

Nationwide Mutual Funds
and
Nationwide Variable Insurance Trust
(individually, the “Trust”, and collectively, the “Trusts”)

NOMINATING AND FUND GOVERNANCE COMMITTEE CHARTER

Nominating and Fund Governance Committee Membership

The Nominating and Fund Governance Committee (“Committee”) shall be composed entirely of Trustees who are not interested persons of the Trust (“Independent Trustees”), as defined in the Investment Company Act of 1940, as amended (“1940 Act”). Members of the Committee may designate one member to serve as Chairman. Members of the Committee shall serve at the pleasure of the full Board of Trustees (“Board”).

Board Nominations and Functions

1. The Committee shall select and nominate all persons for election or appointment as Trustees of the Trust, which selection and nomination shall be based on the criteria set forth in Appendix A hereto, provided that nominees for Independent Trustee shall be recommended for selection and approval by all of the incumbent Independent Trustees then serving on the Board. The Committee shall evaluate candidates’ qualifications for Board membership and, in connection with Independent Trustee candidates, their independence from the Trust’s investment advisers and other principal service providers. Persons selected as Independent Trustee candidates must be independent in terms of both the letter and the spirit of the 1940 Act. The Committee shall also consider the effect of any relationships beyond those delineated in the 1940 Act that might impair independence (*e.g.*, business, financial or family relationships with investment advisers and other service providers).

The Committee shall consider Trustee candidates recommended by shareholders of the Trusts. Any such candidates shall be considered and evaluated based upon the criteria set forth in Appendix A. The names of such candidates should be submitted to the Trust in accordance with the Trust’s *Policy Regarding Shareholder Submission of Trustee Candidates*.

The Committee shall oversee the implementation of the Trust’s *Policy Regarding Shareholder Submission of Trustee Candidates*, and, in accordance with this policy, among other matters: (i) shall review, on an annual basis, said *Policy Regarding Shareholder Submission of Trustee Candidates* and recommend any appropriate changes to said *Policy Regarding Shareholder Submission of Trustee Candidates*; (ii) shall review, on a quarterly basis, appropriate certification reports prepared by Trust management in regard to any and all shareholder submissions of Trustee candidates; and (iii) shall review all shareholder submissions of Trustee candidates.

2. The Committee periodically shall review the composition of the Board to determine whether it may be appropriate to add individuals with specific backgrounds, diversity or skill sets.
3. The Committee periodically shall review Board governance procedures and shall recommend any appropriate changes to the Board. Among other matters, the Committee annually shall review (a) the Board's policies on Trustee retirement and Trustee investment in series of the Trust, (b) the Board's policies on Trustee compensation and attendance at Board and Committee meetings and at approved industry conferences, and (c) the Board's effectiveness, including (i) the process by which the Trust's principal service providers are evaluated, retained, and terminated, and (ii) the process by which other statutory or regulatory obligations are fulfilled, and shall recommend any appropriate changes to the Board.
4. The Committee annually shall review the Trustee and Officer Questionnaires completed by each Trustee of the Board. If the Committee determines that the composition of the Board requires adjustment (due to a change in the status of any Independent Trustee or otherwise), the Committee may recommend to the Board the removal, replacement, or retirement of an incumbent Trustee and may recommend the selection and nomination or appointment (as appropriate) of an appropriate candidate, based upon the criteria set forth in Appendix A hereto, to adjust the composition of the Board, as necessary.
5. The Committee shall oversee implementation of the Board's policies regarding evaluations of the Board and Trustee peer evaluations.
6. The Committee shall review and make recommendations to the Board regarding the *Proxy Voting Guidelines, Policies, and Procedures* of all new Trust investment advisers and sub-investment advisers. Annually, the Committee shall review changes to and certifications with respect to the *Proxy Voting Guidelines, Policies, and Procedures* of all investment advisers and sub-investment advisers of the Trusts that previously were considered by the Board.
7. The Committee periodically shall review Trustee compensation and shall recommend any appropriate changes to the Independent Trustees as a group.
8. The Committee shall oversee implementation of the Trust's *Policy Regarding the Service By Trustees On the Boards of Directors of Public Companies and Unaffiliated Fund Companies*.
9. The Committee annually shall review and make recommendations to the Board of Trustees regarding the Board's *Statements of Policies Regarding the Enhanced Fund Governance and Oversight By, the Enhanced Independence of, & the Enhanced Effectiveness of the Board of Trustees*.

Committee Nominations and Functions

1. The Committee shall review at least annually the responsibilities of any and all Board committees, whether there is a continuing need for each committee, whether there is a

need for additional committees of the Board, and whether committees should be combined or reorganized.

2. The Committee shall make nominations for membership on all Board committees and shall review committee assignments at least annually.
3. The Committee shall make nominations to the Board for the position of Chairman of the Board at least annually.

Other Powers and Responsibilities

1. The Committee, in consultation with the Trust's management, (i) shall monitor the performance of legal counsel employed by the Independent Trustees, (ii) shall monitor the independence of legal counsel employed by the Independent Trustees in accordance with requirements of the 1940 Act; and (iii) shall be responsible for the supervision of counsel for the Independent Trustees. The Committee, with the advice of the Trust's management, shall monitor the performance of legal counsel to the Trust.
2. The Committee shall oversee the implementation of the Trust's *Policy Regarding General Shareholder Communications to the Board*, and, in accordance with this policy, among other matters: (i) shall review, on an annual basis, said *Policy Regarding General Shareholder Communications to the Board* and recommend any appropriate changes to said *Policy Regarding General Shareholder Communications to the Board*; (ii) shall review, on a quarterly basis, appropriate certification reports prepared by Trust management in regard to shareholder communications to the Board; and (iii) shall review shareholder communications to the Board in accordance with said policy.
3. The Committee shall report its activities to the Board on a regular basis and make such recommendations with respect to the above and other matters as the Committee may deem necessary and appropriate.
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 (including any search firm used to identify Independent Trustee candidates). Any expenses incurred in discharging the Committee's responsibilities shall be borne by the Trust.
5. The Committee periodically shall review orientation and training materials for new trustees and continuing education criteria for current Trustees.
6. The Committee shall have, and shall undertake, such other responsibilities as may be delegated to the Committee by the Board of Trustees.
7. The Committee *initially* considered and adopted the Charter, and *initially* recommended the Charter for adoption by the Board, on December 14, 2000. The Committee most-recently *subsequently* amended the Charter, and most-recently *subsequently* recommended the amended Charter for approval and ratification by the Board, on August 7, 2006. The Committee shall review the Charter, including Appendix A – Statement of

Policy on Criteria for Selecting Trustees, at least annually and shall recommend any changes thereto to the Board. The Board shall initially review this Charter, and thereafter shall annually approve this Charter and review any changes to this Charter recommended by the Committee.

Adopted: Nationwide Mutual Funds:
Nominating and Board Governance Committee: December 14, 2000
Board of Trustees: December 15, 2000

Amended: Nationwide Mutual Funds:
Nominating and Board Governance Committee: November 12, 2002
Board of Trustees: December 4, 2002

Amended: Nationwide Mutual Funds:
Nominating and Board Governance Committee: June 9, 2004
Board of Trustees: June 10, 2004

Amended: Nationwide Mutual Funds:
Nominating and Board Governance Committee: August 2, 2004
Board of Trustees: September 14, 2004

Amended: Nationwide Mutual Funds:
Nominating and Board Governance Committee: November 9, 2004
Board of Trustees: December 2, 2004

Amended: Nationwide Mutual Funds:
Nominating and Board Governance Committee: August 9, 2005
Board of Trustees: September 14, 2005

Amended: Nationwide Mutual Funds:
Nominating and Board Governance Committee: November 11, 2005
Board of Trustees: January 12, 2006

Amended: Nationwide Mutual Funds:
Nominating and Fund Governance Committee: May 5, 2006
Board of Trustees: June 14, 2006

Amended: Nationwide Mutual Funds:
Nominating and Fund Governance Committee: August 7, 2006
Board of Trustees: September 13, 2006

Adopted: Nationwide Variable Insurance Trust:
Nominating and Board Governance Committee: December 14, 2000
Board of Trustees: December 15, 2000

Amended: Nationwide Variable Insurance Trust:
Nominating and Board Governance Committee: November 12, 2002
Board of Trustees: December 4, 2002

Amended: Nationwide Variable Insurance Trust:
Nominating and Board Governance Committee: June 9, 2004
Board of Trustees: June 10, 2004

Amended: Nationwide Variable Insurance Trust:
Nominating and Board Governance Committee: August 2, 2004
Board of Trustees: September 14, 2004

Amended: Nationwide Variable Insurance Trust:
Nominating and Board Governance Committee: November 9, 2004
Board of Trustees: December 2, 2004

Amended: Nationwide Variable Insurance Trust:
Nominating and Board Governance Committee: August 9, 2005
Board of Trustees: September 14, 2005

Amended: Nationwide Variable Insurance Trust:
Nominating and Board Governance Committee: November 11, 2005
Board of Trustees: January 12, 2006

Amended: Nationwide Variable Insurance Trust:
Nominating and Fund Governance Committee: May 5, 2006
Board of Trustees: June 14, 2006

Amended: Nationwide Variable Insurance Trust:
Nominating and Fund Governance Committee: August 7, 2006
Board of Trustees: September 13, 2006

APPENDIX A

NATIONWIDE MUTUAL FUNDS NATIONWIDE VARIABLE INSURANCE TRUST NOMINATING AND FUND GOVERNANCE COMMITTEE

STATEMENT OF POLICY ON CRITERIA FOR SELECTING TRUSTEES

*(As Adopted June 10, 2004,
and As Most Recently Amended January 12, 2006)*

The Nominating and Fund Governance Committee of the Board of Trustees of the Trust has adopted this Statement of Policy to memorialize the Committee's views as to the appropriate criteria for selecting Trustees of the Trust. This Statement of Policy has been prepared in connection with filling Trustee vacancies that may arise in the future.

The Committee expects that candidates for Trustee will have the following characteristics:

- All candidates for Trustee shall have unquestioned personal integrity.
- An Independent Trustee candidate may not be an "interested person" of the Trust within the meaning of the Investment Company Act of 1940, as amended. Among other things, beneficial ownership of any securities issued by any of the Trust's investment advisers or sub-investment advisers (or their affiliates), including beneficial ownership of any variable annuity contract or variable life insurance policy issued by any such entity, by the candidate (or any spouse or dependent of the candidate) disqualifies a person from being considered as an Independent Trustee candidate.
- An Independent Trustee candidate (and any spouse or dependent of such candidate) should have no material relationship that could create an appearance of lack of independence in respect of the Trust, the Trust's affiliates, or the Trust's principal service providers. Material relationships can include (among others) commercial, industrial, banking, consulting, legal, accounting, charitable, and familial relationships.
- The Committee shall consider all board, employment, and consulting positions with other companies held by a candidate for Trustee to determine whether the candidate is able to devote adequate time to his or her duties and responsibilities as a Trustee of the Trusts. In no event shall: (i) a candidate for Trustee serve on more than five (5) boards of other public companies, in addition to serving on the Boards of Trustees of the Trusts; or (ii) a candidate for Trustee, who is a chief executive officer of a public company, serve on more than two (2) boards of other public companies, in addition to serving on the Boards of Trustees of the Trusts. For purposes of this Statement of Policy,

“public company” shall mean an entity that files periodic reports with the Securities and Exchange Commission (the “SEC”) pursuant to the Securities Exchange Act of 1934, as amended, or a company that has filed a registration statement with the SEC pursuant to the Securities Act of 1933, as amended, including an investment company registered under the 1940 Act.

- A candidate for Trustee of the Trust shall not serve on the board of directors (or similar governing or oversight bodies) of: (i) any fund (other than the Trusts), which includes, but is not limited to, open-end mutual funds, closed-end funds, and hedge funds; or (ii) any organization that, directly or through subsidiaries or other affiliates, sponsors, advises, or serves as a distributor of funds not affiliated with the Trusts, which include, but are not limited to, SEC-registered open-end and/or closed-end funds, hedge funds, institutional separate accounts, and wrap accounts.
- All candidates for Trustee need the disposition to act independently in fact in respect of the Trust’s investment advisers and other affiliates. It is expected that Trustees will play an active and, if necessary, an adversarial role in pursuing the best interests of the Trust and its shareholders.
- All candidates for Trustee need to have demonstrated sound business judgment gained through broad experience in significant positions where the candidate has dealt with management, technical, financial, and/or regulatory issues.
- All candidates for Trustee should have sufficient financial or accounting knowledge to understand the complex financial environment of the Trust.
- All candidates for Trustee need the capacity for the hard work and attention to detail that is required to be an effective Trustee in light of the Trust’s complex regulatory, operational, and marketing setting.
- All candidates for Trustee should be prepared to devote a substantial amount of time preparing for and participating in Board and Board committee meetings and participating in continuing education and training sessions for Trustees.

The Committee may determine that a candidate for Trustee who does not have the type of previous experience or knowledge referred to above nevertheless shall be considered as a Trustee nominee if the Committee finds that the candidate has additional qualifications such that the candidate’s qualifications, taken as a whole, demonstrate the same level of fitness to serve as other current or proposed Trustees.

The following characteristics are *desirable* for a Trustee candidate, but are not mandatory:

- The candidate should have diversity of interests, as evidenced by participation in community, charitable, educational, or other similar activities.

- The candidate should have experience in the financial services industry.
- The candidate should have recent experience on corporate or other institutional oversight bodies having similar responsibilities, or recent teaching or regulatory experience in connection with such corporate or institutional oversight bodies. This experience helps assure that the candidate has other exposure to current governance issues and business practices. An Independent Trustee candidate, however, should not have board memberships or other relationships that could result in business, management, regulatory, or other conflicts with the Trust.

The following are *desirable* characteristics of the Trustees as a group:

- The Trustees will be drawn generally from the ranks of respected and accomplished senior business, non-profit, or community leaders.
- The Trustees will strive to achieve diversity.
- The Trustees as a whole should reflect a diversity of business experience. It is preferable that at least one Independent Trustee qualifies as an “audit committee financial expert,” as such term is defined by forms or rules under the Investment Company Act of 1940, as amended. The Committee will strive to achieve a balance of experience of Trustees with respect to management roles and other experience.
- For each candidate, the Committee will evaluate specific experience in light of the makeup of the current Board.