

Governance and Nominating Committee Charter

Standing Resolution Adopted by
The Board of Directors -- Regular Meeting
October 20, 2005

RESOLVED THAT: Pursuant to Section 23 of the corporation's bylaws, the Board of Directors hereby adopts the following charter for the Governance and Nominating Committee (previously the Governance Committee) ("Committee") of the Board of Directors. This charter shall govern the Committee's scope of responsibility and actions:

1. Purpose: The Board established this Committee to assist the Board in identifying qualified individuals for Board membership, to recommend the composition of the Board and its committees, to monitor a process to assess board effectiveness, and to develop and implement the company's corporate governance guidelines.
2. Committee Membership: The Committee shall consist of at least three members. All members of the Committee shall meet the independence requirements of the New York Stock Exchange. The members of the Committee shall be appointed by the independent members of the Board and may be removed by the Board in its discretion.
3. Committee Authority and Responsibilities. The Committee shall:
 - 3.1 Identify and recommend for election individuals who meet the criteria the Board has established for board membership. The Committee shall also recommend nominees to be presented for election at the Corporation's annual meeting of shareholders;
 - 3.2 Review director compensation and benefits on an annual basis;
 - 3.3 Review the Board's committee structure and recommend for Board approval the composition of each Board committee;
 - 3.4 Recommend to the Board the response to any shareholder proposal received by the Corporation;
 - 3.5 Develop and recommend to the Board for its approval a set of corporate governance guidelines. The Committee shall review the guidelines on an annual basis, or more frequently, if appropriate, and recommend changes as necessary;
 - 3.6 Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall

oversee the annual self-evaluations and report the findings of such evaluations to the Committee of Outside Directors; and

- 3.7 Oversee the process of evaluation of senior management, other than the CEO.

4. Committee Procedure:

- 4.1 The Committee shall review and reassess this Charter annually and recommend any proposed changes to the Board.
- 4.2 The Committee shall meet at least twice annually but will meet as often as necessary to carry out its responsibilities. The meetings may be called by the Committee chair, the chairman of the Board, or the CEO.
- 4.3 The Committee may form and delegate authority to subcommittees.
- 4.4 The Committee shall keep minutes and shall report Committee activities to the Board.
- 4.5 The Committee shall annually review its own performance.
- 4.6 The Committee shall have the authority to retain and terminate any search firm engaged to assist in identifying director candidates and shall have sole authority to approve the firm's fees and the other terms and conditions of the firm's retention. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, governance, or other advisors as it deems appropriate.
- 4.7 This standing resolution will remain in effect until it is duly modified or rescinded. This supersedes all prior board or committee resolutions with respect to this subject matter.