

SUMMIT STATE BANK

Corporate Governance Committee Charter

Purpose. The purpose of the Corporate Governance Committee (Committee) of the Board of Directors (Board) of Summit State Bank (Bank) is to develop and recommend to the Board a set of corporate governance principles applicable to the Bank. The Committee shall oversee the evaluation of the Board and management, evaluate the effectiveness of Board meetings and make recommendations for improvement. The Committee shall report to the Board on a regular basis and not less than once a year.

Committee Membership. The Committee shall consist of three or more members of the Board, each of whom must be “independent” under the rules of NASDAQ. The Board shall appoint the Chairperson of the Committee and shall also have responsibility for appointment and removal of Committee members.

Committee Operations. A quorum of the committee shall be two members. The Committee shall meet in person or telephonically at least once a year. The Committee may have in attendance such other members of management and persons as it may deem necessary to provide appropriate information and explanations. The Chairperson of the Committee will report back to the full Board the recommendations of the Committee at the Board meeting immediately following the Committee meeting.

Committee Duties and Responsibilities. The following are the duties and responsibilities of the Committee:

1. Develop and recommend to the Board a set of corporate governance principles applicable to the Bank and to review those principles at least once a year.
2. Oversee the evaluation of the Board and management
3. Recommend to the Board a process for the Board’s and each Committee’s annual self evaluation.
4. Conduct an annual evaluation of its own performance in comparison to the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year.
5. Report the actions and recommendations of the Committee to the full Board of Directors after each Committee meeting.
6. Review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
7. Review the adequacy of the Charters of each of the other Committees, from time to time, including any proposed changes to the other Charters.
8. Fulfill any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

