



Nominating/Governance Committee Charter

Purpose

The Nominating/Governance Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) to determine non-employee director compensation; (3) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; (4) to lead the Board in its annual review of the Board's performance; and (5) to recommend to the Board director nominees for each committee.

Committee Membership

The Nominating/Governance Committee shall consist of no fewer than three members. The members of the Nominating/Governance Committee shall meet the independence requirements of the New York Stock Exchange, unless the Company has claimed a "Controlled Company Exemption" for the Nominating/Governance Committee as defined in Section 303.A.00 of the New York Stock Exchange Listed Company Manual.

The members of the Nominating/Governance Committee shall be appointed and replaced by the Board.

Committee Authority and Responsibilities

- The Nominating/Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating/Governance Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- The Nominating/Governance Committee shall actively seek individuals qualified to become Board members for recommendation to the Board and shall determine any minimum qualifications, as well as any specific qualities or skills, that it believes any director nominee should possess.
- The Nominating/Governance Committee shall annually review the non-employee director compensation program as to form and amount in accordance with the Corporate Governance Guidelines. In performance of this review, the Nominating/Governance Committee may request that the Compensation Committee, with assistance from its compensation consultant, perform any necessary work in the analysis of the non-employee director compensation program, and provide a recommendation to the Nominating/Governance Committee. Upon receiving such recommendation, the Committee will review and determine which action or actions are appropriate to recommend to the Board of Directors.
- The Nominating/Governance Committee shall be responsible for succession planning and shall make an annual report to the Board on succession planning. The Nominating/Governance committee also has responsibility, when appropriate, for nominating and evaluating potential successors to the CEO; and in carrying out such responsibility, the Nominating/Governance Committee will work with the entire Board.
- The Nominating/Governance Committee shall determine policies with respect to recommendations made by shareholders and from other sources.
- The Nominating/Governance Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year or at such other time as the Committee shall determine. The Nominating/Governance Committee may also assess individual director performance and take actions as it deems appropriate with respect to any such matter.
- The Nominating/Governance Committee shall review and reassess the adequacy of the Corporate Governance Guidelines adopted by the Board for the corporation and recommend any proposed changes to the Board for approval.
- The Nominating/Governance Committee may form and delegate authority to subcommittees when appropriate.
- The Nominating/Governance Committee shall make regular reports to the Board.
- The Nominating/Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Nominating/Governance Committee shall annually review its own performance.