



Nominating Committee Charter

Department:	<i>Administration</i>
Committee Review:	Nominating Committee
Board Approved:	December 2017
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Individual Responsible for Maintaining/Updating:	<i>Chairman of Nominating Committee</i>

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PURPOSE

The purpose of the Committee is to assist the Board regarding (a) the composition of the Board; (b) recommending persons to be selected by the Board as nominees for election as directors and to fill any vacancies on the Board; and (c) such other duties as may be assigned to it by the Board.

Members of the Committee

There shall be at least two directors as members of the Committee and its members shall be appointed by the Board. The members on the Committee may be changed from time to time by the Board in its discretion.

Duties and Responsibilities

a. The Committee shall establish the process for annually conducting a review of the performance of the Board, its Committees and each director and executive officer.

b. The Committee shall identify, assess and determine the qualifications of persons recommended to be selected by the Board as nominees for election as directors at the annual shareholders meeting and to fill vacancies on the Board. In determining persons recommended as nominees the Committee members shall consider (i) the candidates ethical and integrity standards; (ii) the educational background and professional and business experience; (iii) recognition in the community; (iv) willingness to abide by published code of ethics and code of conduct of the Company; (v) ability to devote sufficient time and effort to carrying out the duties and responsibilities required of a Board member; (vi) the independence of the candidate; (vii) any related person transaction in which the candidate may have a material interest in which the Company participates; and (viii) the absence of any prior violations of laws or disbarments from serving as a director.

c. The Committee shall investigate any alleged violations by directors of the Company's Corporate Governance guidelines and applicable corporate governance provisions of applicable laws and make such report and recommendations of corrective actions to the Board regarding such violations.

d. The Committee shall, prior to recommending an existing director for re-election to the Board, consider and review the following with respect to each existing director: (a) Board and Committee meeting attendance, participation and performance; (b) his/her length of service on the Board; (c) the experience, skills, attributes and contributions that the existing director has that indicate the director should continue to serve on the Board; (d) the independence of the director under applicable rules and laws relating to actual or potential conflicts of interest; (e) any related persons transactions in which the director has a material direct or indirect interest in which the Company participates; and (f) the existence of any significant change in the directors status or any failure to meet on a continuing basis the criteria for nomination described herein.

Governance

The Committee shall meet at such times as it determines to be necessary or appropriate, but not less than annually. The Committee shall prepare minutes or other report to the Board after any of its meetings. Members may participate in meetings either in person or by phone or video conference.

The Committee may, if so requested, meet in executive session at any time without the presence of management.