

**Western Reserve Bancorp, Inc.**  
**Nominating and Governance Committee Charter**

**Statement of Policy**

The Nominating and Governance Committee shall provide assistance to the Board of Directors in fulfilling the Board of Directors' responsibilities for director nominations and appointments, corporate governance, and evaluating performance of the Board of Directors and its members.

**Organization**

The members of the Nominating and Governance Committee shall be appointed by the Board of Directors and may be removed by the Board of Directors. The Nominating and Governance Committee shall meet on the call of its chairman. The Nominating and Governance Committee has the sole authority to retain and terminate any consulting or search firm to be used to identify director candidates, including the sole authority to approve the firm's fees and other retention terms. There will be at least three members of the Nominating and Governance Committee. A majority of the members of the Nominating and Governance Committee shall be a quorum to transact business.

**Qualifications**

The Nominating and Governance Committee shall be composed entirely of independent directors, determined by the Board of Directors under the Western Reserve Bancorp, Inc. Corporate Governance Guidelines.

**Powers, Duties, and Responsibilities**

In discharging its responsibilities to review, authorize and approve director nominations, director compensation and corporate governance, the Nominating and Governance Committee shall:

- actively seek individuals qualified to become members of the Board of Directors;
- from time to time recommend individuals for appointment as directors by the Board of Directors;
- recommend the number of directors that shall constitute the whole Board of Directors;

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- recommend to the whole Board of Directors nominees for director for nomination by the Board of Directors for approval by shareholders at an annual meeting of shareholders or special meeting of shareholders;
- recommend to the Board of Directors the establishment, charter and membership of the various committees of the Board of Directors;
- recommend to the Board of Directors corporate governance guidelines for Western Reserve Bancorp, Inc.;
- consider and advise the Board of Directors on other matters relating to the affairs or governance of the Board of Directors;
- annually review and if necessary or appropriate, update this charter for consideration by the Board of Directors;
- annually evaluate the performance and function of the Nominating and Governance Committee, the Board of Directors generally and each member of the Board of Directors; and
- report the matters considered and actions taken by the Nominating and Governance Committee to the Board of Directors.