

## **City Holding Company Governance and Nominating Committee Charter**

### **Purpose**

The Governance and Nominating Committee is appointed by the Board of Directors to:

- identify individuals qualified to become board members,
- select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders; and
- oversee governance matters.

### **Committee Membership**

The Committee will be comprised of not fewer than three directors, all of whom satisfy the definition of “independent” under the listing standards of The Nasdaq Stock Market (Nasdaq). The Committee members will be appointed by the Board and may be removed by the Board in its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors.

### **Meetings**

The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities.

The Committee shall:

- Consider periodically the desired composition of the Board of Directors, including such factors as expertise and diversity.
- Establish any qualifications and standards for individual directors.
- Review periodically the composition of the Board of Directors, taking into account the desired composition of the Board of Directors and the qualifications and standards for individual directors.
- Identify candidates for election to the Board of Directors. The Committee identifies candidates for election to the Board of Directors on its own as well as by considering recommendations from shareholders, other members of the Board, officers and employees of the Company, and other sources that the Committee deems appropriate. Shareholder recommendations for candidates for election to the Board of Directors shall be made in accordance with the Company’s Bylaws. The Committee may retain a third-party search firm to assist in the identification of possible candidates for election to the Board of Directors.

- Evaluate candidates for election to the Board of Directors. The Committee will evaluate all candidates for election to the Board of Directors, regardless of the source from which the candidate was first identified, based upon the totality of the merits of each candidate and not based upon minimum qualifications or attributes. In considering the individual nominees, the Committee will take into account the qualifications of other Board members to ensure that a broad variety of skill sets and experience beneficial to the Company and its business are represented on the Board of Directors. The Committee also will ensure that the Board is composed of a sufficient number of independent directors to satisfy the Nasdaq listing requirements. In addition, the Committee will seek to assure that at least three of the Board's independent members satisfy the Nasdaq financial and accounting experience requirements and the heightened independence standards of the Securities and Exchange Commission and that at least one of such three members qualifies as an "audit committee financial expert" (as defined by the Securities and Exchange Commission).
- Nominate qualified individuals for election to the Board of Directors.
- Recommend to the Board of Directors the composition of the Committees of the Board of Directors.
- Review periodically the Company's Corporate Governance Policies and recommend to the Board of Directors governance issues that should be considered by the Board.
- Review periodically the Company's Code of Conduct.
- Obtain confirmation from management that the policies included in the Code of Conduct are understood and implemented.
- Evaluate periodically the adequacy of the Company's conflict of interest policies.
- Consider other corporate governance and related issues.
- Consider with management public policy issues that may affect the Company.
- Review periodically the Company's Committee structure and operations and the working relationship between each Committee and the Board of Directors.
- Consider, discuss and recommend ways to improve the effectiveness of the Board of Directors.
- Report its activities regularly to the Board of Directors.
- Perform such other functions as may be requested by the Board of Directors.

The Committee shall have sole authority to retain and terminate outside advisors to assist in the performance of its functions, with sole authority to agree to fees and other terms of engagement.

The Secretary of the Committee shall be the Corporate Secretary or his or her designee. The proceedings of all Committee meetings shall be documented in minutes. At the next regular Board meeting following any Committee meeting, the Chairman of the Committee shall report to the Board of Directors on behalf of the Committee.

The Chairman of the Committee shall discuss the Committee's performance with each Committee member, following which discussions the Chairman shall lead the Committee in an annual review of its performance. The annual evaluation shall include a review of the Committee's charter.

The Committee shall cause to be provided to Nasdaq appropriate written confirmation of any of the foregoing matters as Nasdaq may from time to time require.