

**WESTMORELAND SANCTUARY, INC.  
NOMINATING COMMITTEE CHARTER**

This Charter shall be read in together with, and interpreted by reference to, the by-laws of Westmoreland Sanctuary, Inc., as approved and adopted from time to time by its board of directors (the “By-Laws”). Unless otherwise provided herein, all terms used in this Charter shall be understood with the same meaning herein as they have in such By-Laws.

**I. PURPOSE**

The Nominating Committee (“Committee”) shall support the Board of Directors (the “Board”) of Westmoreland Sanctuary, Inc. (the “Corporation”) to advance the mission of the Corporation through sound management and governance, by seeking out and recommending qualified persons to serve as directors and officers for the Corporation.

**II. MEMBERSHIP AND ORGANIZATION**

The Committee shall consist of three or more directors. Committee members shall be elected by a majority of the entire Board at each Annual Meeting, and shall serve until the next Annual Meeting. The chairperson of the Committee (the “Chair”) shall be designated by the Board. There may be one or more Co-Chairs of the Committee, as the Committee may determine from time to time. The Chair shall preside at Committee meetings; or, if the Chair is not available, a Co-Chair may preside.

**III. MEETINGS**

The Committee shall meet from time to time as needed, as the Committee decides or upon request of the Board.

Any member of the Committee may propose a meeting by giving adequate prior notice to the other Committee members. Meetings of the Committee may be held by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. A majority of the members of the Committee shall constitute a quorum. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be an act of the Committee.

#### **IV. KEY RESPONSIBILITIES**

The Board hereby authorizes and directs the Committee to carry out the activities set forth below (subject to Section 4.1(b) of the By-Laws):

1. Establish, review and update standards, qualifications and criteria that are desirable for directors, including ensuring that director candidates will meet the qualifications required by the Certificate of Incorporation and the By-Laws;
2. Direct the screening, interviewing, selection, evaluation and nomination of individual candidates for directorships, consistent with applicable standards, qualifications and criteria, and present and recommend such individuals to the Board prior to each Annual Meeting, or whenever there is a vacancy or otherwise it is otherwise necessary, as candidates for nomination, election and appointment;
3. Recommend directors to stand for election or appointment as officers;
4. Recommend whether any directorships should be added or eliminated (subject to maintaining at least nine (9) and no more than seventeen (17) directorships) and, if a directorship is being added, which class it should be added to;
5. Recommend the formation of Board committees, and nominate members to such committees; and
6. Engage in other activities reasonably related to the Committee's purposes or assigned by the Board from time to time.