

COLUMBIA BANCORP

**CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE CHARTER**

Committee Charter

Mission

The Corporate Governance and Nominating Committee (the “Committee”) is responsible for identifying individuals qualified to become Board members and recommending to the Board the director nominees for the next annual meeting of stockholders. It leads the Board in its annual review of the Board’s performance and, taking into account the recommendation of the Chairman of the Board and CEO, and recommends the appointment of the members of each Committee to the Board of Directors.

The committee takes a leadership role in shaping corporate governance policies and practices including recommending to the Board the Corporate Governance Guidelines applicable to the Company and monitoring Company compliance with said policies and Guidelines.

Membership

The members of the Committee shall meet the independence requirements of the National Association of Securities Dealers, Inc. (“NASD”) and any other applicable laws, rules and regulations governing independence. The Board, taking into account the recommendation of the Chairman of the Board and the CEO, shall appoint members of the Committee and the Committee Chair.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- ◆ Review and assess the adequacy of the Company’s policies and practices on corporate governance including the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
- ◆ Review and assess the adequacy of the Company’s Code of Conduct & Ethics, the Code of Ethics for Financial Professionals and other internal policies and guidelines and monitor that the principles described therein are being incorporated into the Company’s culture and business practices.

- ◆ Review the Company's business practices, particularly as they relate to preserving the good reputation of the Company.
- ◆ Review the appropriateness of the size of the Board relative to its various responsibilities. Review the overall composition of the Board, taking into consideration such factors as business experience and specific areas of expertise of each Board member, and make recommendations to the Board as necessary.
- ◆ Develop and recommend to the Board appropriate criteria for determining director independence.
- ◆ In conjunction with and taking into account recommendation by the Chairman of the Board and the CEO, recommend to the Board the number, identity and responsibilities of Board committees and the Chair and members of each committee. This shall include advising the Board on committee appointments and removal from committees or from the Board, rotation of committee members and Chairs and committee structure and operations.
- ◆ Review the adequacy of the charters adopted by each committee of the Board, and recommend changes as necessary.
- ◆ Consider and describe minimum criteria for identifying and selecting individuals who may be nominated for election to the Board, which shall reflect at a minimum all applicable laws, rules, regulation and listing standards, including a potential candidate's experience, areas of expertise and other factors relative to the overall composition of the Board.
- ◆ Establish procedures for the receipt and consideration of director nominations made by the Company's stockholders.
- ◆ In conjunction with the Chairman of the Board and the CEO, review proposed nominees (including nominees by stockholders) for election to the Board at the Company's annual meeting of stockholders and recommend the final slate of nominees to the Board of Directors.
- ◆ As the need arises to fill vacancies, actively seek individuals qualified to become Board members for recommendation to the Board.
- ◆ Establish procedures for the receipt of stockholder communications directed to the Board of Directors.
- ◆ Report annually to the Board with an assessment of the Board's performance, the performance of the Board committees and contributions of individual Board members.

- ◆ Review adherence by directors to corporate guidelines regarding transactions with the Company.
- ◆ Monitor the orientation and continuing education programs for directors.
- ◆ Conduct an annual review of the Committee's performance, periodically assess the adequacy of its charter and recommend changes to the Board as needed.
- ◆ Review shareholder proposals, management responses and shareholder activism issues.
- ◆ Report the Committee's activities to the Board for ratification of material actions on a regular basis.
- ◆ Obtain advice and assistance, as needed, from internal or external legal, accounting, search firms or other advisor, including retention, termination and negotiation of terms and conditions of the assignment.
- ◆ Delegate responsibilities to subcommittees of the Committee as necessary or appropriate.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its responsibilities.

The Committee shall have the authority to the extent it deems necessary or appropriate, to retain special legal, accounting or other consultants to advise the Committee. The Corporation shall provide funding for payment of compensation to any advisors engaged by the Committee.

Operating Procedures

Formal actions to be taken by the Committee shall be by unanimous written consent or by a majority of the persons present (in person or by conference telephone) at a meeting at which a quorum is present. A quorum shall consist of at least a majority of the members of the Committee.