

# **NEENAH PAPER, INC.**

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

*Adopted on November 30, 2004*



## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### ***Organization***

This charter governs the operations of the Nominating and Corporate Governance Committee of the Board of Directors (the "Board") of Neenah Paper, Inc. (the "Corporation"). The Nominating and Corporate Governance Committee shall periodically review and reassess the adequacy of this charter annually and recommend any proposed changes of the charter to the Board for approval. The Nominating and Corporate Governance Committee, in consultation with the Chairman of the Board, shall recommend members for appointment to, and the Chairperson of, the Nominating and Corporate Governance Committee to the Board for its approval. The members of the Audit Committee shall serve for such term as the Board may determine, or until their earlier resignation, death or removal by the Board. The Nominating and Corporate Governance Committee shall be comprised of at least three directors, each of whom meets the independence requirements of the New York Stock Exchange ("NYSE") and the standards set forth in the Board of Directors Corporate Governance Policies. The Nominating and Corporate Governance Committee shall maintain minutes of its meetings and report to the Board.

### ***Policy***

The Nominating and Corporate Governance Committee shall (1) oversee the process by which individuals are nominated to become board members; and (2) oversee matters of corporate governance, including advising the Board on matters of (A) board organization, membership and function, and (B) committee structure and membership. The Nominating and Corporate Governance Committee shall have the authority to retain special legal, accounting or other consultants to advise the Nominating and Corporate Governance Committee and to assist it identifying suitable potential board nominees and such advisors shall be paid and reimbursed by the Corporation. The Nominating and Corporate Governance Committee may require any officer or employee of the Corporation or the Corporation's outside counsel to attend a meeting of the Nominating and Corporate Governance Committee or to meet with any members of, or consultants to, the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than twice a year. The Nominating and Corporate Governance Committee will meet at such times as determined by its chairman or as requested by any two of its members. The chairman will preside, when present, at all meetings of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee may meet by telephone or video conference and may take action by written consent.

Each member of the Nominating and Corporate Governance Committee shall have one vote. A majority of the members shall constitute a quorum. The Nominating and

Corporate Governance Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Nominating and Corporate Governance Committee members.

### ***Responsibilities and Processes***

In carrying out its responsibilities, the Nominating and Corporate Governance Committee shall:

1. Review annually the adequacy of this Charter.
2. Establish criteria for selection of potential directors, taking into consideration the following desired attributes: leadership; independence; interpersonal skills; financial acumen; business experiences; industry knowledge; and diversity of viewpoints. The Committee will periodically assess the criteria to ensure it is consistent with best practices and the goals of the Corporation.
3. Identify individuals who satisfy the criteria for selection to the Board and, after consultation with the Chairman of the Board and the Chief Executive Officer, make recommendations to the Board on new candidates for Board membership.
4. Receive and evaluate nominations for Board membership which are recommended by stockholders in accordance with the terms of the Corporation's By-Laws and applicable laws.
5. Oversee the process for conducting background checks on new candidates for Board membership, including the process of validating candidate credentials.
6. Establish criteria for the evaluation of existing directors and the re-election or removal of directors based on the needs of the Corporation.
7. Review the qualifications, performance and independence of existing Board members and make recommendations whether they should stand for reelection.
8. Receive from a director who has had a change in job responsibility or status an offer of resignation in accordance with the Corporation's Corporate Governance Policies and, as appropriate, make a recommendation to the Board of Directors on such offer of resignation.
9. Recommend to the Board a slate of nominees for the next annual meeting of stockholders.
10. Recruit, in consultation with the Chairman of the Board, those candidates for Board membership that are approved by the Board.
11. Oversee the orientation process for new directors.

12. Establish criteria for membership on the Board committees and, in consultation with the Chairman of the Board and the Chief Executive Officer, make recommendations to the Board for appointments to and removal from committees.
13. Periodically review the Board's committee structure, committee operations, committee formations, and committee charters and make such recommendations to the Board as are determined to be consistent with best practices and the best interests of the Corporation.
14. Review and recommend policies with respect to composition, organization, processes, and practices of the Board, including policies with respect to the size of the Board; desired qualifications of directors; the types, function, size and membership of the Board committees; meetings of the Board (including executive sessions); and Board retirement and tenure policies.
15. Recommend to the Board standards for determining director independence consistent with the requirements of the NYSE and other applicable guidelines on best practices.
16. Periodically review director independence standards established by the Board and recommend such changes in the standards as the Committee determines to be appropriate.
17. Develop and recommend to the Board Corporate Governance Policies that are appropriate for the Corporation and are consistent with best practices and the best interests of the Corporation and taking into account the provisions of the Securities Exchange Act of 1934, as amended, and the requirements of the NYSE. The Committee periodically will review the Corporate Governance Policies and make recommendations for changes as in its judgment are appropriate.
18. Oversee the Corporation's positions on and policies in respect to significant stockholder relations issues, including review and consideration of all proposals submitted by stockholders for inclusion in the Corporation's proxy statement.
19. Periodically review the Corporation's Stockholder Rights Plan and other hostile takeover defenses, and make recommendations to the Board for any changes the Committee determines to be appropriate.
20. Establish procedures for receipt of communications from stockholders and, as appropriate, recommend to the Board actions to be taken in response to such communications.
21. Identify and investigate emerging corporate governance issues and trends which may affect the Corporation.
22. Review any proposed amendments to the Corporation's Certificate of Incorporation and By-Laws and recommend appropriate action to the Board.

23. Establish processes and guidelines for the review and approval of charitable donations by the Corporation or any foundation controlled by the Corporation to organizations or entities of which any member of the Board or an executive officer is affiliated.
24. Develop criteria for, and conduct, an annual evaluation of the performance and effectiveness of the Board and its Committees and report the results of such evaluations to the Board and the Committees.
25. Have such other duties and responsibilities as may be assigned to the Nominating and Corporate Governance Committee, from time to time, by the Board and/or the Chairman of the Board, to the extent allowed by applicable law.