



## CHARTER FOR THE NOMINATION AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

Approved September 24, 2004

### ***Purpose and Organization***

The purpose of the Nomination and Governance Committee (the "Committee") is to advise and make recommendations to the Board of Directors (the "Board") with respect to corporate governance principles and directorship practices, and to recommend qualified candidates to the Board, consistent with the criteria approved by the Board, for election as directors of the Company, including the slate of directors that the Board proposes for election by stockholders at the Annual Meeting.

Members of the Committee are appointed by the Board, upon the recommendation of the Committee. The members of the Committee serve until their successors are duly elected and qualified, and they may be removed by the Board in its discretion. The Committee shall be comprised of not less than three directors each of whom shall be an "independent director" as required by the rules of The Nasdaq Stock Market, Inc. ("Nasdaq"), as promulgated from time to time. In the opinion of the Board, these directors are independent of management and free of any relationship that would interfere with their exercise of independent judgment as members of the Committee.

### ***Roles and Responsibilities***

In furtherance of the purpose of this Committee, the Committee shall have the following authority and responsibilities:

- To lead the search for qualified individuals for election as directors to ensure the Board has the right mix of skills and expertise, including such factors as business experience, diversity, and personal skills in technology, finance, marketing, international business, financial reporting and other areas that are expected to contribute to an effective Board.
- To retain and terminate any search firm to be used to identify director candidates, as it may deem appropriate in its discretion. The Committee has the sole authority to approve related fees and other retention terms.
- To solicit the views of the Chief Executive Officer, other members of the Company's senior management, and other members of the Board regarding the qualifications and suitability of candidates.
- To establish policies and procedures for the evaluation of candidates put forth by the Company's stockholders.
- To maintain appropriate records regarding its process of identifying and evaluating candidates for election to the Board.
- To recommend to the Board a process for the Board's and each Committee's annual self-evaluation. The Committee also conducts an annual evaluation of its own performance.

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- To review and recommend to the full Board corporate governance principles and a code of business conduct and ethics applicable to the Board and the Company, and, if deemed necessary by the Board, propose from time to time any amendments to such principles and such code.
- To oversee and evaluate compliance by the Board and management of the Company with the Company's corporate governance principles and ethics standards and its code of conduct. The Committee shall meet at least annually with the management of the Company to discuss management compliance with the Company's corporate governance principles.
- To review, on an annual basis, the Company's non-management director compensation and benefits.
- To have full access to the Company's executives as necessary to carry out this responsibility.
- To perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.
- The Committee shall review the Committee Charter from time to time, generally at least once per year, for adequacy and recommend any changes to the Board.
- The Committee shall report to the Board on the major items covered at each Committee meeting.

### ***Committee Structure and Operations***

- The Committee will be governed by the same rules regarding meetings, actions without meetings, notice, waiver of notice, and quorum and voting requirements that are applicable to the Board. The Committee is authorized to adopt its own rules of procedure so long as such rules are consistent with any provision of this Charter, the Bylaws of the Corporation, or the laws of the State of Delaware.
- The Committee shall meet, in person or by telephone conference call, as often as its members or its Chair deem necessary or desirable, generally at least twice per year. The affirmative vote of a majority of the members present at a meeting at which a quorum is present shall constitute action of the Committee. The Committee may also act by unanimous written consent in lieu of meeting. The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate.

### ***Miscellaneous***

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's website and a printed copy of such shall be made available to any shareholder of the Company who requests it.