



## **Audit Committee Charter**

### **COMPOSITION**

The audit committee shall be composed of at least three members, each of whom shall be independent under all applicable laws and regulations. Each member of the audit committee shall be able to read and understand fundamental financial statements at the time of his or her appointment to the audit committee. At least one member of the audit committee shall have had past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background.

The audit committee shall be appointed by the Corporation's board of directors and the board of directors may at any time, in its complete discretion, remove any member of the audit committee and may fill any vacancy on the audit committee. The audit committee chair shall be elected by the audit committee.

### **PURPOSE**

The audit committee shall assist the board of directors in fulfilling its oversight responsibilities for the integrity of the Corporation's financial statements, the Corporation's compliance with legal and regulatory requirements, the independent auditor's qualifications and independence, and the performance of the Corporation's internal audit function and independent auditor.

In performing its oversight role, the committee is specifically empowered to investigate any matter it deems necessary with full access to all books, records, facilities, and personnel of the Corporation and is specifically authorized to engage and obligate the Corporation to compensate independent counsel and other advisors as it deems necessary.

### **MEETINGS**

The audit committee shall meet at least four times a year, with authority to convene additional meetings as it determines necessary. Each committee member is expected to attend each meeting, in person or via telephone or video conference. The committee shall invite members of management, the independent auditor, or others to attend meetings and provide pertinent information as it deems necessary. The audit committee shall also meet separately with management and with the independent auditor as it deems necessary.

The audit committee shall have meeting agendas prepared at the direction of the audit committee chair and provided in advance to the members of the audit committee along with appropriate briefing materials. Minutes of each meeting of the audit committee shall be prepared, approved by the audit committee, and presented by the audit committee to the board of directors. Necessary and appropriate administrative expenses of the audit committee shall be paid by the Corporation.

Except where the audit committee as a whole is required by applicable law or regulation to conduct certain activities, the audit committee may delegate activities to one or more of its members; however, the member or members shall be required to report on any such activities at a meeting of the entire audit committee.

## **RESPONSIBILITIES**

The audit committee shall carry out the identified responsibilities in each of the following areas:

### **Independent Auditor**

The audit committee shall:

- be directly responsible for the appointment and termination, compensation, and oversight of the independent auditor, including resolving disagreements between management and the independent auditor regarding financial reporting;
- preapprove all audit and any nonaudit services provided by the independent auditor and shall ensure that the Corporation does not engage the independent auditor to perform any nonaudit services that are proscribed by law or regulation;
- at least annually, obtain and review a report by the independent auditor describing that firm's internal quality control procedures; any material issues raised by the most recent internal quality control review or peer review of the firm or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by that firm and any steps taken to deal with any such issues; and all relationships between the independent auditor and the Corporation;
- ensure the rotation of the lead audit partner as required by applicable law and regulation and consider whether there should be regular rotation of the audit firm itself; and

- set clear hiring policies for employees or former employees of the independent auditor.

### **Internal Audit and Control**

The audit committee shall:

- oversee the effectiveness of the Corporation's internal control system including information, technology, security and control;
- understand the scope of the internal and independent auditors' review of internal control over financial reporting and obtain reports on significant findings and recommendations together with management's responses; and
- review with management the plans, activities, staffing, and organizational structure of the internal audit and review the effectiveness of the internal audit function.

### **Financial Statements and Periodic Reports**

The audit committee shall:

- review significant accounting and reporting issues and understand their impact on the financial statements, including:
  - complex or unusual transactions and highly judgmental areas;
  - major issues regarding accounting principles and financial statement presentations, including any significant changes in the Corporation's selection or application of accounting principles;
  - the effect of regulatory and accounting initiatives, as well as off balance sheet structures, on the financial statements of the Corporation;
- review analyses prepared by management and the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analysis of the effects of alternative GAAP methods on the financial statements;
- review with management and the independent auditor the results of the audit, including any difficulties encountered by the independent auditor, any

restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with management;

- review and discuss the annual audited financial statements and quarterly financial statements with management and the independent auditor, including the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" or any similar item in the Corporation's periodic reports;
- review disclosures made by the CEO and CFO in connection with their certifications of annual and quarterly periodic reports about deficiencies in the design or operation of internal controls or any fraud that involves management or other employees that have a significant role in the Corporation's internal controls;
- review and discuss all earnings press releases, as well as financial information and earning guidance provided to analysts and rating agencies; and
- prepare and sign the report that is required to be included in the Corporation's annual proxy statement.

#### **Compliance and Additional Duties**

The audit committee shall:

- review the effectiveness of the Corporation's system for monitoring compliance with applicable laws and regulations and the results of management's investigative follow-up, including any disciplinary action, of any instances of noncompliance;
- review and approve all related-party transactions;
- establish procedures for:
  - the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
  - confidential anonymous submission by Corporation employees of concerns regarding questionable accounting or auditing matters;

- adopt a formal document retention policy with respect to the performance by the audit committee of its duties in general and including, in particular, the protection of documents related to whistleblower complaints and to the audit processes of the Corporation;
- review the findings of any examinations of the Corporation by regulatory agencies;
- review and assess the adequacy of the audit committee charter annually, recommending changes to the board of directors as appropriate;
- confirm annually that the audit committee has performed all of its assigned responsibilities; and
- evaluate the performance of the committee and of each individual member at least annually and present the results of that evaluation to the board of directors.
- discuss with management and the independent accountant, where necessary, the Company's policies and procedures with respect to the prevention and detection of fraud.

Adopted: November 10, 2003

Amended: May 16, 2005