

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Updated Approval as of November 7, 2018

Status

The Nominating and Corporate Governance Committee (“Committee”) is a committee of the Board of Directors (“Board”) of Red Lion Hotels Corporation, doing business as RLH Corporation (“Company”).

Membership

The Committee shall consist of at least three members of the Board of Directors. The Board will appoint Committee members and the Committee chair on an annual basis, as soon as is practical following the annual meeting of Shareholders of the Company. An individual may serve on the Committee only if the Board of Directors determines that the individual is “independent” as that term is defined by the rules and listing standards of the SEC and the NYSE, respectively. The Board shall also have the right to remove and/or replace any member of the Committee from time to time in its discretion.

Purpose

The purposes of the Committee are to: (1) identify and recommend to the Board for selection or nomination those individuals qualified to become members of the Board under the criteria established by the Corporate Governance Guidelines of the Company; (2) periodically review and make recommendations to the Board with regard to size and composition of the Board and its committees; (3) recommend and periodically review for adoption and modification by the Board the Corporate Governance Guidelines of the Company; and (4) oversee the evaluation of the Board and its committees.

Duties and Responsibilities

The Committee shall:

1. At least annually, review and make recommendations regarding Board and committee size and composition, including as to the chairs of each committee;
2. At least annually, review and make recommendations with regard to modification of and compliance with the Corporate Governance Guidelines of the Company, including the qualifications for Board membership;
3. At least annually, identify and evaluate qualified nominees for election to the Board at the annual meeting of shareholders and for appointment in the event of a vacancy on the Board, and supervise the orientation of new members of the Board;

4. Review any time constraints and potential conflicts of interest arising from changes of employment, membership on another board by a member of the Board or changes in the business of another company for which a member of the Board serves as an officer or director;
5. Review any facts or circumstances which may cause a director not to satisfy any of the categorical standards set forth in the Corporate Governance Guidelines for an “independent director” or which indicates that any entity of which such director is an officer or director has become a competitor of the Company;
6. Initially investigate and make any recommendation with regard to appropriate action in response to director conflicts of interest or any facts or circumstances referred to in paragraph 5 above;
7. Have sole authority to retain and terminate any search firm to be used to identify potential members of the Board, including the fees and terms of such retention;
8. Oversee the annual performance evaluation of the Board and its committees;
9. Review this Charter at least annually and recommend any proposed changes to the Board for approval; and
10. Conduct an annual self-performance evaluation of the Committee.

Meetings

The Committee shall meet at least annually in preparation for the meeting of the Board at which the director nominees for the next annual meeting of shareholders are identified, and at such other times as it deems necessary to fulfill its responsibilities. The Committee shall promptly inform the Board of the actions taken or issues discussed at its meetings. This will generally take place at the Board meeting following a committee meeting.

Delegation

The Committee shall not have the authority to delegate its responsibilities to any subcommittee.

Exclusions

If the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the selection and nomination of such directors need not be subject to the processes described in this Nominating and Corporate Governance Committee Charter.

Retention of Independent Counsel and Other Advisers

The Committee shall have the right to retain independent counsel or other advisers that the Committee determines are necessary in carrying out its duties. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any such independent counsel or other advisers retained by the Committee.