

NOMINATING AND GOVERNANCE COMMITTEE

Members:

Patricia A. Boland, Chair
Richard P. Miller, Jr.
Thomas S. Richards
Caroline C. Shipley
Sue S. Stewart
George W. Hamlin, IV, Ex-Officio (voting)

Meetings:

Two times a year, and at the call of the Chairman

Standing Agenda:

- Oversee the process for the selection and orientation of new Directors.
- Annually, with the advice of the President, nominate a member of the Board to serve as Chairman of the Board of Directors
- Continuously assess the performance and effectiveness of the Board and its Committees in acting as the Shareholders' representatives in oversight of the Corporation.
- Address matters of Governance as they arise.

The Committee will fulfill all responsibilities as detailed in the Charter that follows.

Support Staff:

Steven Swartout, Esq., EVP, Corporate Risk and General Counsel
Jean M. Blance, AVP, Executive Assistant to the President

The Canandaigua National Bank and Trust Company
Charter of
Nominating and Governance Committee

Committee Functions and Duties:

The Committee acts on behalf of the Canandaigua National Bank and Trust Company's Board of Directors and Canandaigua National Corporation ("CNC") and its shareholders. The Committee shall be appointed by the Board of Directors and shall consist of at least four independent Directors and the Chief Executive Officer (ex-officio, voting).

1. The Committee shall identify and review qualifications of prospective Board members. The Committee shall provide a prospective candidate with information regarding CNC and service as a Board member and shall arrange for an interview with the prospective candidate. The Committee shall recommend candidates to the Board of Directors to fill expiring terms and vacancies as well as candidates for election at the Annual Meeting of Shareholders. In recommending candidates, the Committee will consider qualities consistent with criteria approved by the Board of Directors. Candidate integrity, judgment, willingness to make required time commitment, and financial skills shall be considered.
2. The Committee will initiate orientation for new members.
3. The Committee shall review the performance and participation of individual Directors, as current terms expire, and shall make recommendations to the Board of Directors for the re-election of Directors at the Annual Meeting.
4. The Committee shall be responsible for providing, on a regular basis, presentations and programs for the continuing education of the Board of Directors.
5. The Committee shall review the Charter and Standing Agenda of each Board Committee annually, and make recommendations for revision as appropriate.
6. The Committee shall make a report of its meetings to the Board of Directors.

¹ Directors are "independent" as defined by applicable listing standards of The Marketplace Rules of the NASDAQ Global Market and the Securities and Exchange Commission.

Approved by Committee 08/12/08
Approved by Board 11/12/08