

**CHARTER OF THE  
INDEPENDENCE COMMUNITY BANK CORP.  
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE**

**Adopted On September 27<sup>th</sup>, 2002,  
Amended On January 31<sup>st</sup>, 2003,  
Last Reviewed November 10<sup>th</sup>, 2004**

**Purpose**

There shall be a Corporate Governance and Nominating Committee of the Board of Directors consisting of at least three members of the Board, each of whom shall be independent Directors. The Committee shall provide for development of a best practices model for the governance of the Board of Directors and for the benefit of all corporate stakeholders.

The Committee shall submit recommendations on the Board's organization and practices, develop criteria to aid in identifying and recruiting candidates for election or reelection as Director and review other issues of corporate governance.

The Committee members shall be appointed at the annual meeting of the Board of Directors. The Chairperson shall be designated by the Board.

The Committee shall meet at such times as it determines to be necessary or appropriate, but not less than once each year, and shall report to the Board at the next meeting of the Board following each such Committee meeting.

**Duties And Responsibilities**

The Committee shall have the following powers and responsibilities:

- Recommend to the Board the size and composition of the Board and the size, composition and functions of the Board committees;
- Review recommendations for nominees for the Board of Directors;
- Develop and maintain criteria for the selection of director candidates, including procedures for soliciting and reviewing potential nominees and for advising those who suggest nominees of the outcome of such review;
- Submit to the Board annually candidates for election or reelection as director;
- Submit to the Board annually candidates for membership on Board committees and for chairperson of each committee;
- Monitor and make recommendations to the Board on matters of Board performance, Board policy and practice, including policies on director service and tenure, director compensation and other issues of corporate governance;

- Conduct an annual evaluation of Board performance;
- Review and make recommendations to the Board regarding proposals of shareholders that relate to corporate governance; and
- Recommend adoption of policies and procedures to ensure compliance with statutory and regulatory corporate governance rules, including those of the United States Securities and Exchange Commission and the Nasdaq Stock Market, Inc. and monitor compliance with same.

The Committee shall also undertake such additional activities within the scope of its primary functions as the Committee or the Board may determine from time to time.

### **Committee Meetings And Action**

- A majority of the Committee members will be a quorum for the transaction of business.
- The action of a majority of the Committee members will be the act of the Committee. Even if a quorum is present, a majority of the entire Committee is still required for an action to be approved.
- Any action required to be taken at a meeting of the Committee will be deemed the action of the Committee if at least two thirds of the Committee members execute, either before or after the action is taken, a written consent and the consent is filed with the Corporate Secretary.
- The Chairman will report from time to time to the Board on Committee actions and on the fulfillment of the Committee's duties under its Charter.
- The Committee Secretary (who will be the Corporate Secretary or Assistant Secretary) will keep minutes of all Committee meetings, which will be distributed to all Board members.
- The Committee shall generally meet on a quarterly basis.