



**Director Nomination Committee Charter/  
Capital Corp of the West/County Bank**

**Mission Statement**

The purpose of the Director Nomination Committee of the Board of Directors of Capital Corporation of the West and County Bank is to oversee the search for qualified individuals to serve on the Board of Directors and to recommend to the entire Board of Directors the name(s) of those individual(s) when a vacancy(s) occur on the Board.

**Membership**

The Committee shall consist of no fewer than four members all of whom must be independent directors.

The members of the Committee shall be appointed by a majority vote of the Board from among its members based on the Recommendations of the Executive Committee and shall serve until such member's successors is duly appointed and qualified or until such member's resignation or removal by a majority vote of the Board.

**Authority and Responsibility**

The principal purpose of the Committee is to establish a formal and transparent procedure for the selection and appointment of new directors to the Board.

The Committee shall have the authority and responsibility to seek applicants and regularly review succession plans to ensure that an appropriate balance of skills, experience and expertise is maintained. Applicants are then referred to the executive committee, individual directors and to the full Board of Directors for final approval.

Consider any nominations of director candidates validly made by stockholders

The Committee will have the authority, to the extent it deems necessary or appropriate, to retain a search firm to be used to identify director candidates. The Committee shall have the sole authority to retain and terminate any such search firm, including sole authority to approve the firm's fees and other retention terms. The Committee shall also have authority, to the extent it deems necessary or appropriate, to retain other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

### **Structure and Operations**

The Board Chairman shall designate one member of the Committee to act as its chairman. The Committee shall meet in person or telephonically at least once a year or at such time there is a notification of a vacancy.

The Committee chairperson shall call meetings and with the input of the Committee, set the agenda and distribute agendas to the members of the Committee. Three members shall constitute a quorum, who shall act as the Committee.

The Committee may have in attendance such other members of the Board and management as well as persons it may deem necessary to provide appropriate information and explanations.

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings, including the Committee's actions, conclusions and recommendations and such other matters as required by this Charter or as the Board shall from time to time specify. Reports to the Board may be in writing or take the form of oral reports by the chairperson of the Committee or any other member of the Committee designate by the Committee to give such reports.

### **Accountability**

The Committee's performances as well as the Committee's Charter shall be reviewed annually by the Committee and by the board.

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