

GOVERNANCE COMMITTEE CHARTER

I. ORGANIZATION

There shall be a Committee of the Board of Directors (the “Board”) to be known as the Governance Committee. The Governance Committee shall be composed of three or more directors who are free of any relationship that, in the opinion of the Board of Directors, would interfere with their exercise of independent judgment as committee members.

To carry out its duties, the Governance Committee shall have the authority to engage and obtain advice and assistance from outside legal and other advisors to the extent it deems necessary and shall receive appropriate funding, as determined in its sole judgment, from the Company for payment of compensation to any and all outside advisors employed by the Governance Committee and for ordinary administrative expenses necessary to carry out its duties.

II. PURPOSE

The Committee’s primary purpose is to recommend to the Board guidelines and policies for the corporate governance of the Company; to oversee the Company’s Code of Business Conduct and Ethics; to evaluate the performance of the Chief Executive Officer (“CEO”); to review the CEO’s compensation and to recommend any changes it may deem necessary or warranted to the entire Board; to evaluate the performance of the members of the Board individually and as a group; to act as a committee for the nomination of candidates for election as directors of the Company, consistent with the criteria approved by the Board of Directors; and to oversee and recommend changes to the governance policies of the Company.

III. RESPONSIBILITIES

A. Oversight of the Code of Business Conduct and Ethics

The Governance Committee shall monitor and oversee compliance by the Company’s directors and officers with the Company’s Code of Business Conduct and Ethics and shall review the Code of Business Conduct and Ethics, as it deems necessary, and recommend to the Chief Legal Officer changes, alterations and modifications to the Code of Business Conduct and Ethics, as the Governance Committee may deem appropriate.

B. Relationship with Management

The Governance Committee shall examine the relationship between management and the Board and recommend areas for improvement. It shall also review from time to time the Board's delegation of authority to executive officers, and the subsequent delegation thereof.

C. Board of Directors and Committees

The Governance Committee is responsible for:

- Establishing criteria for individual Board members and reviewing, on an annual basis, the qualifications of each director against the criteria;
- Identifying and selecting candidates for Board membership consistent with the criteria approved by the Board;
- Evaluating such candidates in terms of what they can contribute to the Company and recommending them to fill Board vacancies;
- Recommending for election to the Board, director nominees for the next annual meeting of the stockholders;
- Recommending to the Board nominees for appointment, including a Chair, to each committee of the Board;
- Accessing how the Board is performing as a whole in relation to the health of the Company and to recommend areas of improvement, if any;
- Reviewing and reassessing on an annual basis, the adequacy of the Governance Committee Charter and the Governance Committee's Performance;
- Annually determining that the Audit Committee members are financially literate and that at least one member qualifies as an Audit Committee Financial Expert, as defined by the SEC.
- Periodically, the Board may want to form a new committee or depending upon circumstances, eliminate an established committee. The Governance Committee's role is to assist the Board in this endeavor.

D. Board and CEO Compensation

The Governance Committee has among its responsibilities the establishment of a Company policy as regards Board compensation. Thereafter, it is appropriate for the staff of the Company to report once a year to the Governance Committee the status of Board compensation in relation to other companies in its industry, and recommend changes, if necessary.

The Committee shall review and approve corporate goals and objectives relevant to the CEO's compensation and shall evaluate the CEO's performance in light of such goals and objectives, decide upon the CEO's compensation based on this evaluation and thereafter inform the Board of its decision.

Structure and Operations

In carrying out these responsibilities, the Governance Committee will:

Meet two times per year or more frequently as the circumstances require. The Committee may ask members of management or others to attend meetings and provide information as necessary.

Submit the minutes of all meetings of the Governance Committee to, or review the matters discussed at, each Governance Committee meeting with the Board of Directors.