

**VENTURE FINANCIAL GROUP, INC.**  
**CHARTER OF THE CORPORATE GOVERNANCE**  
**& NOMINATING COMMITTEE**

***Purpose***

The purpose of the Corporate Governance & Nominating Committee is to assist the Board of Directors by:

- identifying individuals qualified to become Board members, recommending persons to fill any vacancies on the Board and recommending to the Board a group of director candidates to stand for election prior to each annual meeting of stockholders;
- periodically evaluating the effectiveness, size and composition of the Board, its members and its committees; and
- developing and implementing Corporate Governance Guidelines and a Code of Business Conduct.

***Membership***

The Committee will consist of three or more independent directors as the term independent is defined by NASDAQ rules. The Board may designate the chairperson of the Committee or, if the Board does not do so, the Committee will elect a Chairperson by vote of a majority of the full Committee. Committee members shall be elected by and serve at the pleasure of the full Board.

***Responsibilities and Duties***

In furtherance of its stated purpose, the Committee may:

- establish and recommend for Board approval the appropriate criteria for board membership;
- review the qualifications of director candidates, including candidates proposed by shareholders, in the context of the current composition of the Board, geographical considerations and the operating requirements of the Company;
- adopt specific criteria on which director candidates are evaluated including individual characteristics such as high moral character and personal integrity, education, diversity, business experience, knowledge of financial reporting, leadership, personal skills, age, experience and other directorships;
- Establish Profile of a Board Member and Director Job Description. Update such documents as necessary;
- evaluate and determine the independence of each director and director nominee;
- evaluate the qualifications of the members of the Audit Committee with respect to financial sophistication;

- monitor compliance with Corporate Governance Guidelines and regularly review the Guidelines and related policies in light of existing operational principles and objectives of the Corporation;
- periodically review the Code of Business Conduct applicable to directors, officers and employees and monitor compliance with the Code, including the granting of any waiver therefrom to any officer or director;
- consider questions of possible conflicts of interest of directors and senior management;
- implement and supervise an evaluation process of the effectiveness of the Board, its committees and its individual members in an effort to identify areas and opportunities for improvement;
- implement a program to encourage and enhance the directors' knowledge of corporate governance and disclosure issues; and
- consider other matters of corporate governance and make appropriate recommendations to the Board.

### ***Committee Meetings***

The Committee will meet as periodically as may be necessary to act on any matters within its jurisdiction. The Chairperson of the Committee will preside at each meeting. The Committee shall be governed by its charter and the applicable provisions of the bylaws.

### ***Committee Resources***

The Committee may need to obtain advice and seek assistance from legal, accounting and other advisors, and may need to retain a search firm to identify director candidates. The budget for these resources needs prior approval from the Board of Directors or management.