



## **Ohio Mutual Insurance Group, Inc. Charter for Nominating & Governance Committee**

### **Purpose:**

Recommend governance principles, structures, and processes of the Board of Directors and Ohio Mutual Insurance Group, Inc.

Identify, evaluate, and recommend to the Board qualified candidates for open Director positions who have the diverse backgrounds and skills to perform the Board's functions.

Recommend the slate of nominees for election of Directors at the Company's Annual Meeting.

Direct the annual review of the Board's performance.

Address risk oversight responsibilities as described in the Powers/Responsibilities below.

### **Committee Membership**

Members of the Committee and its chair shall be elected by the Board of Directors based on the recommendation of the Nominating and Governance Committee. The Committee shall consist of at least three directors, one of whom shall serve as the Chair of the Committee. Members of the Committee shall have a basic understanding of Board Governance.

### **Meetings:**

The Committee will meet at least three times per year either in person, video conferencing or conference call. The Committee Chair reserves the right to call additional meetings and to vary the subject matter discussed as needed. The Committee shall make regular reports to the Board of Directors.

### **Powers/Responsibilities:**

The Committee may perform such other duties and responsibilities as are consistent with its purpose and as the Board or the committee deems appropriate. (See Risk Oversight framework attached).

- Evaluate Governance Committee charter, making changes when necessary, and submit to the Board for approval.

- Recommend to the Board appropriate changes to governance structure, processes, guidelines, and principles.
- Recommend the process to identify candidates for the Board
- Develops and maintain a Board Succession Plan.
- Develop criteria for and conduct an annual Board performance assessment. Make recommendations to the Board for any Board Member not making positive contributions.
- Review relevant corporate governance documents (by-laws, proxies, conflict of interest statements, etc.) and make appropriate recommendations to the Board.
- Recommend to the Board standards to determine Director Independence.
- Review all Director (including charitable affiliations) to assess any potential conflict of interest.
- Regularly monitor the purpose, structure, and operations of all Board committees and recommend to the Board, membership on each committee.
- Recommend appropriate Committee responsibility for any newly identified emerging risk.
- The Committee Chair shall report the committee's actions and recommendations to the Board following each committee meeting.
- Review the process to solicit proxies from policyholders and recommend changes, if appropriate, to any policyholder proxy process.
- The Committee shall have the authority to retain such outside counsel, experts, and other advisors as it deems appropriate to assist the Committee in the performance of its functions. The Committee shall be provided with appropriate funding, as determined by the Committee, for payment of compensation to such outside counsel, experts, and other advisors.
- At least once per year, conduct an executive session without the CEO for all non-directors members of management who routinely attend committee meetings.
- Review the company's plan regarding disaster recovery/business continuity.
- Reviews the Company's Enterprise Risk Oversight Responsibilities of the Ohio Mutual Insurance Group, Inc., for each committee. Including Cyber Risk. Insures the ERM Top 10 is in all committee charters.

- Annually reviews, & recommends the filing of the company's annual Corporate Governance Annual Disclosure (CGAD) to the Board.
- Annually reviews the annual Cyber risk filing.
- Reviews Management's contract signature authority level.

Revised: October 15, 2020