



## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

(Adopted December 18, 2023)

### **Purpose**

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of VSE Corporation (the "Company" or "VSE") is to assist the Board with oversight of corporate governance matters, including: (1) to identify and recommend to the Board qualified candidates to serve as directors of the Company; (2) to develop and recommend to the Board matters of corporate governance, including the Corporate Governance Guidelines and environmental, social and governance ("ESG") strategies and communications; (3) to oversee the annual review and evaluation of the Board's performance; (4) to recommend to the Board directors to serve on each committee; and (5) to perform such other duties and responsibilities as are delegated to it by the Board from time to time related to the purposes of the Committee outlined in this Charter.

### **Membership**

The Committee shall consist of three or more members of the Board, each of whom is determined by the Board to be "independent" in accordance with applicable Nasdaq rules and federal securities laws. The members of the Committee, including the Chair, shall be appointed by the Board. Each member shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

### **Meetings**

The Committee shall meet as often as it deems necessary to carry out its responsibilities, but in any event, not less than twice per year. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time.

The Committee Chair, in consultation with the other members of the Committee and senior management of the Company, will establish the agenda for each Committee meeting.

The Committee Chair shall preside at each meeting. The Committee will meet periodically in executive session without Company management present. The Committee will keep minutes of its proceedings and will report its actions to the next meeting of the Board.

### **Authority and Resources**

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities. The Committee has the authority to retain outside counsel, any search firm used to identify director candidates, or other advisors or consultants, as it deems appropriate, including sole authority to approve the firms' fees and other retention terms.

Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary or appropriate action to preserve the privileged nature of those communications.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

### **Duties and Responsibilities**

The Committee has the following duties and responsibilities:

#### Board and Committee Selection, Composition and Evaluation

1. Identify and recommend nominees for selection to the Board consistent with qualification standards and other criteria approved by the Board for selecting new directors.
2. Evaluate and recommend to the Board incumbent directors who are expected to stand for reelection upon the expiration of each director's term.
3. Review and make periodic recommendations to the Board regarding the skills, qualifications and experience required of directors and candidates, including those that promote diversity of age, gender, race, ethnicity, experience and background.
4. Review and recommend the appropriate leadership structure for the Board.
5. Review and provide, at least annually, and from time to time as necessary, guidance on the independence of Board members or nominees consistent with applicable federal regulation and Nasdaq requirements.
6. Review and provide guidance on stockholder nominations of directors and proposals for inclusion in the Company's proxy statement.
7. Review and provide guidance on the organization and responsibilities of the Board committees and director appointments for each Board committee and committee chair.
8. Conduct a formal annual evaluation of the Board and Board committee performance.

#### Succession Planning

9. Provide support to the Compensation and Human Resources Committee in its oversight of the Company's succession planning process for the Company's senior executive officers, including the Chief Executive Officer, as appropriate.
10. Review and provide guidance on Board member succession.
11. Consider and recommend to the Board candidates for succession at the Chair and Chief Executive Officer level in concert with the Human Resource and Compensation Committee, including whether or not the role of the Chair and Chief Executive Officer should be separate or combined.

#### Environmental, Social and Governance Initiatives

12. Review and provide guidance on the Company's ESG strategy, programs, risks and communications.
13. Assist the Board in fulfilling its oversight responsibilities relating to ESG programs and risks, including assessing management and the Board's strategy and procedures for the risks, opportunities and disclosure obligations related to ESG matters.

#### Corporate Governance Matters

14. Review periodically and make recommendations to the Board on changes and amendments to VSE's Certificate of Incorporation, Bylaws, Corporate Governance Guidelines, committee charters and Code of Business Conduct and Ethics.
15. Review and discuss with management disclosure of the Company's (i) corporate governance practices, including the Board's independence, diversity, nomination process and structure and (ii) ESG initiatives.
16. Review and discuss with management and the Board the Company's engagement with and responsiveness to stockholder votes or proposals on governance matters.
17. Review and provide guidance on the indemnification of the Company's directors and officers, including review and recommendations on directors and officers insurance policies.
18. Monitor and evaluate training needs and continuing education programs for directors.
19. Review and provide guidance on questions of possible conflicts of interest involving directors, officers and employees.

#### Other

20. Review and reassess the adequacy of this Charter on an annual basis.
21. Perform an annual evaluation of the Committee and make recommendations to the Board.
22. Review and provide guidance on any other nominating or corporate governance issues that either the Board or management desires to have reviewed by the Committee.