

Corporate Responsibility and Governance Committee Committee Charter

Purpose: The purpose of the Corporate Responsibility and Governance Committee is to oversee the Company's corporate governance structure, recommend individuals to the Board for nomination as members of the Board and its committees, lead the Board in its periodic review of Board performance and oversee the Company's activities in the areas of environmental and social responsibility.

Committee membership: The Committee will consist of at least three directors, all of whom will meet the independence requirements of the NYSE. The Board will appoint and replace the members of the Committee and its Chair. The members of the Committee will serve at the pleasure of the Board.

Committee Duties and Responsibilities:

The duties and responsibilities of the Committee are to:

A. Corporate Governance Structure

1. Develop and recommend to the Board a set of corporate governance principles for the Company and to periodically review those principles.
2. Develop and recommend Director Independence Standards to the Board and periodically review those standards.
3. Make recommendations to the Board from time to time as to the desirable size of the Board.
4. Determine the independence of each member of the Board in accordance with the Company's Director Independence Standards.
5. Recommend to the Board the compensation for directors.
6. Review and make recommendations to the Board regarding directors' & officers' liability insurance.

B. Board and Committee Nominations

1. Develop and recommend to the Board a Director Selection Process for identifying, screening and recommending Board candidates and to periodically review that process.
2. In accordance with the Director Selection Process, identify individuals believed to be qualified to become board members, screen the qualifications of such individuals and, when appropriate, recommend such individuals for consideration by the Board.
3. Review all nominations for re-election of Board members and report to the Board regarding the results of such review.
4. Develop and recommend to the Board Director Qualification Standards for use when considering the nomination, re-nomination or appointment of members to the Board and to periodically review those standards.
5. Consider when recommending individuals to the Board for consideration or re-nomination those factors outlined in the Company's Director Qualification Standards.
6. When appropriate, recommend to the Board that it recommend to the shareholders removal of a director for cause.

7. Annually recommend the committee structure and committee assignments, including committee Chairs, to the Board for approval.
8. Review all proposed changes to the charter of a committee of the Board and, when the Committee deems appropriate in its discretion, recommend the change to the Board for approval.
9. Retain and terminate, as appropriate in its discretion, any search firm to be used to identify director candidates and to approve the search firm's fees and other retention terms.
10. Review the appropriateness of continued service on the Board of members whose circumstances, including business or professional affiliations or responsibilities, have changed or who contemplate accepting a directorship of another public company board or an appointment to an audit committee of another public company.

C. Board and Committee Performance Review

1. Manage the process whereby the Board annually assesses its performance and then report the results of this evaluation to the Board along with any recommendations for improvement.
2. Oversee the process whereby each Committee of the Board, in accordance with its charter, annually assesses its own performance and then reports the results of its evaluation to the Board along with any recommendations for improvement.

D. Environmental and Social Responsibility

Oversee the Company's policies and activities regarding the environment and social responsibility. In this oversight role the Committee will review and make recommendations to the Board or management as appropriate regarding Company policies and procedures that affect the Company's role as a responsible corporate citizen, including policies and procedures related to:

- ◆ Human resources and employee relations, including diversity and equal employment initiatives,
- ◆ employee health and safety,
- ◆ environmental responsibility,
- ◆ philanthropy, and
- ◆ government relations and public affairs.

E. Director Orientation and Education

1. Oversee the Company's orientation process for newly elected members of the Board and assist the Board in its implementation.
2. Regularly assess the adequacy of and need for additional continuing director education programs.

F. Administrative Responsibilities

1. Report to the Board the activities of the Committee after each committee meeting.
2. Obtain advice and assistance from internal or external experts or advisors, in its discretion.

3. Prepare and recommend to the Board a committee charter, periodically review and reassess the adequacy of the charter, and as appropriate recommend changes to the charter.
4. Form and delegate authority to one or more subcommittees as the Committee deems appropriate.
5. Oversee the annual performance evaluation of the Committee, which evaluation will include a comparison of the performance of the Committee with the requirements of this charter.
6. Establish, and periodically review, an annual schedule of agenda items for the Committee's meetings.