

# **GOVERNANCE COMMITTEE CHARTER**

**(Adopted as of March 11, 2003)**

## **Purpose**

The Governance Committee is appointed by the Board to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders; to recommend to the Board the Corporate Governance Principles applicable to the Company; to recommend other activities to the Board relating to corporate governance; to assist the Board in its annual review of the Board's performance; to recommend to the Board director nominees for each committee; and to assist the independent directors in connection with their evaluation of the Chief-Executive Officer by establishing a process for this evaluation.

## **Committee Membership**

The Governance Committee shall consist of no fewer than three members. The members of the Governance Committee shall meet the independence requirements of the New York Stock Exchange and such other standards as may be established by the Governance Committee.

The members of the Governance Committee shall be appointed by the Board.

## **Committee Authority and Responsibilities**

1. The Governance Committee shall review the structure of the Board, its committee structure and overall size.
2. The Governance Committee shall develop, and recommend for Board approval, standards for director independence. These standards will be publicly disclosed.
3. The Governance Committee shall recommend for Board approval assignments of individual Board members to various committees, taking into account the functions of the committee and qualifications of the Board members.
4. The Governance Committee shall actively seek individuals qualified to become board members, develop criteria relating to selecting new directors, and develop, review and recommend possible candidates for openings on the Board. Criteria that shall be used in connection with selecting new directors shall include factors relating to whether the director would meet the definition of independent, as well as diversity, age, skills, occupation, and experience in the context of the needs of the Board.

5. The Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates and shall have authority to approve the search firm's fees and other retention terms.
6. The Governance Committee shall review the institutional and other affiliations of directors and director candidates for possible conflict of interest problems.
7. The Governance Committee shall establish a process pursuant to which the independent directors shall annually evaluate the performance of the Chief Executive Officer.
8. The Governance Committee shall determine a schedule for regular executive sessions in which non-management directors meet without management participation. The chair of the Committee shall preside over those sessions.
9. The Governance Committee shall report annually to the Board with an assessment of the Board's performance.
10. The Governance Committee shall oversee and review the Company's processes for providing information to the Board and should assess the channels through which the Board receives information, and the quality and timeliness of the information received.
11. The Governance Committee shall periodically review and reassess the adequacy of the Corporate Governance Principles of the Company and recommend any proposed changes to the Board for approval.
12. The Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Governance Committee shall annually review its own performance in relationship to its charter.