

Providing oversight on a broad range of issues surrounding the operation of the board of directors of Corning Natural Gas Holding Corporation and its subsidiaries

Charter of the Governance Committee of the Board of Directors



Corning Natural Gas
Holding Corporation

I. Purpose

The primary purpose of the governance and community relations committee of the board of directors is to provide oversight on a broad range of issues surrounding the operation of the board of directors of Corning Natural Gas Holding Corporation and its subsidiaries including recommendations and guidance to the board for consideration in corporate governance principles.

The committee shall ensure that any report of the committee that is required by the rules of the Securities and Exchange Commission (SEC) to be included in the Company's annual proxy statement or other filings is prepared and so included.

II. Committee Members

The committee shall be composed of at least three directors as determined in accordance with the SEC and FINRA rules and regulations. Committee members shall be appointed and removed by the board in its sole discretion.

III. Committee Meetings

The committee will meet at least annually with authority to convene additional meetings as called by the chair of the committee or at the request of any two members of the committee. Minutes will be prepared, and the committee will report to the board the results of its meetings. A majority of members shall decide any question brought before any meeting of the committee.

IV. Duties and Responsibilities

The committee has the following specific duties:

- A. Evaluate and recommend to the board the number and accountability of board committees, committee leadership, committee assignments, and committee membership rotation practices.
- B. Review issues and developments relating to corporate governance issues and make recommendations to the board.
- C. Make recommendations to the board regarding director orientation and continuing education.
- D. Evaluate board performance in accordance with all applicable laws, rules, and regulations.
- E. Determine director independence for recommendations to the board.
- F. Review and periodically reassess the adequacy of this charter and recommend changes to the board for approval.
- G. Review and periodically reassess the adequacy of all other committee charters and recommend changes to the board for approval.
- H. Oversee the corporate giving and charitable donation policy of the corporation and its subsidiaries.

In addition, any similar matters may be specifically referred to the committee by the board or the chairman of the board.