

# **COMMERCIAL FEDERAL CORPORATION/COMMERCIAL FEDERAL BANK NOMINATING/GOVERNANCE COMMITTEE**

## **I. AUTHORITY AND COMPOSITION**

The Nominating/Corporate Governance Committee ("Committee") is established as a sub-committee of the Board of Directors of Commercial Federal (the "Corporation"). Committee members, who must number at least three Directors, are appointed annually by the Board and may be replaced by the Board. The Committee may appoint a Secretary, who need not be a Director. The Committee Chairman shall be appointed by the Board.

The members of the Committee shall meet the independence requirements established by the Board which, at a minimum, will be fully consistent with any requirements of the Securities and Exchange Commission, the New York Stock Exchange (NYSE) and shall meet any other standards of independence as may be prescribed for purposes of any federal banking or other securities laws relating to the Committee's duties and responsibilities.

Furthermore, it is the intention that there remains continuity amongst the membership of this Committee. To that end, a process will be established and employed that will attempt to minimize the impact of a complete rotation of all members at once.

## **II. PURPOSE OF THE COMMITTEE**

The Committee's purpose is to assist the Board in promoting the best interests of the Corporation and its shareholders through the implementation of sound corporate governance principles and practices. The Committee will accomplish this by:

- (1) assisting the Board by identifying individuals qualified to become Board members, and recommending to the Board the Director nominees for each annual meeting of shareholders;
- (2) reviewing the qualifications and independence of the members of the Board and its various committees on a regular periodic basis and making any recommendations the Committee members may deem appropriate from time to time concerning any recommended changes in the composition of the Board and its committees;
- (3) recommending to the Board the Corporate Governance Guidelines and standards regarding the independence of outside directors applicable to the Corporation and reviewing such Guidelines and standards and the provisions of this Charter on a regular periodic basis to confirm that such Guidelines, standards and this Charter remain consistent with sound corporate governance practices and with any legal, regulatory or NYSE requirements and any

recommendations of the federal banking regulators regarding general best corporate governance practices;

- (4) monitoring the Board's and the Corporation's compliance with any commitments made to the Corporation's regulators or otherwise regarding changes in corporate governance practices; and
- (5) leading the Board in its annual review of the Board's performance.

### **III. RESPONSIBILITIES OF THE COMMITTEE**

*The responsibilities of the Committee, organized along its two primary areas of focus include, but may not be limited to:*

#### **Nominating**

- (a) Identify potential candidates for current and/or future potential nomination as Directors on an ongoing basis, in such manner as the Committee deems appropriate and consistent with the wishes and expectations of the full Board;
- (b) Recommend to the Board the number of Directors to be elected and a slate of nominees for election as Directors at the Corporation's annual meeting of shareholders;
- (c) Recommend to the Board persons to be appointed as Directors, as may be necessary, in the interval between annual meetings of the Corporation's shareholders;

#### **Corporate Governance**

- (a) Recommend to the Board standards for determining outside director independence consistent with the requirements of the NYSE and other legal or regulatory corporate governance requirements and review and assess these standards on a periodic ongoing basis;
- (b) Review the composition of the Board and its committees in light of the desired and requisite qualifications and mandated independence parameters on a regular periodic basis and make any recommendations the Committee members may deem appropriate to the full Board;
- (c) Oversee, assess the adequacy of, and make any recommendations to the Board regarding the Corporation's director orientation and continuing education programs;
- (d) Oversee, assess, and make any recommendations to the Board or the Compensation Committee of the Board on matters related to the

compensation and benefits of outside, non-employee Directors as the Committee deems appropriate;

- (e) Ensure that a retirement policy for Directors exists and is consistent with good corporate governance practices;
- (f) Recommend to the Board possible changes to the Board's Committee structure and Committee functions as the Committee deems advisable;
- (g) Confirm that each standing Committee of the Board has a Charter in effect and that such Charter is subject to review at least annually by its respective Committee;
- (h) Review shareholder proposals duly and properly submitted to the Corporation and recommend appropriate action to the Board;
- (i) Review any proposed amendments to the Corporation's Articles of Incorporation and By-Laws and recommend appropriate action to the Board;
- (j) Review and assess at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval;
- (k) Review and assess the Corporation's methods and practices to ensure compliance with any corporate governance requirements established by the NYSE, the SEC and any other requirements established by any applicable agency or otherwise applicable to the Corporation;
- (l) Recommend to the Board such additional actions related to corporate governance matters as the Committee may deem necessary or advisable from time to time;
- (m) Assist the Board, as necessary, in making any "financial expert" assessments or determinations by Directors who may serve on the Audit Committee, consistent with the assessment parameters established by the full Board;
- (n) Assess whether the Board and all standing committees have adequate processes in effect for ensuring the completeness of their respective minutes, and also have in effect sufficient processes over the review and approval of such minutes and the retention of such minutes; and
- (o) Receive comments from all Directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board.

**With respect to the responsibilities listed above, the Committee shall:**

- (a) Report regularly to the Board on its activities;
- (b) Maintain minutes of its meetings and records relating to those meetings and the Committee's activities;
- (c) Have the sole authority to retain and terminate any search firm to be used to identify Director candidates and to approve the search firm's fees and other retention terms;
- (d) Have authority to obtain advice and assistance from internal or external legal, accounting or other advisors;
- (e) Form and delegate authority to subcommittees of one or more Committee members when appropriate;
- (f) Review and reassess the adequacy of the Charter annually and recommend to the Board any proposed changes to this Charter; and
- (g) Annually review the Committee's own performance.

**IV. GENERAL**

**In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:**

- (a) One or more officers or employees of the Corporation whom the Committee member reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; or
- (c) Another committee of the Board as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence