

Approved by Board February 24, 1997

CORPORATE GOVERNANCE COMMITTEE CHARTER

The Corporate Governance Committee shall consist of at least four independent Directors and shall be responsible for reporting and recommending to the Board of Directors:

1. Policy on composition, participation and size of the Board;
2. Policy involving tenure and retirement of Directors;
3. Candidates for election to the Board, including those recommended by stockholders. The Committee shall have sole authority to retain any search firm to identify Director candidates, including sole authority to approve the engagement terms;
4. Policy and practices on corporate governance;
5. Changes in the organization and procedures of the Board, including any changes based on periodic self-evaluations of Board practices;
6. Director appointments to Board committees and selections for committee chairs;
7. Such other matters as the Committee and/or the Chairman of the Board may recommend. The Committee shall have full authority to delegate any of its matters as it deems appropriate.

The Committee shall have full authority and resources to retain outside, independent counsel or other advisors as it deems necessary to discharge its responsibilities.

The Committee shall review its charter and evaluate committee performance on an annual basis.

August 2002