

OIL CASUALTY INSURANCE, LTD

Governance and Recruitment Committee Charter

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| I. Purpose | The Corporate Governance and Recruitment Committee (“the Committee”) shall assist the Board of Directors (the “Board”) in carrying out its responsibilities relating to the Corporation’s governance practices by developing and recommending to the Board a set of corporate governance guidelines, providing oversight of the corporate governance affairs of the Board and Committees of the Company and assisting the Board in identifying and recruiting qualified candidates to have their names placed into nomination to serve on the Board. |
| II. Structure | The Committee is a Standing Committee. The Committee shall consist of no less than three and no more than five Directors appointed by the Board. The Board, in its discretion, may remove appointed members of the Committee. The members shall designate the Chairman of the Committee. |
| III. Procedure | The Committee will report to the Board and will meet as often as it determines, but not less than once a year. The Committee may ask members of management or others to attend Committee meetings and provide pertinent information when needed. At least half the members of the Committee will constitute a quorum. The Committee may delegate any of its responsibilities to sub-committees, as the Committee may deem appropriate. |

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| IV. Duties, Responsibilities & Authority | <ol style="list-style-type: none">1. The Committee has overall responsibility, power and authority to develop and recommend to the Board a set of corporate governance guidelines and will review the corporate governance guidelines at least annually.2. Review the Board's structure and those of the Committees and recommend to the Boards any changes deemed appropriate.3. Oversee self-evaluation of the Board and Committees as per the self-evaluation schedule.4. Review and recommend, as appropriate, director orientation and continuing development programs for members of the Board.5. Recommend, review, and document appropriate delegations of authority to the CEO.6. Assist the Board in the recruitment of Directors by:<ol style="list-style-type: none">a. Assessing the skills that are appropriate for the Board as a whole to function effectively;b. Identifying skill areas to be considered in recruitment;c. Publishing communications and otherwise publicizing information about the roles and benefits of directorship;d. Other tasks related to recruitment as appropriatee. The Committee shall not nominate or otherwise endorse any particular candidate for election to the Board.7. The Committee shall review and assess, at least every other year, all Committee Charters and submit changes to the Board for approval. In the case of a joint committee, this Committee shall coordinate its review with the OIL Governance and Recruitment Committee.8.. Have the authority, in its discretion, to retain and terminate any consulting firm to assist in the evaluation of corporate governance.9. Periodically inform the Board on Committee activities and make appropriate recommendations.10. Perform other functions at the request of the Boards. |
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