

## **FINANCE COMMITTEE CHARTER**

### **I. PURPOSE**

The Finance Committee is established by the Board of Directors for the primary purpose of striving to ensure that corporate management has in place strategies, budgets, forecasts, and financial plans and programs to enable the Company to meet its goals and objectives. The Finance Committee's activities and recommendations shall include but are not limited to:

- Reviewing management's qualitative and quantitative financial plans and objectives for both the short and long term.
- Approving strategies with appropriate action plans to help ensure financial objectives are met.
- Having in place a system to monitor progress toward financial objectives and take any necessary action.
- Overseeing and monitoring employee benefit plan investment performance and approving changes in investment policies, managers and strategies.
- Review of annual capital budget.

The Committee will report regularly to the Board regarding the execution of its duties and responsibilities.

### **II. COMPOSITION AND MEETINGS**

The Finance Committee shall be comprised of two or more Directors as determined by the Board. To maintain best practices, all of the Committee members shall be independent Directors (as defined by all applicable rules and regulations), and free from any relationship (including disallowed compensatory arrangements) that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The Committee shall meet at least four times annually, or more frequently as circumstances dictate.

### **III. RESPONSIBILITIES AND DUTIES**

1. Review and recommend for approval:
  - Annually, the short and long-term budget and financial and long-range forecast presented by the Company and consider if such plans meet the overall corporate objectives.
  - Annually, the short and long-range operating and financial plans of subsidiaries to help ensure that the Company meets its goals and objectives.

- Financing and capital allocation plans for the Company and its subsidiaries with the CEO and/or CFO and/or Treasurer prior to submittal to the full Board for approval.
  - Dividend policy and management's recommendations for common stock dividend payments.
  - Proposals and reports from management on strategic issues or trends in the industry related to financial matters.
  - Resolutions required for specific financing activities prior to submittal to the full Board, as appropriate.
  - The planning and financial processes to help ensure the goals and objectives of the Company are met.
2. Maintain an awareness of the financial condition of the Company and its subsidiaries and their progress in achieving their goals and objectives.
  3. Oversee the investments in the Employee Retirement Plan, the Employee Investment and Stock Ownership Plan – 401(k), the Executive Deferral Compensation Plan, and the Voluntary Employee Benefit Association Plan. At least semi-annually, review investment balances and performance results of the plans and make adjustments to investment policies, managers and strategies, as appropriate.
  4. Review annually:
    - The variables that can significantly impact financial performance.
    - Staff's view of the probability of occurrence.
    - The risk management policies and insurance in place to mitigate potential impacts.
  5. Annually, perform a self-assessment relative to the Finance Committee's purpose, duties, and responsibilities outlined herein.