



Nominating & Governance Committee Charter

Established: March 17, 2022
BOD Approved: March 17, 2022

Revision Dates

3.17.22, 6.22.22

Added #18, 19 and 20 under Article IV

Table of Contents

I.	Purpose	1
II.	Organization.....	1
III.	Structure and Meetings	1
IV.	Goals and Responsibilities	2
V.	Performance Evaluation.....	4
VI.	Committee Resources.....	4
VII.	Disclosure of Charter	4
VIII.	Definitions.....	4

I. Purpose

The primary objectives of the Nominating and Governance Committee, (the “Committee”) are to assist the Board of Directors (the “Board”) of I-C Federal Credit Union (the “Credit Union”) by: (i) identifying and recommending individuals qualified to serve as Board members, consistent with criteria approved by the Board; (ii) ensuring that the Supervisory Committee, the Board, and this Committee have the benefit of qualified and experienced independent directors; (iii) developing and recommending to the Board effective corporate governance policies and procedures; and (iv) facilitating the assessment and evaluation process of the Board.

II. Organization

The Committee shall consist of three or more independent directors in accordance with applicable laws, rules and regulations, including the applicable rules and regulations of the National Credit Union Administration (NCUA), the Credit Union’s By-laws, and any other applicable legal or regulatory requirements (collectively hereafter for all purposes referred to as “Legal Requirements”).

Committee members shall be elected by the Board at its annual organizational meeting; members shall serve until their successors shall be duly elected and qualified but members of the Committee may be removed at any time by action of the Board. If a member ceases to be independent, such person shall immediately resign as a Committee member. The Committee’s Chairperson shall be designated by the Board or, if the Board fails do so, the Committee members shall elect a Chairperson.

The Committee may form and delegate authority to subcommittees when appropriate, provided that the subcommittees are composed entirely of independent directors.

III. Structure and Meetings

The Committee shall meet at least three times per year, or more frequently as circumstances require. Meetings may be held by teleconference, videoconference or other communications equipment consistent with Legal Requirements. The Chairperson of the Committee shall preside at each meeting and, in consultation with the other members of the Committee, shall determine the frequency and length of each meeting, and the agenda of items to be addressed at each meeting. The agenda and briefing materials will be provided to the Committee as far in advance of meetings as practicable. If the Chairperson of the Committee is absent from any meeting, the remaining members of the Committee present at such meeting shall select a member of the Committee who is present at the meeting to lead the meeting.

The Committee may invite such members of management of the Credit Union (“Management”) and other individuals as it deems desirable or appropriate to attend meetings and to provide pertinent information to the Committee. The Committee shall report regularly to the Board summarizing the Committee’s actions and any significant issues considered by the Committee, including recommendations of the Committee, where appropriate. As part of its remit to foster open communications, each regularly scheduled Committee meeting will conclude with an

executive session which may include Management to discuss any matters that the Committee (or Management) believes should be discussed privately.

Except as otherwise provided by this Charter or by applicable laws or regulations: (i) a majority of the members of the Committee, either present in person or by means of remote communication shall constitute a quorum for the transaction of business at all meetings of the Committee; and (ii) all actions of the Committee shall be by affirmative vote of a majority of those members constituting a quorum. Actions of the Committee may be taken by voice vote and a record thereof included in the minutes of the meeting or may be taken by unanimous written consent by the members voting for the action. Any such unanimous consent may be delivered in counterparts.

The Committee shall appoint an individual who need not be a Committee member to act as secretary and minutes of its proceedings shall be kept in a minute book provided for that purpose.

IV. Goals and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Develop and recommend to the Board a set of corporate governance principles applicable to the Credit Union ("Corporate Governance Principals"), and review and reassess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate in order to ensure compliance with corporate governance requirements imposed by any and all Legal Requirements and the Credit Union's Code of Business Conduct and Ethics (including its Whistleblower program) for directors, officers and employees (collectively hereafter referred to as the "Code of Conduct").
2. Develop policies and periodically review and make recommendations to the Board regarding the size and composition of the Board.
3. Review potential candidates for Board membership consistent with the Bylaws and Board's criteria for selecting directors, including without limitation independence, personal characteristics, diversity, skills, background, community involvement, professional or business experience, and ability to devote time to Board responsibilities.
4. In the case of a director vacancy, recommend to the Board an individual to fill such vacancy.
5. Manage Board performance evaluations on an annual basis in a confidential manner.
6. Annually recommend to the Board a slate of Board candidates for nomination by the Board at the annual meeting of the Credit Union's members for consideration and vote by the members.
7. At the first meeting of the Board after the annual member meeting the Committee shall recommend a slate of table officers to serve for the next year for consideration and vote by the Board.
8. Review and discuss with Management the program that Management has established to monitor compliance with the Code of Conduct, and associated reporting, where matters are reviewed in an independent and confidential manner, and to ensure that no retaliatory

actions are taken or threatened against any person reporting non-compliance. The Committee shall annually review the Code of Conduct with the Board and the Supervisory Committee and shall secure the attestation and signature of each member of the Board.

9. Generally, advise the Board on corporate governance matters and the development of Corporate Governance Principles.
10. Together with the Supervisory Committee, the Committee shall assist the Board in its oversight of legal and regulatory compliance. The Supervisory Committee shall have sole initial oversight over matters of financial compliance (accounting, auditing, financial reporting and member disclosures). As to all other areas of compliance (“non-financial compliance”), the Committee shall have oversight responsibilities in the first instance, subject nonetheless to the responsibilities imposed upon and the authority granted to the Supervisory Committee by the NCUA; the two committees shall meet jointly at least annually to review any major non-financial compliance matters, including: overall state of compliance, significant legal or regulatory compliance exposure, and material reports or inquiries from regulators or third parties. The Committee shall periodically report to the Board with respect to the effectiveness of the program established to monitor compliance with the Code of Conduct. In the event the Committee becomes aware of matters which in its judgment may affect the Credit Union’s financial compliance or constitute non-financial compliance, it shall promptly report such matters to the Supervisory Committee in writing in order to assist the Supervisory Committee in its oversight of legal and regulatory matters.
11. The Committee shall review and approve (i) any change or waiver in the Code of Conduct and (ii) any disclosure made on the Credit Union’s website regarding such change or waiver.
12. The Committee shall review the qualifications of director candidates proposed by Credit Union members consistent with its By-laws.
13. The Committee shall advise the Board on (i) Board committee member qualifications, (ii) Board committee member appointments and removals, (iii) Board committee structure and operations (including authority to delegate to subcommittees), and (iv) Board committee reporting to the Board.
14. The Committee shall maintain and coordinate an orientation program for new directors and a continuing education program for all directors, periodically reviewing these programs and updating them as appropriate.
15. The Committee shall receive reports from and advise Management on the Credit Union’s Environmental, Social and Governance (“ESG”) strategy, policies and programs, including Diversity, Equity and Inclusion (DE&I).
16. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
17. The Committee shall perform any other activities consistent with this Charter and all Legal Requirements as the Committee or the Board deems appropriate.
18. In the event a vacancy in any board office, the committee shall nominate a director to fill the vacancy only for the unexpired term of that officer.

19. In the event a vacancy in any board subcommittee, the committee shall convene upon the call of the Committee Chair to determine whether the subcommittee's charter requires a replacement and if not, whether it is desirable to fill that vacancy and if so, the committee shall nominate a director to fill the vacancy only for the unexpired term of that subcommittee member.
20. For the purposes of Section 19 and Section 20 above, a vacancy shall be deemed to have occurred in the event of the death, resignation, incapacity or removal of a board officer or subcommittee member or their failure to attend two or more scheduled meetings of the board or of the subcommittee respectively.

V. Performance Evaluation

The Committee shall conduct an annual performance evaluation of itself and shall report to the Board on this evaluation.

VI. Committee Resources

The Committee shall have the right to retain independent advice and seek assistance from internal or external legal, accounting or other governance advisors, including authority to approve such advisors' fees and other retention terms. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

VII. Disclosure of Charter

This Charter will be made available on the Credit Union's website at ww.iccreditunion.org.

VIII. Definitions

For the purpose of this Charter an independent director is a director who does not have an economic or personal interest in a particular transaction or arrangement requiring board approval and who acts with integrity, forms judgements on behalf of the Credit Union's members after thoughtful and fair consideration of the salient facts, untainted by favoritism.