

CHARTER
NOMINATING COMMITTEE
PARTNERS MUTUAL INSURANCE COMPANY

APPROVED BY: The Board of Directors

APPROVED DATE: November 19, 2015

**CHARTER
NOMINATING COMMITTEE
PARTNERS MUTUAL INSURANCE COMPANY**

I. FUNCTION/PURPOSE:

The purpose of the Nominating Committee (the “Committee”) is to assist the policyholders and/or the Board of Directors in selecting directors and/or officers of Partners Mutual Insurance Company (the “Company”). The Committee shall report on its activities to the Company’s Board of Directors (the “Board of Directors”) and shall make nominations and recommendations as it deems appropriate.

II. COMMITTEE MEMBERSHIP/ORGANIZATION:

The Committee shall be comprised of three (3) or more members of the Board of Directors. Upon the recommendation of the Chair, the Board shall annually appoint the Committee members. Any director whose term is expiring in the coming year shall not be appointed to the Committee. If a Committee Chair is not designated or present, the members of the Committee may designate a Chair by majority vote of the Committee membership. The Committee shall have the authority to appoint one or more subcommittees to fulfill the duties outlined herein as long as the subcommittee meets the same membership requirement.

III. MEETING SCHEDULE/ACTIVITIES:

The Committee will meet as necessary, but not less than annually, in order to fulfill the purpose and functions enumerated herein. The Committee will report its actions, decisions and recommendations to the Board of Directors. The Committee shall maintain minutes of each meeting.

IV. RESPONSIBILITIES:

The Committee shall engage in a deliberate review of a candidate’s qualifications, including participation and contributions of an existing director or officer, in order to fulfill its authority and responsibility to:

- A. use its best efforts to qualify candidates(s) for the positions of elected officer and director;
- B. recommend to the policyholders candidates for the positions of director; and

C. recommend to the Board of Directors candidates for the officer positions.

V. COMMITTEE RESOURCES

The Committee shall have the resources and authority it deems appropriate to discharge its duties and responsibilities, including the sole authority to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, or other experts or consultants relating to matters within the purview of the Committee. In carrying out its responsibilities, the Committee may rely upon advice of legal counsel and of qualified accounting, compensation and valuation experts, any of which may be internal or external resources.

VI. COMMITTEE EVALUATION

The Committee shall annually review the Charter and recommend to the Board for approval any revisions that the Committee deems appropriate.

VII. REPORTING

After any executive session of the Committee, the Committee Chair shall communicate with the Chair of the Board of Directors and with the President/CEO to provide feedback and to effect the decisions and recommendations of the Committee.