



# Plumb Funds

**WISCONSIN CAPITAL FUNDS, INC.**

## **NOMINATING and GOVERNANCE COMMITTEE CHARTER**

### **1. Composition**

- a. The Nominating/ Governance Committee (the “Committee”) shall be composed entirely of Directors who are not “interested persons” of Wisconsin Capital Funds, Inc. (the “Company”) within the meaning of the Investment Company Act of 1940, as amended (“Independent Directors”).
- b. Each Committee member will complete a Director and Officer Questionnaire on an annual basis. The Committee, with the assistance of legal counsel, will review the questionnaires to confirm that each Committee member continues to be an Independent Director.
- c. Each Committee member shall serve a two year term unless he or she is removed by the Committee, or replaced by a duly appointed successor.
- d. The Committee will appoint a Chair of the Committee. The Chair will preside at all Committee meetings at which he or she is present and have such other duties and powers as may be determined by the Committee members. The Chair will serve until removed by the Committee, or replaced by a duly appointed successor.

### **2. Committee Meetings The Committee may:**

- a. Meet as often as it determines, but not less frequently than annually, to review the on-going independence of the Independent Director.
- b. Request that any officer or employee of the Company or the Company’s counsel or independent counsel, or others attend a meeting of the Committee.
- c. Meet as needed to consider proposed Board members.
- d. Meet as often as it determines, but not less frequently than annually, to review Independent Director compensation.

- e. Take action at any Committee meeting at which, 50% of the Committee members then in office are present (a “quorum”). Any action of the Committee requires the vote of a majority of the Committee members then in attendance, provided a quorum is present.

3. **Responsibilities, Duties and Powers** The responsibilities, duties and powers of the Committee are to:

- a. Periodically review Board governance procedures and recommend any appropriate changes to the full Board of Directors.
- b. Identify, as necessary, new candidates who are qualified to serve as Directors of the Company. A copy of the initial set of guidelines for selecting Board candidates adopted by the Board of Directors is attached hereto as Appendix F.1.
- c. Nominate proposed members to the Board.
- d. Appoint members to any committee established by the full Board of Directors.
- e. Evaluate the independence of proposed Independent Directors.
- f. Review and evaluate qualifications of all candidates proposed for Board membership, including any candidates nominated by shareholders, in accordance with the guidelines adopted by the Board.
- g. Nominate Independent Directors for appointment or election to the Board.
- h. Review and ensure the on-going independence of the Independent Directors.
- i. Review the fees paid by the Company to the Independent Directors.
- j. Recommend to the full Board of Directors the compensation of Independent Directors.
- k. Coordinate and facilitate any evaluation of the performance of the full Board of Directors.
- l. Periodically review each Company’s proxy voting record, but not less frequently than annually.
- m. Review and reassess the adequacy of this charter periodically and recommend any proposed changes to the full Board of Directors for approval. Any material amendments to this charter must be approved by both a majority of the Company’s Director then in office and a majority of the Independent Directors then in office.

- n. Retain such experts, as it deems appropriate and monitor the performance of legal counsel employed by the Company and the independent Directors, including supervision of counsel for the independent Directors.
- o. Review the Company's advisory contract(s);
- p. Review the Company's contracts with other service providers, to the extent necessary;
- q. Report to the full Board regarding the Committee's review of the advisory agreement and its recommendations regarding adoption or continuation of the advisory agreement, with or without modifications to its terms;
- r. Retain such consultants or experts, as it deems necessary to obtain objective information on comparative peer group analysis, procedures relating to profitability methodologies, and performance results.
- s. Prepare a written request to the Company's investment adviser(s) on behalf of the Committee, requesting information necessary or desirable to evaluate the advisory agreement(s).
- t. Meet in person with no representatives of the adviser in attendance, to review the 15(c) report provided by the adviser.

Adopted: May 21, 2007