

## CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

### Purpose

To assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the board, and to recommend to the Board the director nominees for the next annual meeting of shareholders; to evaluate the CEO's performance and oversee succession planning for key executives; to develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; to oversee the evaluation of the Board; and to recommend to the Board director nominees for each committee, the positions of Committee Chair and Non-Executive Chairman of the Board or Lead Director, as appropriate.

### Membership

The Corporate Governance and Nominating Committee shall be composed of all non-management directors of the Company, and all non-management directors shall meet the independence requirements of the New York Stock Exchange.

### RESPONSIBILITIES

1. Recommend to the Board of Directors the size of the Board and criteria for qualification as a candidate for Board membership.
2. Review qualifications of candidates for membership of the Board of Directors.
3. Actively seek individuals qualified to become board members, consistent with criteria approved by the Board, for recommendation to the Board.
4. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
5. The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
6. Recommend to the board of directors the slate of candidates for Board membership to be proposed for election by the stockholders at the Annual Meeting, and candidates to fill vacancies that may occur between Annual Meetings.

Revised 12/8/04

Revised 12/4/03

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7. Recommend to the Board of Directors the establishment of, and responsibilities of, various committees of the Board of Directors and make recommendations concerning the rotation of committee chairs, the position of Non-Executive Chairman of the Board or Lead Director as appropriate.
8. Establish, review and administer the retirement policy for membership on the Board of Directors.
9. Review and recommend to the Board, the amount and form of compensation for directors, as set forth in the Corporate Governance Guidelines.
10. Review the independence status of all directors, and recommend to the Board of Directors particular determinations of independence status for each director, as set forth in the Corporate Governance Guidelines.
11. Evaluate and report to the Board of Directors on CEO performance and management succession, as set forth in the Corporate Governance Guidelines.
12. The Committee may form and delegate authority to subcommittees when appropriate.
13. The Committee shall make regular reports to the Board.
14. Develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company, review and reassess the adequacy of the Corporate Governance Guidelines, and recommend any proposed changes to the Board for approval.
15. Receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board.
16. The Committee shall oversee the evaluation of the Board.
17. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
18. The Committee shall annually review its own performance.

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