GERMANIA FARM MUTUAL INSURANCE ASSOCIATION

GOVERNANCE COMMITTEE CHARTER

Purpose:
The purpose of the Governance Committee (the "Committee") is to assist the Germania Farm Mutual Insurance Association ("GFMIA") Board of Directors (collectively the "Board", individually a "Director") in discharging its responsibilities relating to the location, evaluation, presentation, and recommendation of qualified individuals for certain positions in and associated with GFMIA, including Directors, the Chief Executive Officer, members of subsidiary boards, and any vacancies that may occur in any of these positions. The Committee also assists in developing and executing the most efficient and effective Board policies and practices necessary for the effective governance of GFMIA. In addition, the Committee exists to ensure that any possible irregularities in the election of a Director are investigated and the findings are presented to the Board.

Specific Duties and Responsibilities:

1. Review and recommend to the Board for approval certain criteria for the evaluation and selection of Directors.
2. Evaluate candidates for nomination to become Directors, consistent with criteria approved by the Board.
3. Recommend individual(s) for approval by the Board to be nominated as a Director.
4. Recommend nominees for director positions on subsidiary boards after considering the skills, knowledge, and experience desired for each subsidiary board.
5. Identify and evaluate potential candidates to serve as Chief Executive Officer and recommend a qualified candidate to the Board.
6. As to any vacancy the GFMIA Board desires to be filled, identify and evaluate potential candidates to fill any vacancy that may occur on the Board and recommend a qualified individual to the Board for approval to fill each such vacancy.
7. Define and recommend to the Board of Directors the primary roles and responsibilities of the Board and individual Directors, Board operating protocols, Board structures, and individual Director commitments.
8. Oversee the development and facilitation of a Director continuous training program.
9. Oversee a process of Board evaluation and continuous improvement.
10. Keep abreast of significant trends and developments in Board governance and update the Board of Directors with such information.
11. Evaluate irregularities that may have occurred in the election of a Director and present findings to the Board.
12. Review and make recommendations to the Board concerning increases or reduction in the number of Directors.
13. Review the Committee Charter annually and provide any suggested amendments to the Board for consideration and approval.
14. The Committee will notify the appropriate GFMIA Committee Chairperson of any information it becomes aware of which could potentially impact any risk under the purview of that GFMIA Committee.
15. Perform any other activities consistent with this Charter and any other duties the Committee deems appropriate given the intent of this Charter.

Committee Structure, Members, Term and Meeting Procedures:

1. The Committee will consist of not less than three (3) GFMIA Directors.
2. The GFMIA Board Chairperson will provide a recommendation of Committee membership to the GFMIA Board for full approval.
3. At its first meeting following the appointment of the Committee members, the Committee shall select a Chairperson from among its members.
4. The term for each Committee member shall be two (2) years. Committee members may be appointed to serve consecutive terms.
5. The Committee Chairperson shall chair any executive session of the Board of Directors when the Chairperson of the Board of Directors is not present.
6. If any member of the Committee ceases to be a member of the GFMIA Board of Directors, then such Committee member's term on the Committee shall terminate as of the date of termination from the GFMIA Board.
7. A Committee member's term on the Committee may be modified at any time by the GFMIA Board Chairperson providing a recommendation to the GFMIA Board for approval.
8. Meetings of the Committee shall be held on an as needed basis. To have a quorum present, a majority of the voting members must be present at the meeting. Action shall be taken where approved by the affirmative vote of a majority of the voting members in attendance at any meeting where a quorum is present. A meeting of the Committee may be conducted by means of telephonic conference or electronic means wherein all persons participating can hear each other or otherwise participate. Participation in a meeting held pursuant to this paragraph shall constitute presence in person at such meeting.
9. The Committee may ask members of management or others to attend meetings and provide pertinent information.
10. The Committee may utilize such professionals and/or individuals (including, but not limited to, consultants) from time to time as the Governance Committee deems necessary.
11. The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the GFMIA Board.

Decision Making:

The Committee will present all recommendations, assessments, and any amendments to this Committee Charter to the GFMIA Board of Directors for final approval.