

**CONSUMERS BANCORP, INC.  
CONSUMERS NATIONAL BANK**

**Charter**

**Corporate Governance/Nominating Committee**

**Status**

The Corporate Governance/Nominating Committee is a committee of the Board of Directors of Consumers Bancorp, Inc. and Consumers National Bank.

**Membership**

The Committee shall consist of three or more directors all of who meet the criteria for independence as contained, in the rules of NASDAQ. The Committee may also include one or more Executive Officers of the Bank or its holding company to review and report on corporate governance matters. To establish a quorum, a member of the Board of Directors may be asked to serve as substitute member of this committee to act in the absence of one or more committee members.

**Authority and Responsibilities**

- I. Ohio Law, National Bank Regulation, Consumers Bancorp's Articles of Incorporation, Code of Regulations, Consumers National Bank By-Laws, the Board & Management Succession Policy and the Board Addition/Replacement Procedures shall govern the Corporate Governance/Nominating Committee.
- II. The Corporate Governance/Nominating Committee is responsible for shaping corporate governance practices by overseeing the composition, structure compensation and evaluation of the Board and its Committees and for the review, maintenance and recommendation of all corporate governing documents, regulations, and policies to include the following:
  - Articles of Incorporation
  - Corporate Regulations
  - Bank By laws
  - Management and Board Succession Policy
  - Code of Ethics Policy (Employees, Officers and Directors)
  - Code of Ethics for Principal Financial Officers Policy
  - Whistleblower Policy
  - Information Disclosure Policy
  - Insider Trading and Section 16 Reporting Policy
- III. The Corporate Governance/Nominating Committee is responsible to annually review the charter of each committee of the Board for consistency with corporate governance

practices and to propose modifications to the applicable committee for consideration as appropriate.

- IV. The Corporate Governance/Nominating Committee is responsible for recommending nominees for the annual election of directors and considers shareholder nominations for directors in accordance with the authority granted under section one of this policy.
- V. The Corporate Governance/Nominating Committee reviews resumes and recommends potential candidates for directorship at Consumers Bancorp, Inc. and Consumers National Bank and along with the Chairman of the Board and the President/CEO, is responsible for interviewing potential candidates, conducting all necessary backgrounds and qualifications of such candidate and making recommendations to the Board of Directors.
- VI. The Corporate Governance/Nominating Committee shall lead the Board of Directors in periodically conducting a self-evaluation process to determine whether the Board and its committees are functioning effectively. Receive comments from the Board members and summarize and report annually to the Board of Directors an assessment of the Board's performance. The assessment should focus on the Board's contribution to the Corporation and emphasize those areas in which the Board believes a better contribution could be made. The committee shall establish the criteria to be used in such evaluations.
- VII. The Corporate Governance/Nominating Committee shall annually review each non-employee director against the independence criteria contained in the rules of NASDAQ and any other applicable regulations and recommend to the Board whether to make an independence determination with respect to each such director.
- VIII. The Corporate Governance/Nominating Committee is responsible to monitor corporate governance status and progress.
- IX. The Corporate Governance/Nominating Committee is responsible for ensuring corporate governance training for Directors and other corporate officers is completed in compliance with regulations.

### **Meetings**

The Committee shall meet at least three times a year to reorganize that board and recommend officers, to review committee charters and corporate governance policies and to nominate director candidates for election at the Annual Shareholders' Meeting and at such other times as it deems necessary to fulfill its responsibility. Participation in meetings may be in person or by teleconference with or without corresponding video.

### **Reports**

The Committee shall prepare a report after each meeting and deliver a copy to the Board of Directors.