



ProAssurance Corporation Nominating/Corporate Governance Committee Charter

1. Members

The Board of Directors of ProAssurance Corporation (the "Company") shall appoint a Nominating/Corporate Governance Committee of at least three members in accordance with the By-Laws. Each member of the Nominating/Corporate Governance Committee must be independent, as determined by the Board. For purposes hereof, the term "independent" shall mean a director that the Board determines meets the independence requirements for Nominating/Corporate Governance Committee members under the rules and regulations of the Securities and Exchange Commission and listing standards of the New York Stock Exchange ("NYSE").

2. Purposes, Duties and Responsibilities

The purposes of the Committee shall be to:

- Identify individuals qualified to become directors and recommend to the Board for its consideration the candidates for all directorships to be filled by the Board or to be elected by the stockholders;
- Advise the Board with respect to the Board composition, procedures and committees;
- Develop and recommend to the Board a set of corporate governance principles applicable to the Company;
- Oversee the evaluation of the Board and the evaluation of the Company's management; and
- Otherwise take a leadership role in shaping the corporate governance of the Company.

The following purposes shall be the ordinary recurring activities of the Committee in carrying out its duties and responsibilities. These purposes should serve as a guide with the understanding that the Committee may carry out additional duties and responsibilities and adopt policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other duties and responsibilities delegated to it by the Board from time to time related to the purpose of the Committee.

A. Board of Directors Selection, Composition and Evaluation

The Committee shall have the following duties and responsibilities with respect to the selection, composition and evaluation of the Board:

(i) To identify individuals believed to be qualified as candidates to serve on the Board and to recommend to the Board the nominees to stand for election as Directors of the Company at the annual meeting of the stockholders. In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, including

a candidate's reputation for ethical business dealings, knowledge, skills, experience, expertise, and the extent to which the candidate would fill a present need and diversify the experience of the Board.

(ii) To review the suitability for continued service as a Director of each Board member when his or her term expires and when he or she has a significant change in status, including but not limited to an employment change, and to recommend to the Board whether or not the Director should be re-nominated.

(iii) To recommend to the Board the class of directors in which the director-nominees should serve.

(iv) To conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.

(v) To consider the likelihood that each candidate will satisfy any independence requirement imposed by law, regulation or NYSE listing requirement and to ensure that the Board as a whole contains at least the minimum number of independent Directors, and to evaluate potential conflicts with respect to possible candidates to serve on the Board and directors being considered for re-election.

(vi) To review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board.

B. Board Committees

The Committee shall have the following duties and responsibilities with respect to Board committees:

(i) To periodically review the composition of each committee of the Board in light of the purpose and structure of such committee, and the criteria for service on such committee.

(ii) To make recommendations to the Board regarding the size and structure of each standing committee of the Board.

(iii) To monitor the functioning of the committees of the Board and to make recommendations of any changes, including the creation and elimination of committees.

(iv) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual Director, to make such a recommendation at any time.

C. Corporate Governance

The Committee shall have the following duties and responsibilities with respect to corporate governance:

(i) To develop and recommend to the Board a set of corporate governance principles for the Company which shall be consistent with any applicable laws, regulations and listing standards and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.

(ii) To review periodically, at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company and consistent with applicable laws, regulations and listing standards, and to recommend any desirable changes to the Board.

(iii) To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

(iv) To review the Company's Code of Ethics and Conduct and to monitor compliance with the code to the extent that this oversight activity is not assigned to another committee.

(v) Annually evaluate the performance of the Committee and assess the adequacy of the Committee charter.

D. Evaluation of the Board and Management

The Committee shall be responsible for overseeing the evaluation of the Board as a whole and the management of the Company, including the Chief Executive Officer of the Company. The Committee shall establish procedures to allow it to exercise this oversight function.

E. E. Enterprise Risk Management

The Committee shall review and monitor the Company's Enterprise Risk Management ("ERM") process subject to the following:

(i) The Audit Committee shall have sole oversight over ERM areas related to financial compliance (accounting, auditing, internal controls, financial reporting, internal audit, and investor disclosures).

(ii) As to all other areas of ERM, the Nominating/Corporate Governance Committee shall have primary oversight responsibility.

(iii) The Nominating/Corporate Governance Committee shall meet jointly at least annually with the Audit Committee to discuss policies and activities with respect to the Company's overall ERM process and its risk assessment and risk management.

3. Outside Advisors

The Committee shall have the exclusive authority to retain such outside consultants, counsel, experts and other advisors as it determines appropriate to assist it in the performance of its functions. The Committee shall retain and terminate the outside advisors, and shall have the exclusive authority to approve the firm's fees and other retention terms. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation of any such advisors. If a search firm is to be used to identify director candidates, the Committee shall have sole authority to select, retain and terminate the search firm, including sole authority to approve the firm's fees and other retention terms.

4. Meetings

The Committee shall meet as often as necessary to carry out its responsibilities under this Charter, but shall hold at least two regularly scheduled meetings per year, either in person or telephonically, and at such times and places as the Committee shall determine. A majority of the members of the Committee shall constitute a quorum.

5. Reports

The Committee shall report regularly to the full Board with respect to its activities.