

CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Corporate Governance Committee is appointed by the Board to (1) recommend to the Board Corporate Governance Guidelines, (2) review the Corporate Governance Guidelines annually to ensure that they remain suitable for the needs of the Company; (3) recommend any necessary changes in the Guidelines to the Board; and (4) assist each committee in coordinating and maintaining appropriate charters for each committee.

Committee Membership

The Corporate Governance Committee shall consist of no fewer than three members. The members of the Corporate Governance Committee shall meet the independence requirements of the New York Stock Exchange.

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

Committee Authority and Responsibilities

1. The Corporate Governance Committee shall recommend to the Board Corporate Governance Guidelines
2. The Corporate Governance Committee shall review the Corporate Governance Guidelines annually to ensure that they remain suitable for the needs of the Company.
3. The Corporate Governance Committee shall recommend any necessary changes in the Guidelines to the Board.
4. The Corporate Governance Committee shall assist each committee in coordinating and maintaining appropriate charters for each committee.
5. The Corporate Governance Committee shall make regular reports to the Board.
6. The Corporate Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Corporate Governance Committee shall annually review its own performance.