

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Charter identifies the purpose, membership, organization, duties and responsibilities of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Ohio Valley Banc Corp. (the “Company”). The purpose of the Committee is to (1) identify and select, or recommend for the Board’s selection, director nominees for each meeting of the Company’s shareholders at which directors are elected; (2) recommend to the Board individuals to fill vacancies on the Board; and (3) recommend to the full Board the directors that shall serve on each committee of the Board.

Membership and Organization

The Committee shall consist of no fewer than three members, each of whom shall be a director of the Company. Each member of the committee must meet the independence requirements of the NASDAQ Stock Market and any other applicable requirements, standards, laws or regulations relating to the Nominating and Corporate Governance Committee’s duties and responsibilities. The Committee will meet at least two times each year and at such other times deemed necessary to fulfill its responsibilities. Meetings can be called by any member of the Committee and a majority of the members of the Committee shall constitute a quorum. The Committee will maintain written minutes of its meetings, which will be filed with the minutes of the meetings of the Board of Directors. The Chairman and Committee members shall be appointed and replaced by the Board of Directors.

Duties and Responsibilities

1. Actively seek, recruit, screen and interview individuals qualified to become members of the Board for recommendation to the Board. The Committee shall consider recommendations from all reasonable sources, including management and shareholders, and will not evaluate candidates differently based on who has made the recommendation.
2. Evaluate the qualifications and performance of incumbent directors and determine whether to recommend them for re-election to the Board.
3. Establish and periodically reevaluate criteria for Board membership and selection of new directors; and determine as necessary the portfolio of skills, experience, perspective and background required for the effective functioning of the Board.
4. Recommend to the Board the director nominees for each annual meeting of shareholders.
5. Recommend to the Board director nominees for each of the committees of the Board, including the chairperson of each committee.
6. Recommend to the Board removal of a director, if appropriate.
7. Monitor the orientation and training needs of directors and recommend action to the Board, individual directors, and management where appropriate.

8. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
9. Perform any other duties or responsibilities delegated to the Committee by the Board from time to time.
10. In case of a vacancy on the Board, the committee may recommend to the Board an individual to fill the vacancy through appointment by the Board or through election by the shareholders or consider a reduction in the number of authorized members of the Board.

Approved 2/25/2020