

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **COMPOSITION**

The Board shall annually appoint a Nominating and Corporate Governance Committee comprised of at least three Directors, all of whom shall meet the independence requirements of the New York Stock Exchange. One of the members of the Committee shall be appointed by the Board to serve as Chairman. Committee members may be removed and replaced by the Board.

### **RESPONSIBILITIES**

1. The Committee shall provide advice and counsel to the Board on Board composition matters and in this context:
  - (a) Will recommend to the Board the general criteria for selection of proposed nominees for election as Directors and the slate of individuals who will constitute the nominees of the Board for election as Directors at each Annual Meeting of Shareholders;
  - (b) Will recommend to the Board individuals to fill vacancies on the Board if and when such vacancies occur and to fill vacancies relating to any newly created directorships resulting from any future increase in the number of Directors on the Board;
  - (c) Will on a continuing basis evaluate possible candidates to serve on the Board either in connection with selecting the slate of nominees under subparagraph (a) above or in connection with filling vacancies under subparagraph (b) above;
  - (d) Will consider recommendations of nominees by a shareholder if the shareholder submits the nomination in compliance with the advance notice, informational and other requirements set forth in the Corporation's By-Laws.
2. The Committee shall provide advice and counsel to the Board on Board compensation matters and in this context:

- (a) Will recommend to the Board appropriate compensation to be paid to the Directors; and
- (b) Will administer the Director Deferred Stock Ownership Plan.

Compensation levels shall be reviewed by the Committee by reference to third-party consultant surveys of corporations including the Corporation's peer group in the publishing, information and media industries. The Committee will consider that Directors' independence may be jeopardized if Director compensation and perquisites exceed customary levels, if the Corporation makes substantial charitable contributions to organizations with which a Director is affiliated, or if the Corporation enters into consulting contracts with (or provides other indirect forms of compensation to) a Director or an organization with which the Director is affiliated. Changes in Board compensation, if any, will be made by the full Board based upon a formal recommendation of the Corporate Governance Committee.

- 3. The Committee shall provide advice and counsel to the Board on Board governance matters and in this context:
  - (a) Will determine whether any material relationship exists between a non-management Director and the Corporation that might affect the independent status of the Director;
  - (b) Will, after consultation with the Chairman of the Board and after giving due consideration to the desires of individual Board members, recommend to the Board the assignment of Board members to various Committees and the selection of Committee Chairmen;
  - (c) Will develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Corporation and will recommend, from time to time, any proposed changes therein to the Board for approval;
  - (d) Will regularly monitor and oversee the evaluation of the Board's and management's performance. In preparing Board performance evaluations, the Committee will develop and circulate to all Directors on an annual basis a self-evaluation questionnaire for each Director to fill out and return to the Committee. The Committee's performance evaluation of the Board should assess the Board's contribution as a whole as well as the contribution of each Board Committee and should specifically review areas in which the Board and/or management believes a better contribution could be made;

- (e) Will evaluate with the assistance of the Committee Chair as necessary, the performance of individual Directors at such time as the Director's term is expiring and the Director is being considered by the Committee for inclusion in a class of Directors to be recommended for election by the Corporation's shareholders for a new term; and
  - (f) Will review periodically the responsibilities of each Board Committee as set forth in the Committee Charters and the responsibilities and procedures set forth in the Board's Corporate Governance Guidelines.
4. The Committee shall have sole authority to retain and terminate any search firms used to identify Director candidates and shall have sole authority to approve the fees and other retention terms of any such firms.
  5. The Committee shall undertake any other responsibilities which the Board or the Committee shall determine are necessary and proper.
  6. The Committee shall regularly report to the Board of Directors on the Committee's activities and any and all matters which should appropriately be brought to the Board's attention.
  7. The Committee may form and delegate authority to subcommittees when appropriate.
  8. The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
  9. The Committee shall annually review its own performance.

## **PROCEDURES**

1. The Committee shall hold at least three regular meetings each calendar year.
2. The Committee Secretary shall be a member of management recommended by the Chairman of the Board and approved by the Board. The Secretary shall prepare minutes of each Committee meeting, which minutes will be distributed to members of the Committee. The Chairman of the Committee shall report to the Board on its activities as appropriate.

January 28, 2004