

GOVERNANCE COMMITTEE Charter

The Governance Committee shall advise and assist the Board of Directors with respect to matters relating to governance, Board and Committee membership, and succession, as follows:

1. Serve as a forum for ideas and suggestions to improve the Board's effectiveness;
2. Recommend to the Board improvements to the format of Board meetings;
3. Manage the Board performance review process;
4. Review Director nominations for re-election to a new term;
5. Recommend Board member retention and retirement policies;
6. Recommend Board member compensation for services as a director or member of any committee of the Board;
7. Identify, attract, and recommend candidates for Board membership;
8. Review shareholder and other Board member nominations;
9. Review Committee Charters to ensure they reflect the Company's commitment to effective governance; and
10. Review CEO and Executive succession.