

**BANKUNITED FINANCIAL CORPORATION**

**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

**A. PURPOSE AND SCOPE**

The primary function of the BankUnited Financial Corporation (the “Company”) Corporate Governance and Nominating Committee (the “Committee”) is to assist the Board of Directors (the “Board”) in fulfilling its responsibilities by: (i) establishing criteria for Board membership and evaluating corporate policies relating to the recruitment of Board members; (ii) reviewing and making recommendations to the Board regarding the Board’s composition and structure; (iii) identifying qualified individuals to become Board members; and (iv) developing, implementing and monitoring policies and processes regarding principles of corporate governance and assessment of Board effectiveness.

**B. COMPOSITION AND MEETINGS**

The members of the Committee shall meet the independence requirements of the Nasdaq National Marketplace listing standards, and any other applicable laws, rules and regulations governing independence, as determined by the Board. Members of the Committee and the Committee Chair shall be appointed by, and may be removed by, the Board.

The Committee shall meet as often as it deems necessary to perform its duties and responsibilities.

**C. DUTIES AND RESPONSIBILITIES**

The Committee shall have the following duties and responsibilities:

1. To lead the search for individuals qualified to become members of the Board and to select director nominees to be presented for shareholder approval at the annual meeting. The Committee shall select as director nominees, individuals who have a reputation for personal and professional integrity, who the Committee believes have demonstrated ability and judgment that would be beneficial to the Board, and who the Committee believes would be effective, in conjunction with the other directors and nominees to the Board, in collectively serving the long-term interests of the shareholders.
2. To conduct, or oversee the conduct of, all necessary and appropriate inquiries into the backgrounds and qualifications of possible Board candidates.
3. To review the Board’s committee structure and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
4. To review and consider any unsolicited nominations for Board membership received from shareholders.
5. To develop and recommend to the Board for its approval a set of corporate governance guidelines. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.

6. To review and assess the adequacy of the Company's Code of Conduct, the Code of Ethics for the Chief Executive Officer and Senior Financial Officers and other internal policies and guidelines, and to monitor the incorporation of the principles described therein into the Company's culture and business practices.
7. To periodically assess the effectiveness of the Board in meeting its responsibilities, representing the long-term interests of shareholders. To report annually to the Board with an assessment of the Board's performance and the performance of its committees, to be discussed with the full Board following the end of each fiscal year.
8. To report the Committee's actions and recommendations to the Board after each Committee meeting and to conduct and present to the Board an annual performance evaluation of the Committee.
9. To review adherence by directors to corporate guidelines regarding transactions with the Company.
10. To monitor orientation and continuing education programs for directors.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee shall have the sole authority to retain and terminate any search firm to assist in identifying director candidates, including the sole authority to determine the fees and other terms of any such retention, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have the sole authority to approve related fees and retention terms.

The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.