

**SALISBURY BANCORP, INC.
SALISBURY BANK AND TRUST COMPANY
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

Purpose

The Nominating and Governance Committee of the Board of Directors (the “Board”) of Salisbury Bancorp, Inc. (the “Corporation”), also serves as the Nominating and Governance Committee of its subsidiary, Salisbury Bank and Trust Company (the “Bank”). The Nominating and Governance Committee shall identify individuals qualified to serve as Board members, select Director Nominees for the next annual meeting of shareholders or for interim appointments, consider and make recommendations to the Board concerning the size and composition of the Board and consider from time to time the Board committee structure and makeup. The Nominating and Governance Committee shall also recommend to the Board appropriate corporate governance principles.

Committee Membership

The Nominating and Governance Committee shall consist of no fewer than three (3) members of the Board. Members of the Nominating and Governance Committee shall be appointed and may be removed by the Board. All members of the Nominating and Governance Committee shall meet the independence requirements of any exchange on which the Corporation’s stock is traded and any other legal requirements, including requirements under the federal securities laws.

Committee Authority and Responsibilities

1. The Nominating and Governance Committee shall perform the core function of selecting Director Nominees for the next meeting of shareholders or for interim appointments. This responsibility includes working with the Board to establish criteria for board membership, reviewing candidates’ qualifications and any potential conflicts with the Corporation’s interests, assessing the contributions of current Directors in connection with their re-nomination, and making recommendations to the full Board with respect to these matters and with respect to the removal of a Director. In the event that the Corporation is legally required by contract or otherwise to provide third parties with the ability to designate nominees, the selection and nomination of such Directors need not be subject to the process set forth herein.
2. The Nominating and Governance Committee and the Board shall consider the following qualifications in evaluating candidates for nomination as a Director:
 - Sound business judgment and financial sophistication in order to understand the Corporation’s financial and operating performance and to provide strategic guidance to management.
 - Business management experience.
 - Integrity, commitment, honesty and objectivity.

- A general familiarity with:
 - i. Prudent banking principles;
 - ii. Bank operations/technology;
 - iii. Pertinent laws, policies, and regulations;
 - iv. Markets and trends affecting the financial services industries; and
 - v. Local economic and business opportunities.
 - Strong communication skills in order to function effectively with the Corporation's constituencies.
 - A financial interest in the Corporation as a shareholder. However, generally, a candidate shall not have relationships with the Corporation, the Bank, or their subsidiaries that would disqualify the candidate from being considered "independent."
 - Involvement in philanthropic, education, business, or civic leadership positions.
 - Familiarity with the geographic areas served by the Corporation and the Bank (although it is not required that a Director be a resident of Connecticut).
 - Willingness and commitment to devote sufficient time and energy to prepare for and attend Board and committee meetings and to diligently perform the duties and responsibilities of service as a Director.
 - Lack of conflicting interests with the Corporation, the Bank, or their subsidiaries.
3. In the performance of its duties, the Nominating and Governance Committee shall also consider qualification requirements such as those set forth in the Bylaws, Certificate of Incorporation, and applicable exchange rules.
 4. The Nominating and Governance Committee shall review the Board's committee structure and recommend to the Board for its approval Directors to serve as members of each committee. The Nominating and Governance Committee shall review and recommend committee composition annually and shall recommend additional committee members to fill vacancies as needed.
 5. The Nominating and Governance Committee shall develop and recommend to the Board for its approval a set of corporate governance principles applicable to the Corporation. The Nominating and Governance Committee shall review the principles at least annually and recommend changes as necessary to the Board.
 6. The Nominating and Governance Committee may delegate its authority to its individual members as deemed appropriate by the Committee, provided that any delegate shall report any and all actions taken by him or her to the full Nominating and Governance Committee at its next regularly scheduled meeting.

7. The Chairperson of the Committee, appointed by the Board of Directors, shall be responsible for leadership of the Nominating and Governance Committee, including preparing the agenda, presiding over the meetings, and reporting for the Nominating and Governance Committee to the Board.
8. The Nominating and Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify board candidates, including sole authority to approve the search firm's fees and other retention terms. The Nominating and Governance Committee also shall have authority to obtain advice and assistance from internal and outside legal, accounting, or other advisors it determines necessary to carry out its duties.
9. The Nominating and Governance Committee shall oversee the annual evaluation process for the Board.
10. The Nominating and Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
11. Nominations of persons for election to the Board may also be made by shareholders at any meeting of shareholders pursuant to the notice procedures set forth in the Corporation's Bylaws.
12. The Nominating and Governance Committee and the Board shall not discriminate on the basis of sex, race, color, gender, national origin, religion, or disability in the evaluation of candidates.

Last reviewed and approved by the Board of Directors on December 30, 2019.