

**OPTIMUM FUND TRUST
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

Nominating and Governance Committee Membership

The Nominating and Governance Committee shall be composed of three or more members, each of whom shall be disinterested ("independent") as defined in the Investment Company Act of 1940, as amended. One member of the Committee shall be designated by the Board as Chair. Each member of the Committee shall serve at the discretion of the Board. The Chair and members of the Committee shall receive such compensation for their service on the Committee as the Board may determine from time to time.

Board Nominations and Functions

1. **Independent Trustees.** Independent Trustees are to be selected and nominated solely by incumbent independent Trustees. The Committee shall make recommendations for nominations for independent trustee membership on the Board of Trustees to the incumbent independent Trustees. The Committee shall evaluate candidates' qualifications for Board membership and their independence from the Funds' manager and other affiliates and principal service providers. Persons selected must be independent in terms of both the letter and spirit of the governing rules and regulations. The Committee shall also consider the effect of any relationships beyond those delineated in the governing rules and regulations that might impair independence, e.g., business, financial or family relationships with managers or service providers.
2. **Interested Trustees.** The Committee shall evaluate candidates' qualifications and make recommendations for interested trustee membership on the Board of Trustees to the full Board.
3. **Shareholder Recommendations.** The Committee shall establish policies and procedures with respect to the submission and consideration of shareholder recommendations regarding candidates for nomination for election to the Board.
4. **Board Composition.** The Committee shall periodically review the composition of the Board of Trustees to determine whether it may be appropriate to add individuals with different backgrounds or skill sets from those already on the Board.
5. **Term of Service.** A Trustee shall submit his or her written resignation as a member of the Board by the end of the year upon which the individual reaches 75. The resignation shall be effective upon its acceptance by the Board. It is recognized that the best interests of the Funds and their shareholders may be affected by the timing of the resignation or retirement of a Trustee and that the resignation or retirement of more than one Trustee in a short period of time might, under then prevailing circumstances, not be in the best interests of the Funds and their shareholders. The sense of the Board, however, is, except under extraordinary circumstances, no Trustee shall serve beyond age 75.

Other Powers and Responsibilities

1. The Committee shall evaluate annually, or as otherwise necessary, the ability of each Trustee to function effectively in the discharge of his/her oversight and fiduciary responsibilities as a Trustee. The Chair of the Committee shall undertake appropriate action as required by law or based on the Committee's evaluation.
2. The Committee shall, together with the Independent Chair, monitor the performance of counsel for the independent Trustees.
3. The Committee shall establish procedures to facilitate shareholder communications to the Funds' Board of Trustees.

4. The Committee shall have the resources and authority appropriate to discharge its responsibilities, including authority to retain special counsel and other experts or consultants at the expense of the appropriate Fund(s).
5. The Committee shall review this Charter at least annually and recommend any changes to the full Board of Trustees.

Approved: December 16, 2004

Amended: September 15, 2005

Amended: June 14, 2007

Amended: September 22, 2011

Amended: December 10, 2013