

## Corporate Governance and Responsibility Committee Charter

The Committee shall review this Charter on an annual basis and recommend any proposed changes to the Board for approval.

### **I. Composition**

The Committee shall be composed of three or more members of the Board of Directors who meet the independence requirements of the Securities Exchange Act of 1934 and of the listing standards of the New York Stock Exchange.

The members of the Committee shall be appointed and replaced by the Board.

### **II. Meetings**

The Committee shall meet at least three times each fiscal year.

### **III. Purpose**

The Committee shall (1) identify individuals qualified to become Board members, and recommend to the Board the nominees for election to the Board at the next annual meeting of shareowners; (2) develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company; (3) lead the Board in its annual review of the performance of the Board and its committees; (4) recommend Director nominees for each committee to the Board; and (5) review the Company's policies and programs relating to compliance with its Code of Business Conduct, health, safety and environmental matters, equal employment opportunity and such other matters as may be brought to the attention of the Committee regarding the Company's role as a responsible corporate citizen.

### **IV. Responsibilities**

The Corporate Governance & Responsibility Committee shall:

1. Review policies and make recommendations to the Board, as appropriate, concerning:
  - a. The size and composition of the Board;
  - b. The qualifications and criteria for election to the Board, and procedures for shareowner nomination of candidates for the Board;
  - c. Retirement from the Board;
  - d. The compensation and benefits of non-employee Directors;
  - e. The conduct of business or other transactions between the Company and any person or entity affiliated with a Director; and
  - f. The structure and composition of, and membership on, Board committees.

2. Actively seek individuals qualified to become Directors and recommend candidates for all directorships.

3. 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. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

4. Receive comments from all Directors, and report annually to the Board with an assessment of the performance of the Board and its committees and recommendations for improvements, which review shall be discussed with the full Board.

5. Review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

6. Review and report to the Board on the Company's policies and programs relating to its Code of Business Conduct, health, safety and environmental matters, equal employment opportunity and such other matters as may be brought to the attention of the Committee regarding the Company's role as a responsible corporate citizen.

7. Report regularly to the Board of Directors of the Company and perform such other functions as may be assigned to it from time to time by the Board or its Chairman.

8. Form and delegate authority to subcommittees where appropriate.

9. Undertake an annual performance evaluation of the activities of the Committee, including the Committee's responsibilities as set forth above.