



Governance and Nominating Committee Charter

Organization

There shall be a Committee of the Board of Directors to be known as the Governance and Nominating Committee. The Committee, including the Chair thereof, shall be appointed by the Board of Directors and shall comprise at least three directors, all of whom are independent of the management of the Corporation, are independent as defined in the Corporate Governance Policies of the Company and are free of any relationship that in the opinion of the Board of Directors would interfere with his/her exercise of independent judgment as a Committee Member.

Meetings

Subject to the Company's by-laws and resolutions of the Board, meetings of the Committee may be held at any place from time to time as designated by the Chair of the Committee. A majority of the members of the Committee then in office shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of the Committee. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting, if prior to such action all members of the Committee consented thereto in writing and the writing is filed with the minutes of proceedings of the Committee. The Committee shall keep a record of its actions and proceedings, and the Chair of the Committee shall make a report thereof from time to time to the Board.

Statement of Policy

The Governance and Nominating Committee reviews the role, composition, and structure of the Board and its committees. The Committee has the responsibility for evaluating and advising the Board on the Company's approach to corporate governance, including the adoption of Corporate Governance Policies subject to Board approval. It also reviews and evaluates Board members in determining the annual directors' slate and identifies new director nominees.

Roles and Responsibilities

The Committee's roles and responsibilities are to:

- 1. Identify, evaluate and recommend qualified candidates to serve as Directors of the Company, consistent with the selection and qualification criteria approved by the Board, and Directors to serve on the various Board committees, including to:
 - a. Recommend selection and qualification criteria for Board members for approval by the Board;*
 - b. Evaluate and recommend for Board approval candidates for nomination as Directors and candidates to fill Board vacancies;*
 - c. Consider nominees recommended by shareholders for election as Directors in accordance with the Company's Bylaws and applicable laws;*
 - d. Determine selection and qualification criteria for Board committee members;**

