

CHARTER

THE CANANDAIGUA NATIONAL BANK AND TRUST COMPANY THE COMPENSATION COMMITTEE

Purpose:

The purpose of the Compensation Committee is to act on behalf of the Board of Directors to assure the existence and implementation of fair and equitable human resource policies and compensation that support the mission, vision, and values of the bank.

Members:

- Richard Fox
- Daniel P. Fuller
- Richard P. Miller, Jr., Chairman
- Caroline C. Shipley
- Alan J. Stone
- George W. Hamlin, Ex Officio (non-voting)

Meetings Schedule:

- Two (2) held before the December Board meeting
- One (1) held before the May Board meeting
- Additional meetings as required

Included in the Standing Agenda are such items as:

- Consider compensation issues of related entities
- Approve salary recommendations and scales for all personnel
- Establish a performance based compensation program, perquisites and benefits for senior management
- Review goals and objectives of CEO and senior management, their relevancy to the strategic plan and evaluate performance related to goals (Scorecard process)
- Direct the evaluation process for CEO
- Approve promotions and fireman's award
- Review directors' compensation
- Assure effective senior management, depth of bench and leadership development programs
- Act as the search committee in the event of CEO succession
- Assure appropriate succession and contingency planning

Approved: 2/10/10

Revised: 12/26/08, 2/11/09, 2/10/10

Annual Approval by Board: 3/17/10