needed, make recommendations to add to the size of the Board or fill vacancies within the appropriate class of directors.
6. Review the qualifications and backgrounds of the Corporation's directors, including changes in employment or occupation and seats held by board members on other public company or financial institutions boards. Review the overall composition of the Board, and approve and recommend to the Board the nominees to be included in the Corporation's proxy statement. For each nominee approved by the Committee, other than nominees who are executive officers or directors standing for re-election, maintain records of who recommended the nominee to the Committee for consideration.
7. Lead the Board in its annual review of the Board's performance.
8. Monitor orientation and continuing education programs for directors.
9. Advise the Board on its committee structure including the number of committees, scope and breadth of Board committee responsibilities and alignment of work across Board committees, appointment of committee Chairs and rotation of committee members.
10. Review the charter adopted by each committee of the Board and, based on such a determination, recommend the charter to the Board for approval.
11. Determine that each board committee conducted a self-assessment and report such determination to the Board.
12. Review reports of proxy advisory firms, such as ISS, and make recommendations to the Board that the Committee deems necessary and/or appropriate.
13. Review periodic examinations/audits from the Company's internal and external auditors, regulators and consultants to assess the Company's governance risk management practices. Primary responsibility for examinations/audits remains with the Audit Committee.
14. Review the Committee's Charter at least annually and submit any recommended changes to the Board for approval. The Charter shall be posted on the Corporation's website.
15. Conduct a self-assessment of the Committee's performance with respect to the requirements of this Charter and report the results to the Board.
16. Provide new Committee members with formal and informal training as deemed appropriate by the Committee Chair.
17. Report regularly to the Board on the Committee's activities.
18. Perform any other activities consistent with this Charter, the Corporation's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

RESOURCES AND AUTHORITY

The Committee shall be given the resources and assistance necessary to discharge its responsibilities, including unrestricted access to senior management of the Corporation and other employees and documents. The Committee has the authority to retain outside counsel and other professional advisors, as deemed appropriate, in fulfilling its duties and responsibilities under this Charter. It shall have the sole authority to retain and dismiss any consultant or firm, and to approve the fees and other retention terms for such parties.