

CORPORATE GOVERNANCE AND PUBLIC POLICY COMMITTEE CHARTER

I. Mission Statement

The Corporate Governance and Public Policy Committee shall (A) provide counsel to the full Board with respect to corporate governance issues, including Board and committee organization, membership and function, and (B) act in an advisory capacity to the full Board and Management of the Corporation on public policy issues.

II. Responsibilities

Except as specifically authorized by the Board, the Committee shall perform the following functions:

- Establishing and maintaining the Corporate Governance Principles of the Board of Directors, and reviewing and reassessing the adequacy of such principles on an annual basis.
- Identifying and recommending qualified candidates for election as directors who bring knowledge, experience, expertise and diversity that would strengthen the Board and who meet other criteria established by the Board from time to time, including the slate of directors that the Board proposes for election by stockholders at the Annual Meeting of Stockholders.
- The Committee shall have sole authority to retain search firms to identify director candidates, including sole authority to approve the fees, terms, and conditions of such retention.
- Advising and making recommendations to the Board on all matters concerning directorship practices, including (i) corporate governance issues, (ii) the composition, chair, function and duties of the committees of the Board, which committees shall have the authority to delegate to subcommittees as such committees shall deem appropriate, (iii) the adequacy of the Corporate Governance Principles of the Board of Directors and the charter of each Board committee on an annual basis, (iv) continuing qualification criteria, including an annual determination of director independence as defined by the Securities and Exchange Commission, the New York Stock Exchange and other governmental or regulatory bodies, (v) recommendations regarding director resignation or removal, (vi) guidelines and procedures to be used by directors in evaluating the Board's and Committees' performance, and (vii) compensation for nonemployee directors after receiving annual reports from Management on compensation practices at comparable U.S. companies.

- Reviewing and evaluating the Corporation's position and practices on significant issues of corporate public responsibility, such as philanthropic contributions.
- Reviewing and making recommendations to the Board concerning stockholder proposals dealing with issues of public or social interest.
- Overseeing the evaluation of the Board and Management.
- The Chair of the Corporate Governance and Public Policy Committee shall administer the Chief Executive Officer's annual evaluation by the Board of Directors and shall communicate the results of that evaluation to the Chief Executive Officer.
- Evaluate the performance of the Committee on an annual basis.
- Review and reassess the adequacy of the Committee's charter on an annual basis.
- Periodically review the results of the Corporation's employee compliance assessment of its Code of Business Conduct and report to the Board.
- Periodically review with Management environmental compliance policies, programs and significant matters.