

**CHARTER OF THE**  
**CORPORATE RESPONSIBILITY AND GOVERNANCE COMMITTEE**

AMENDED DECEMBER 9, 2004

I. APPOINTMENT OF CORPORATE RESPONSIBILITY AND GOVERNANCE COMMITTEE

The Company's By-Laws authorize the Board of Directors to appoint committees having the authority to perform such duties as the Board may determine. The Board of Directors has appointed the Corporate Responsibility and Governance Committee to serve the purposes set forth in this Charter, and has delegated the duties and responsibilities set forth in this Charter to the Corporate Responsibility and Governance Committee. The Corporate Responsibility and Governance Committee will report to the Board of Directors as provided in this Charter.

II. PURPOSE

- (1) The Corporate Responsibility and Governance Committee plays a vital role in determining the composition of the Board of Directors, developing the Company's corporate governance process and periodically reviewing public policy issues and significant community relations matters.
- (2) The Corporate Responsibility and Governance Committee identifies individuals qualified to become Board members and recommends director nominees to the Board for each annual shareholder meeting.
- (3) The Corporate Responsibility and Governance Committee is responsible for developing, reviewing annually, and recommending to the Board a set of Principles of Corporate Governance applicable to the Company.
- (4) The Corporate Responsibility and Governance Committee develops and coordinates the annual self-evaluation by the Board and each committee. The Corporate Responsibility and Governance Committee also interprets the results and suggests areas for improvement in its report of the results to the Board.

III. OPERATING POLICIES

- (1) The Corporate Responsibility and Governance Committee shall be composed of three or more independent directors. A director's independence shall be determined in accordance with the Company's Principles of Corporate Governance. The Corporate Responsibility and Governance Committee will recommend to the Board the directors to be members of, and to fill any vacancies on, the Corporate Responsibility and Governance Committee (including the position of Corporate Responsibility and Governance Committee Chair), as provided in the Company's Principles of Corporate Governance. The Board may remove a member from the

Corporate Responsibility and Governance Committee at any time, with or without cause.

- (2) The Corporate Responsibility and Governance Committee shall meet at such times and places as the Corporate Responsibility and Governance Committee shall deem advisable on the call of the Chairman of the Corporate Responsibility and Governance Committee, the Chairman of the Board, the Chief Executive Officer, or, in their absence, by any member of the Corporate Responsibility and Governance Committee. The presence of a majority of the members of the Corporate Responsibility and Governance Committee then in office shall constitute a quorum for the transaction of business.
- (3) The Corporate Responsibility and Governance Committee shall determine its rules of procedure in accordance with the Company's Principles of Corporate Governance.
- (4) At each regular Board meeting held following a Corporate Responsibility and Governance Committee meeting or sooner, as appropriate, the Corporate Responsibility and Governance Committee shall report to the Board regarding the action taken by the Corporate Responsibility and Governance Committee. In addition, the Corporate Responsibility and Governance Committee shall take the minutes of all Corporate Responsibility and Governance Committee meetings and approve them by subsequent action. After approval by the Corporate Responsibility and Governance Committee, the Committee shall circulate the minutes of the Corporate Responsibility and Governance Committee meetings to the Board for review.
- (5) The Corporate Responsibility and Governance Committee has the authority to retain independent, outside counsel or other professional services as it deems necessary, without seeking Board approval.
- (6) The Company shall provide such funding as the Corporate Responsibility and Governance Committee determines is necessary for payment of compensation to any counsel or other advisors employed by the Corporate Responsibility and Governance Committee.

#### IV. DUTIES AND RESPONSIBILITIES

- (1) Annually, the Corporate Responsibility and Governance Committee shall review with the Board and make recommendations to the Board regarding:
  - the number of directors to constitute the whole Board;
  - the selection criteria for new directors;
  - the tenure and retirement of directors;
  - the roles and responsibilities of each director;
  - the duties and obligations of each director;
  - the structure and the roles and responsibilities of the Board and the Committees;

- the names of persons whom it concludes should be considered for Board and Committee membership (including Committee Chairs);
  - the annual operating budget for the Board; and
  - the role and effectiveness of the Board and the role and effectiveness of each Committee in the Company's corporate governance process;
- (2) The Corporate Responsibility and Governance Committee shall review annually the independence of each Board member and refer its conclusions to the Board for full discussion and approval. A director's independence shall be determined in accordance with the Company's Principles of Corporate Governance.
- (3) The Corporate Responsibility and Governance Committee shall review with the Board, at least annually, the need for new Board members and the appropriate skills and characteristics required of potential new Board members. As need arises for additional directors, the Corporate Responsibility and Governance Committee has responsibility for the search process and for assessing and determining the selection criteria for new directors. The assessment will include a review of desired skills (such as industry knowledge or specific expertise, such as financial expertise), core competencies, willingness to devote adequate time to Board duties, judgement, issues of diversity and independence, legal requirements and other factors that are relevant in the context of the current make-up of the Board. Annually, the Corporate Responsibility and Governance Committee shall submit to the Board for approval the names of the persons who it concludes should be considered by the Company's shareholders as nominees for Board membership at the Company's next annual meeting of shareholders.
- (4) The Corporate Responsibility and Governance Committee is responsible, with consideration for the desires of individual directors, for recommending to the Board the assignment of Board members to various Committees (including Committee Chairs).
- (5) The Corporate Responsibility and Governance Committee shall assess and report annually to the Board on the performance of the Board and each Committee (including practices, policies and procedures of the Board and the Committees) and specifically review areas in which the Board, Committees and/or management believe a better contribution could be made. The assessment shall be based on an annual Board self-evaluation, which shall incorporate a self-evaluation by each Board Committee (including the Corporate Responsibility and Governance Committee). The Corporate Responsibility and Governance Committee shall be responsible for establishing the evaluation criteria and implementing the process for the annual evaluation.
- (6) The Corporate Responsibility and Governance Committee shall review periodically the compensation for non-employee directors to ensure that it remains competitive. Any changes will be recommended to the Board for full discussion and approval.

- (7) The Corporate Responsibility and Governance Committee shall adopt, amend, administer and terminate compensation and benefit plans and policies relating to non-employee directors as it deems advisable (including any such plan qualifying under Rule 16b-3 under the Securities Exchange Act of 1934).
- (8) The Corporate Responsibility and Governance Committee may delegate, as the Committee deems advisable, certain responsibilities to an appropriate management or administrative committee or executive officers of the Company; provided, however, that the Corporate Responsibility and Governance Committee shall have the sole authority to retain, terminate and approve the fees and other retention terms of (a) any search firm to be used to identify director candidates and (b) any compensation consultant retained to assist in the evaluation of director compensation.
- (9) The Corporate Responsibility and Governance Committee also shall review periodically the Company's public policy issues and significant community relations matters.