

Library Central Valley Community Bancorp
Charter Here: Charter of Nominating Committee of the Board of Directors **Last Updated:** October 23, 2019

NOTICE TO READER: This **Charter of Nominating Committee of the Board of Directors** supersedes any and all previous versions and/or publications previously published on this topic.

CHARTER OF NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS OF CENTRAL VALLEY COMMUNITY BANCORP

PURPOSE

The Nominating Committee (the Committee) is appointed by the Board of Directors of Central Valley Community Bancorp (the Board) to assist the Board in identifying, evaluating and recommending to the Board of Directors nominees for membership on the Board of Directors. The primary duties and responsibilities of the Committee are:

- ❑ To identify individuals who are qualified to serve on the Board;
- ❑ To recommend to the full Board the selection of qualified individuals who are qualified to serve as Board members; and
- ❑ To oversee the evaluation of the Board and its members.

MEMBERSHIP

The Committee shall consist of no fewer than 3 (three) members of the Board, each of whom shall meet the independence requirements of NASDAQ, or such other exchange on which the Company authorizes its securities to be traded, as well as any standards that may be established from time to time under state or federal securities, corporate, banking or tax laws or regulations affecting the Company. Each member shall be free of any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment. Members are nominated by the Committee and appointed by the Board of Directors annually at its Organizational Meeting. The Committee shall serve at the pleasure of the Board.

AUTHORITY

The Committee shall have the authority to conduct any investigation appropriate in fulfilling its responsibilities. The Committee shall have direct access to the Company's legal counsel and its independent auditors, as well as access to anyone in the Company. The Committee shall have the ability to retain, at the Company's expense, and to terminate, search firms relating to director candidates, and special legal, accounting or other consultants or experts it deems

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necessary in the performance of its duties, and to approve applicable fees and other retention terms.

RESPONSIBILITIES

In carrying out its purposes, the Committee shall have the following duties, responsibilities and authority:

- ❑ Review and recommend to the Board, from time to time but not less than annually, the desired characteristics of the composition of the Board – including size, competencies, experience of members, diversity, age, and other appropriate qualities;
- ❑ Assist the Board by identifying, attracting and recommending qualified candidates for membership on the Board, consistent with such characteristics. Such candidates may include candidates recommended by the Chief Executive Officer, other members of the Board, and shareholders (where such shareholder recommendations have been offered in accordance with procedures established by the Committee and relevant law). Potential candidates shall be evaluated using a common standard, regardless of the initial source of the recommendation;
- ❑ Review members standing for re-election, evaluate such members on the basis of contribution, the most-recent determination of desirable Board composition characteristics, change of status and commitment to the Company, and make recommendations to the Board for re-election of members;
- ❑ Review from time to time, but not less than annually, whether members of the Board meet the standards of independence, financial expertise and other competencies required under NASDAQ Rules and all other applicable legal requirements and advise the Board as to the conclusions reached by the Committee as a result of such review;
- ❑ Review at least annually the independence of members of the Compensation Committee, including consideration of (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company; and recommend to the Board a determination of independence for Compensation Committee members;
- ❑ Recommend directors for participation on the Committee and other committees of the Board;
- ❑ As may be necessary or desirable from time to time, recommend to the Board amendments to this Charter or whether to maintain separation of the Board Chair and CEO positions;
- ❑ Conduct an annual self-evaluation of the Committee’s performance and report to the Board;
- ❑ Submit this Charter to the for approval and publish the Charter in accordance with any applicable regulations;

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GENERAL

- ❑ The Committee shall meet at least 1 (one) time each year, or more frequently as circumstances require.
- ❑ The Committee and the Board shall determine the timing of the meeting.
- ❑ The Committee may delegate any of its duties to subcommittees, comprised of Committee members, as the Committee may deem appropriate in its sole discretion.
- ❑ The Board may at any time and in its complete discretion remove any member of the Committee and may fill any vacancy in the Committee.

Minutes shall be kept of each meeting of the Committee, and the Committee shall regularly provide reports of its actions to the Board.

Approved by the Board of Directors:

October 21, 2015 (Audit Committee)

January 18, 2017

January 30, 2018 Nominating Committee