



## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

(as approved and adopted by the Board of Directors on December 11, 2018)

- 1. Role.** The role of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of VSE Corporation (the "Corporation" or "VSE") is (1) to identify individuals qualified to become Board members, consistent with criteria approved by the Board; (2) to develop, maintain and recommend to the Board the Corporate Governance Guidelines; (3) to oversee the annual review and evaluation of the Board's performance; (4) to recommend to the Board directors to serve on each committee; and (5) to perform such other duties and responsibilities as are enumerated in and consistent with this Charter.
- 2. Membership.** The Committee membership will be comprised of three or more directors each of whom shall be an "independent director" as defined in Nasdaq Rule 4200(a)(15). The Board shall appoint the chairperson of the Committee.
- 3. Operations.** The Committee will meet at least twice a year. Additional meetings may occur as the Committee or its chairperson deem advisable. The Committee will keep minutes of its proceedings and will report its actions to the next meeting of the Board. The Committee will be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision hereof, (b) any provision of VSE's certificate of incorporation or bylaws or (c) the laws of the State of Delaware.
- 4. Authority.**
  - a) The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Corporation and the Committee will take all necessary or appropriate action to preserve the privileged nature of those communications.
  - b) Except as may otherwise be specifically authorized herein or required by the federal securities laws or Nasdaq rules, the Committee is not authorized to bind the Board or VSE without the Board's prior approval set forth in a duly adopted resolution approved by a majority of the Board members who are independent as defined by Nasdaq Rule 4200(a)(15) as currently in effect.
- 5. Responsibilities.** Subject to VSE's bylaws, the principal responsibilities and functions of the Committee are to review and provide guidance to the Board and management about proposals concerning the principal nominating and corporate governance policies of the Corporation, including:

- a) Identifying and recommending nominees for selection to the Board consistent with qualification standards and other criteria approved by the Board for selecting new directors;
- b) Consider and make recommendations to the Board on matters relating to the succession of the Chief Executive Officer and other senior management, as well as provide guidance on Board member succession;
- c) Reviewing and providing guidance on the independence of Board members or nominees consistent with applicable federal and state regulation and Nasdaq requirements;
- d) Reviewing and providing guidance on questions of possible conflicts of interest involving directors, officers and employees;
- e) Reviewing and providing guidance on the indemnification of VSE directors and officers and recommend for Board approval directors and officers insurance policies;
- f) Reviewing and providing guidance on stockholder nominations of directors and proposals for inclusion in the Company's proxy statement and stockholder or regulatory concerns regarding business conduct, ethics, securities and insider trading, and corporate governance;
- g) Reviewing and providing guidance on the organization of the Board to discharge the Board's duties and responsibilities;
- h) Reviewing and providing guidance on the conduct of regularly scheduled executive sessions of only the independent directors;
- i) Reviewing and providing guidance on the organization and responsibilities of the Board committees and director appointments for each Board committee
- j) Reviewing and providing guidance on the self-evaluation and peer evaluation procedures of the performance of the Board and its committees;
- k) Reviewing and making recommendations to the Board concerning a code of business conduct and ethics for directors, officers and employees, including VSE's insider trading policy, and, based on a periodic review, recommending changes as deemed appropriate;
- l) Reviewing and providing guidance on changes and amendments to VSE's bylaws and Corporate Governance Guidelines;
- m) Reviewing the Corporation's guidelines and policies with respect to risk assessment and risk management, specifically the Company's risk exposures in the areas of corporate governance, compliance and ethics, as well as succession planning for senior management and the steps management has taken to identify monitor and control such exposures;
- n) Reviewing and providing guidance on other nominating or corporate governance issues that either the Board or VSE management desires to have reviewed by the Committee; and
- o) Reviewing and reassessing the adequacy of this Charter on an annual basis.

6. **Charter Availability.** VSE shall post the text of this Charter on VSE's Internet website so that it is available to stockholders.