



NOMINATING COMMITTEE CHARTER

- I. Purpose of Committee.** The Committee is appointed by the Board for the primary purposes of:
- A. Identifying individuals qualified to become members of the Board;
 - B. Evaluating Board candidates submitted by shareholders;
 - C. Recommending to the Board when new members should be added to the Board;
 - D. Recommending to the Board individuals to fill vacant Board positions;
 - E. Recommending to the Board members of certain Board Committees;
 - F. Recommending to the Board the director nominees for the next annual meeting of shareholders; and
 - G. Evaluating the Board and its members.
- II. Duties and Responsibilities.** The Committee is responsible for:
- A. Board Vacancies.** Presenting the Committee's recommendation of a replacement Board member when a vacancy occurs on the Board by reason of resignation, disqualification, death, or an increase in the size of the Board.
 - B. Director Criteria.** Considering, at a minimum, the following factors in recommending to the Board potential new Board members, or the continued service of existing Board members:
 - 1. Demonstrated character and integrity, an inquiring mind, experience at a strategy or policy setting level, high-level managerial experience in a relatively complex organization or experience dealing with complex problems, an ability to work effectively with others, sufficient time to devote to the affairs of the Company and freedom from conflicts of interest;
 - 2. Whether the Board member or potential Board member assists in achieving a diverse mix of Board members;
 - 3. Whether the Board member or potential Board member is subject to a disqualifying factor such as a relationship with a competitor, customer, supplier, counselor, or consultant, or recent previous employment with the Company;
 - 4. The Board member's or potential Board member's independence;
 - 5. Whether the Board member or potential Board member would be considered a "financial expert" or "financially literate" as described in applicable listing standards, legislation, or Audit Committee guidelines;
 - 6. The extent of the Board member's or potential Board member's business experience, technical expertise, and specialized skills or experience;

7. Whether the Board member or potential Board member, by virtue of particular experience relevant to the Company's current or future business, will add specific value as a Board member; and
 8. Any factors related to the ability and willingness of a new Board member to serve, or an existing Board member to continue his/her service to the Company.
- C. **Board Committees.** Proposing to the Board appropriate members for all Board Committees other than the Nominating Committee at the first meeting of the Board following the annual meeting of shareholders.
 - D. **Director Removal.** Recommending to the Board the removal of a Director where appropriate.
 - E. **Director Independence.** Recommending to the Board standards for Director independence.
 - F. **Committee Charter.** Reviewing this charter at least annually and updating the charter as necessary to ensure that it is effective and in compliance with applicable laws and regulations.
 - G. **Other Activities.** Performing any other activities as the Committee deems appropriate, or as are requested by the Board, consistent with this charter, the Company's By-laws and applicable laws and regulations.

III. Identifying Director Candidates. In identifying potential director candidates, the Committee shall seek input from other members of the Board and executive officers and may also consider recommendations by employees, community leaders, business contacts, third party search firms and any other sources deemed appropriate by the Committee. The Committee will also consider director candidates recommended by shareholders to stand for election at an Annual Meeting of Shareholders, so long as such recommendations are submitted in accordance with the procedures described in the Company's annual proxy statement. The Committee will evaluate all director candidates, including candidates appropriately recommended by shareholders, in accordance with the criteria described in this charter.

IV. Authority to Retain Experts. The Committee has the authority to choose, hire, direct and, if appropriate, terminate any search firm used to identify candidates for Board membership as well as any such other experts as it deems necessary in the performance of its duties.

V. Other Charter Provisions. Information regarding Committee member qualifications, Committee member appointment and removal, committee structure and operations, and Committee reporting to the Board are set forth in the Investors Title Company Board of Directors Standard Committee Charter Provisions.