



## **EVANS BANCORP, INC.**

### **CORPORATE GOVERNANCE AND NOMINATING COMMITTEE**

#### **CHARTER**

##### **Purpose and Power**

The Corporate Governance Committee (the “Committee”) shall report to and assist the Board of Directors of Evans Bancorp, Inc. (the “Company”). The purpose of the Committee shall be to provide oversight of the corporate governance affairs of the Company and to provide oversight of the Company’s risk governance, risk management and risk tolerance.

The Committee has the authority to retain and compensate, at the Company’s expense, legal counsel and other advisors as the Committee deems necessary or appropriate in the performance of its duties and responsibilities.

##### **Committee Membership**

Committee members shall be appointed by the Board Chairman who shall also appoint the Chairperson subject to the approval of the Board of Directors at the Annual Reorganization Meeting. The Committee shall consist of no fewer than three directors. A majority of the Committee members shall meet the independence and experience standards specified by the New York Stock Exchange (NYSE) and listing requirements, as may be required by U.S. federal securities laws and the rules and regulations of the Securities and Exchange Commission (SEC).

##### **Duties and Authority**

The Committee shall have the following duties and authority:

1. The Committee shall develop and implement, as appropriate, director orientation programs, director education and training programs and professional development programs for members of the Board.
2. The Committee shall review and recommend to the Board policies and procedures relating to director recruitment and retirement.
3. The Committee shall identify and recommend director candidates to the Board of Directors to be presented for Shareholder approval at Annual Meetings of Shareholders or to fill any vacancies on the Board.
4. The Committee shall, as needed, identify and recommend candidates to serve as Chief Executive Officer (CEO) of the Company.

5. The Committee shall develop criteria, to be approved by the Board of Directors, for the selection of individuals for Board positions and for service as CEO of the Company. Such criteria may include: independence, sound judgment, skill, diversity, integrity, willingness to make the required time commitment, understanding of financial statements and knowledge of and experience in the businesses of the Company and its subsidiaries, and the interplay of the candidate's experience with respect to other members of the Board of Directors or management team.

6. The Committee shall develop criteria for the evaluation of the Board and its members and shall annually seek director input to assess the performance of incumbent Board members, the Chairman, and the Board as a whole. Such assessment shall be discussed with the full Board and, as appropriate, the Committee shall recommend changes, including but not limited to, Board size and composition, and Board policies and procedures. The Committee shall consider and recommend to the Board, changes in the frequency or format of Board meetings.

7. The Committee shall develop recommendations to the Chairman for the content of a meeting of the board, held at least annually, that shall be devoted to strategic direction and planning for the board and the Company.

8. The Committee shall review annually the purpose of the Committees of the Board; review and recommend to Committee Chairs updates to committee charters; and whether any committees should be created or discontinued. The Committee shall provide to the Chairman recommendations for assignment of directors to committees. All such recommendations shall be made annually to the Chairman prior to the Annual Reorganizational Meeting.

9. The Committee shall develop and recommend to the Board an annual performance evaluation process for its Committees. The Committee shall oversee the process used by Board Committees to conduct annual performance evaluations. Each Committee Chair shall report the results of such evaluations to the Board on an annual basis.

10. On an annual basis, the Committee shall conduct a self-evaluation of its performance in fulfilling its duties and responsibilities under this Charter and assess the adequacy of this Charter and, as appropriate, recommend changes to the Board for its approval.

11. The Committee shall report at least quarterly to the Board on its meetings and review with the Board significant issues and concerns that arise at meetings of the Committee.

12. The Committee shall review annually the corporate governance practices and policies and Corporate Governance Principles of the Company and recommend to the Board any changes deemed necessary or desirable.

13. The Committee shall review at least annually with the Chairman and Chief Executive Officer (CEO) of the Company the succession plans relating to the positions of Chairman, CEO and other executive officer positions deemed essential to the Company's continued operation.

14. The Committee shall annually review and monitor the Company's compliance with the listing standards of the NYSE, including the director independence standards therein. The Committee shall review with the Company's legal counsel any legal matters, including changes to the marketplace rules of the NYSE and the federal securities laws and the rules and regulations of the SEC, that could have an impact on, or necessitate changes to, the Company's

compliance and governance policies, and shall recommend to the Board changes, as it deems necessary or appropriate, in Company policies relating to trading in Company securities, Regulation O loans, whistle-blowers and transactions with related persons and in the Company's Codes of Conduct and Ethics for employees and directors.

15. The Committee shall review and discuss with management, at least annually, the Company's risk governance structure and the Company's risk management and risk assessment guidelines and policies regarding market, credit, operations, liquidity, funding, reputation and franchise risk, and the Company's risk tolerance. The Committee shall review at least quarterly the major risk exposures of the Company and its business units against established risk management methodologies and targets.

16. The Committee shall receive, at least quarterly, reports and recommendations from management on risk tolerance, measurement and targets.

17. The Committee shall interact with management and the Audit Committee to help ensure both have received the information necessary to permit them to fulfill their duties and responsibilities with respect to oversight of risk management and risk assessment guidelines and policies. The Committee shall coordinate with the Human Resource and Compensation Committee regarding that committee's role with respect to risk matters related to compensation.