

GOVERNANCE COMMITTEE CHARTER
of the
Governance Committee of the
Board of Directors
of
FREMONT MICHIGAN INSURACORP, INC.

I. GOVERNANCE

This Charter sets forth the basic principles regarding the organization, membership, purpose, authority and responsibilities of the Governance Committee (“Committee”) of Fremont Michigan InsuraCorp, Inc. (“Company”) and has been approved by the Company’s Board of Directors.

II. ORGANIZATION AND MEMBERSHIP

The Committee shall consist of at least three directors appointed by the Board of Directors. One Committee member shall be designated by the Board of Directors as Chairperson. All Committee members shall be, in the business judgment of the Board, independent under the NASDAQ definition of “independence,” independence standards adopted by the Board and any other applicable laws, rules and regulations, all as determined by the Board. A Committee member may be removed for any reason by the Board of Directors. The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, but not less than once per year.

III. STATEMENT OF PURPOSE

The Committee shall assist the Board of Directors in fulfilling its responsibilities on matters and issues related to the Company’s corporate governance practices, including, (i) identifying and recommending qualified individuals to become Board members, consistent with criteria approved by the Board, (ii) recommending director candidates for election at the annual meeting of stockholders, (iii) making recommendations regarding the size and composition of the Board of Directors and its committees, (iv) developing, recommending and overseeing the Company’s corporate governance guidelines, (v) overseeing the evaluation of the Board and management, and (vi) performing a leadership role in shaping the Company’s corporate governance.

IV. AUTHORITY, DUTIES AND RESPONSIBILITIES

The Committees’ authority, duties and responsibilities shall include the following:

1. In conjunction with the Board of Directors, establish qualification standards for membership on the Board of Directors and its committees consistent with the criteria set forth in applicable rules and regulations, the various committee charters and the corporate governance guidelines;

2. Seek and evaluate individuals qualified to become new members of the Board of Directors, review the qualifications of candidates recommended by management and stockholders for election to the Board of Directors and assess the contributions and independence of incumbent Directors standing for reelection to the Board;
3. Select and recommend to the Board of Directors nominees for election or reelection by the stockholders at the annual meeting, and to fill vacancies on the Board of Directors;
4. Develop and recommend to the Board of Directors corporate governance guidelines, review the guidelines on an annual basis, and recommend any changes to the guidelines as necessary;
5. Establish and recommend to the Board guidelines, in accordance with applicable rules and regulations, to be applied when assessing the “independence” of Directors;
6. Consider applicable rules, regulations and disclosure obligations regarding the presence of an “audit committee financial expert” on the Audit Committee and recommend to the Board of Directors actions to address such requirements;
7. Review the Company’s management succession plan annually;
8. Recommend to the Board of Directors key executives to serve as corporate officers;
9. Annually review and make recommendations to the Board of Directors concerning the structure, composition and functioning of the Board of Directors and its committees and recommend to the Board of Directors, committee members and chairpersons;
10. Develop and recommend to the Board of Directors for its approval an annual self-evaluation process for the Board and its committees, and oversee the evaluation process;
11. Engage consultants and advisors at the expense of the Company to assist the Committee as it deems necessary in the performance of its functions. The Committee shall have the sole authority to retain and terminate any consultants and advisors and to approve all fees and other retention terms;
12. Establish subcommittees of the Committee in its discretion and delegate such powers and authority as determined by the Committee;

13. Conduct and discuss with the Board of Directors an annual performance evaluation of the Committee, including the Committee's adherence to this Charter;
14. Provide the Board of Directors with regular reports regarding the Committee's decisions, actions and recommendations; and
15. Review the Company's strategic plan annually.

Revised Effective: October 12, 2004