



PRAXIS FIDES MUTUAL BENEFIT ASSOCIATION, INC.

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NOMINATION COMMITTEE CHARTER

I. INTRODUCTION

The Nomination Committee has been established to support the board of trustees in fulfilling its fiduciary duties to select the best-qualified candidates for the board of trustees and to appoint the senior management positions.

II. OBJECTIVES

The Committee shall provide policy and processes on the selection of board of trustees, election policy and selection of key officers of the association.

III. STRUCTURE

A. Membership

The Nomination Committee membership is to be composed of three (3) non- executives and headed by an independent trustee.

B. Meetings

1. Meetings shall be held at a frequency determined by the Nomination Committee but in any event not less than four (4) times a year. Special meetings may be convened by the Chairman as needed;
2. A quorum shall constitute more than half the number of members of the Nomination Committee;
3. A resolution shall constitute the majority votes by committee members present during the meeting;
4. The Nomination Committee may invite other officers/personnel or representatives of management as well as other members of the workforce (Area Coordinators and Area Representatives) responsible for any matter related to the meeting agenda to provide representation in the meeting;

5. The Secretary of the Nomination Committee shall arrange the meeting schedule and prepare the agenda. The Secretary shall provide copies of the meeting agenda, risk management reports, minutes of previous meeting, and other necessary documents to all committee members as soon as practicable before each meeting.

C. Reporting

1. The Chairman of the Committee shall render a report apprising the Board of Directors of the results of the Committee's activities following each meeting.
2. The Committee shall prepare an annual report of its activities to the Board for inclusion in the Company's annual report.

IV. Duties and Responsibilities

- a. Formulate rules and regulations governing the conduct of nominations and elections during the annual members' meeting, as well as in special elections should such occur.
- b. Review nominations against the selection criteria established by this Committee and develop a slate of nominees that represents those criteria for board selection.
- c. Vet all candidates to ensure that they have proper competencies, experience and willingness to fulfill their duties and responsibilities as board of trustees.
- d. Ensure that the board composition reflects the necessary criteria that meet best practices for independence and diversity.
- e. Recommend candidates to fill vacancies as a result of resignation or removal of an Officer.