

# WSFS FINANCIAL CORPORATION

## CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

### **Purpose:**

The Corporate Governance and Nominating Committee is appointed by the Board to:

- i. recommend to the Board the corporate governance guidelines and policies applicable to the Company;
- ii. assist the Board by identifying individuals qualified to become Board members, and recommend to the Board the director nominees in the event of Board vacancies and for the next annual meeting of shareholders;
- iii. lead the Board in its annual review of the Board's performance;
- iv. recommend to the Board director nominees for each committee; and
- v. actively manage board succession to ensure the continued future leadership of the Company.

### **Committee Membership:**

The Corporate Governance and Nominating Committee shall consist of no fewer than three Board members, all of whom shall be independent. The members of the Corporate Governance and Nominating Committee shall be appointed by the Board and replaced by the Board.

### **Committee Authority and Responsibilities:**

- Periodically review and reassess the adequacy of corporate governance of the Company, review and consider "best governance practices," to incorporate into its "Principles of Corporate Governance," and recommend any proposed changes to the Board.
- Seek, identify and interview individuals qualified to become board members for recommendation to the Board.
- Recommend competencies, skills and experiences desired for new directors and define the job description and expectations for directors, subject to Board approval.
- Authority to retain and terminate any search firm to be used to identify director candidates. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- Oversee the proper training and orientation of new directors and continuing education of all directors as appropriate.
- Recommend to the Board a slate of director nominees to be presented to the next annual meeting of shareholders.
- Recommend to the board, director nominees to fill vacancies on the Board.
- Oversee the election of committee chairs.
- In conjunction with committee chairs, recommend to the Board director assignments to Board committees.
- Review any proposed changes to Board-related compensation; and, upon Committee approval, will propose any potential changes to the Board of Directors for its review and approval.
- Annually review its own performance and annually propose a methodology for assessing the performance of other committees and the entire Board. Such assessments shall be discussed with the full Board annually.
- Make regular reports to the Board.
- Review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.