

CSB Bancorp, Inc. – Charter of the Nominating  
Committee of the Board of Directors  
Effective May 28, 2009

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## I. Organization and Function

As authorized by Article V of the Code of Regulations of CSB Bancorp, Inc. (the “Company”), and as directed by the Board of Directors of the Company, there shall be a committee of the Board of Directors of the Company known as the Nominating Committee (the “Committee”). The Committee shall be comprised of at least three (3) directors who shall be appointed annually at the first meeting of the Board of Directors following the annual meeting of shareholders to serve until the next ensuing similar meeting of the Board of Directors or until their earlier death, resignation or removal from the Committee or from the Board. The Committee shall only include non-employee directors who are not up for reelection at the next ensuing annual meeting of shareholders of the Company. The Board shall designate one member of the Committee as its Chairman.

The Committee shall meet at least twice each year and hold such other meetings from time to time as may be called by its Chairman or the Chief Executive Officer of the Company. A majority of the members of the Committee shall constitute a quorum of the Committee. A majority of the members in attendance shall decide any question brought before any meeting of the Committee.

The Committee shall keep minutes of its proceedings. The minutes of a meeting shall be approved by the Committee at its next meeting, shall be signed by the person whom the Chairman designated to act as secretary of the meeting, and shall be filed as permanent records with the Secretary of the Company.

At each meeting of the Board following a meeting of the Committee, the Chairman of the Committee shall report to the full Board on the matters considered at the last meeting of the Committee.

## III. Statement of Purpose

The purpose of the Committee is to ensure that the Board and its committees are appropriately constituted so that the Board and directors may effectively meet their fiduciary and other obligations to shareholders and to the Company. To that end, the Committee shall:

- A. Identify individuals qualified to become Board members and recommend to the Board the director nominees for the next annual meeting of shareholders and candidates to fill vacancies in the Board;
- B. Recommend to the Board annually the directors to be appointed to Board committees. Alternatively the full Board may decide committee assignments without recommendation from the Nominating Committee.

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- C. Develop and recommend to the Board a set of Corporate Governance Guidelines for the Company.

### III. Specific Duties and Responsibilities

#### 1. Recommend Nominees for Election as Directors

The Committee shall recommend to the Board the director nominees for the next annual meeting of shareholders and persons to fill vacancies in the Board that occur between meetings of shareholders. In carrying out this responsibility, the Committee shall:

- A. Determine in consultation with the Chairman of the Board and the Chief Executive Officer of the Company the desired Board skills and attributes (including independence of prospective directors) and, when appropriate, authorize searches for prospective Board members whose skills and attributes reflect those desired; and
- B. Determine that any recommended prospective Board member meets the qualifications and requirements of applicable law for service as a director of the Company and is consistent with furtherance of the policies of the Company as set forth in its Corporate Governance Guidelines, as well as the requirements and qualifications set forth in the Code of Regulations of the Company; and
- D. Consider nominees submitted to the Board by shareholders of the Company recognizing, however, that nominees properly submitted by shareholders in accordance with Article III, Section 3, of the Code of Regulations of the Company shall not require recommendation by the Committee in order to stand for election as a director.

#### 2. Recommend Appointments to Board Committees

The Committee shall annually recommend director appointments to the various committees of the Board. Alternatively, the full Board may approve committee assignments upon recommendation of the Board Chairman and the Chief Executive Officer consideration shall be given to the desired qualifications for membership of each Committee and the availability of the director to meet the time commitments required for membership on the particular committee.

#### 3. Annually Evaluate Board, Committee and Director Performance

The Committee shall annually oversee a process for evaluation of the Board, including Board committees and individual directors with terms expiring at the next annual meeting

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of shareholders. Each director shall be afforded the opportunity to provide input as part of the evaluation process.

#### **4. Engagement of Advisors**

The Committee shall have the sole authority to retain and terminate any search firm used to identify director candidates and shall have sole authority to approve such search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from legal, accounting or other advisors. The Committee may request any officer or employee of the Company or the Company's legal counsel to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee.

#### **5. Delegation**

The Committee may form and delegate authority to subcommittees comprised solely of independent directors of the Company when appropriate, provided any action taken by a subcommittee is subsequently reported to the Committee and ratified.

#### **6. Board Orientation and Training**

The Committee shall be responsible for developing an orientation program for new directors, which should include background information on the Company and its business, meetings with senior management, information with respect to regulatory matters impacting the Company, financial information and explanations, access to corporate documents and information with respect to corporate governance, and other matters as appropriate.

#### **7. Charter**

The Committee, together with the Board, shall review and reassess the adequacy of this Charter as appropriate, and recommend any proposed changes to the Board for approval.