

# **NOMINATING/CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF CARVER BANCORP, INC.**

## **COMMITTEE CHARTER**

### **I. PURPOSE**

The Nominating/Corporate Governance Committee (the "Committee") of Carver Bancorp, Inc. (the "Corporation") shall provide assistance to the Board of Directors of the Corporation in fulfilling its responsibility to the shareholders, potential shareholders and investment community by:

- A. Identifying individuals qualified to become directors and selecting, or recommending that the Board of Directors select, the candidates for all directorships to be filled by the Board of Directors or by the shareholders;
- B. Developing and recommending to the Board of Directors a set of corporate governance principles applicable to the Corporation; and
- C. Otherwise taking a leadership role in shaping the corporate governance of the Corporation.

### **II. STRUCTURE AND OPERATIONS**

#### Composition and Qualifications

The Committee shall be comprised of three or more members of the Board of Directors, each of whom is determined by the Board of Directors to be "independent" in accordance with the rules of the NASDAQ Stock Market ("NASDAQ"). **Notwithstanding the foregoing, no director shall serve on the Committee in any capacity in any year during which such director's term as a director is scheduled to expire.**

#### Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

#### Chairman

Unless a Chairman is elected by the full Board of Directors, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman shall be entitled to cause a vote on any matters before the Committee. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

#### Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

### **III. MEETINGS**

The Committee shall meet at least one time annually, or more frequently as circumstances dictate. The Chairman of the Board or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically. A quorum shall consist of at least two (2) members of the Committee.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meeting any persons it deems appropriate in order to carry out its responsibilities.

### **IV. RESPONSIBILITIES AND DUTIES**

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

#### **Board Selection, Composition and Evaluation**

1. Establish criteria for the selection of new directors to serve on the Board of Directors (see Exhibit A).
2. Identify individuals believed to be qualified as candidates to serve on the Board of Directors and select, or recommend that the Board of Directors select, the candidates for all directorships to be filled by the Board of Directors or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board of Directors, the Committee shall take into account all factors it considers appropriate which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity and the extent to which the candidate would fill present needs on the Board of Directors.

Review and make recommendations to the full Board of Directors, or determine whether members of the Board should stand for re-election. Consider matters relating to the retirement of Board members, including term limits or age caps.

In the case of a director nominated to fill a vacancy on the Board of Directors due to an increase in the size of the Board, recommend to the Board of Directors the class of directors in which the director-nominee should serve.

3. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates. In that connection, the Committee shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Corporation, including sole authority to approve the fees payable to such search firm and any

other terms of retention.

4. Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.
5. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board of Directors in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
6. Oversee evaluation of, at least annually, and as circumstances otherwise dictate, the Board of Directors and management.

#### Committee Selection, Composition and Evaluation

7. Recommend to the Chairman of the Board members of the Board of Directors to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
8. Recommend to the Chairman of the Board members of the Board of Directors to serve as the Chair of the committees of the Board of Directors.
9. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board of Directors, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee.
10. Periodically review the charter, composition and performance of each committee of the Board of Directors and make recommendations to the Board for the creation of additional committees or the elimination of Board committees.

#### Corporate Governance

11. Consider the adequacy of the certificate of incorporation and by-laws of the Corporation and recommend to the Board of Directors, as conditions dictate, that it propose amendments to the certificate of incorporation and by-laws for consideration by the shareholders.
12. Develop and recommend to the Board of Directors a set of corporate governance principles and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board of Directors in light of such developments as may be appropriate.
13. Consider policies relating to meetings of the Board of Directors. This may include meeting schedules and locations, meeting agendas and procedures of delivery of materials in advance of meetings.

#### Continuity/Succession Planning Process

14. Oversee and approve the management continuity planning process. Review and evaluate the succession plans relating to the CEO and other executive officer positions and make recommendations to the Board of Directors with respect to the selection of individuals to occupy these positions.

#### Reports

15. Report to the Board of Directors (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities, and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.
16. Maintain minutes or other records of meetings and activities of the Committee.

#### **V. ANNUAL PERFORMANCE EVALUATION**

The Committee shall perform an annual review and evaluation of the performance of the Committee by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall annually review and reassess the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

Approved: June 28, 2018

**CARVER BANCORP, INC.**

**BOARD CANDIDATE GUIDELINES**

In connection with recommending candidates for election to the Board of Directors ("Board") of Carver Bancorp, Inc. (the "Company"), the Nominating/Corporate Governance Committee will take into account all of the factors that it considers appropriate, including but not limited to the individual's strength of character, mature judgment, career specialization, relevant technical skills and diversity as well as the composition, challenges and needs of the Board as a whole. The Nominating/Corporate Governance Committee uses the following general guidelines in determining those candidates who will be recommended.

The Board should be composed of individuals from diverse professional backgrounds who have demonstrated notable or significant achievements in business, education, or public service in positions with a high degree of responsibility and are or have been leaders in the companies or institutions with which they are affiliated. In addition, the director candidate should possess the requisite intelligence, education and experience to make a significant contribution to the membership of the Board and bring a broad spectrum of experience and expertise, diverse perspectives and backgrounds to the deliberations of the Board. Importantly, the director candidate must have the highest ethical standards, strong sense of professionalism and dedication to serving the interests of all the Company's stockholders and be able to make himself or herself available to the Board in the fulfillment of his or her duties. For those director candidates who are also employees of the Company, he or she should be members of executive management of the Company who have or are in the position to have a broad base of information about the Company and its business.

The overall ability and experience of the individual should determine his or her suitability. However, the following attributes and qualifications should be considered by the Nominating/Corporate Governance Committee in evaluating the candidacy of an individual as a director for the Board:

**Management and Leadership Experience - The Board candidate must have extensive experience in business, education or public service.**

The experience of candidates from the fields of business, public service or other fields should be measured as follows:

Candidates from the Field of Business. The Board candidate is or has been the chief executive officer, chief operating officer or chief financial officer of, or holds or has held a senior managerial position in, a public corporation, recognized privately held entity or recognized money or investment management firm.

Candidates from the Field of Public Service. The Board candidate has held one or more elected or appointed senior positions in the U.S. federal government or agency, any U.S. state government or agency or any non-U.S. governmental entity or holds or has held one or more elected or appointed senior positions in a recognized not-for-profit organization.

Candidates from Other Fields. The Board candidate has specific skills or experience important or relevant to the business of the Company or its mission.

**Skilled and Diverse Background - The Board candidate must bring a desired range of skills, diverse perspectives and experience to the Board.**

The following attributes should be considered in assessing the contribution that the Board candidate would make as a member of the Board.

Financial Sophistication. Board candidates having a sufficient understanding of financial reporting and internal control principles or financial management experience to bring desirable knowledge and skills to the Board.

Knowledge of the Duties of Director. The Board candidate's aptitude and/or experience to understand fully the legal responsibilities of a director and governance processes of a public company is an essential factor.

Independence. The Board candidate's independent status shall be considered as criterion. The board may consider "independent" status within the meaning of applicable laws, rules and regulations, including listing standards of the NASDAQ Stock Market, and with respect to the board candidate's independence from management.

No Interlocking Directorships. The Board candidate should not have any prohibitive interlocking relationships.

**Integrity and Professionalism - The Board candidate must have the highest ethical standards, a strong sense of professionalism and be prepared to serve the interests of all the Company's stockholders.**

Personal Experience. The Board candidate should be of the highest moral and ethical character. The candidate must exhibit independence, objectivity and willingness to serve as a representative of all the Company's stockholders. He or she should have a personal commitment to the Company's Corporate Governance Principles.

Individual Characteristics. The Board candidate should have the personal qualities to be able to make a substantial active contribution to the Board and management. These qualities include intelligence, mature judgment, self-assuredness, high ethical standards, strong interpersonal skills, independence, courage and strength of character, a willingness to ask difficult questions and commitment. In considering candidates for Board membership, the diversity of the communities in which the Company conducts its business should be considered.

Availability. The Board candidate should be willing to commit, as well as have, sufficient time available to discharge the duties of Board membership. The Board candidate should satisfy the Board's age guidelines provided for in the Company's Corporate Governance Principles and ideally have sufficient years available for service to provide continuity and to make a significant contribution over time to the Company.

Compatibility. The Board candidate should be able to develop a good working relationship with other Board members and contribute to the Board's working relationship with senior management of the Company.