

## **Corporate Governance Committee Charter**

### **Purpose**

The purpose of the Committee shall be to assist the Board of Directors (Board) in assuring sound corporate governance practices and to identify qualified individuals to become Board members.

### **Authority and Responsibilities**

The Committee shall have the following authority and responsibilities:

- To develop and recommend to the Board for its approval a set of corporate governance principles. The Committee shall review the principles on a regular basis and recommend changes as necessary.
- To lead the search for individuals qualified to become members of the Board, including review of Board candidates recommended by stockholders. The Committee shall recommend director nominees for Board approval to fill vacancies created during a term and for presentation for stockholder election at an annual meeting and, in connection with the recommendation process, evaluate the performance of each incumbent director nominee recommended for re-election. The Committee shall select individuals as potential director nominees who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who will be most effective, in conjunction with other members of the Board, in collectively serving the long-term interests of the Company's stockholders.
- To review the Board's committee structure and recommend to the Board for approval directors to serve as Chair and as members of each Committee. The Committee shall review and recommend Chair and committee slates annually and shall recommend directors to fill vacancies as needed.
- To develop and recommend to the Board for its approval a self-evaluation process of the Board and its committees. The Board and each of its standing committees shall perform a self-evaluation on a regular basis and as may be required by applicable laws, regulations and rules. The Committee shall oversee the self-evaluations.
- To consult with the Compensation and Management Development Committee on compensation for non-employee directors.
- To consider any other corporate governance issues that arises from time to time.

*Effective Date April 5, 2006*

The foregoing list of functions is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate to its purpose and for the performance of its responsibilities.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate in its sole discretion other than any power or authority required by law or Nasdaq requirements to be exercised by the Board or the Committee as a whole.

The Committee shall have the authority to retain such outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve the fees and retention terms of its counsel, experts and advisors and the Company shall provide funding for such fees and expenses.

### **Membership and Processes**

The Committee shall consist of a minimum of three directors. The Chair and members of the Committee shall be appointed and may be removed by the Board at its discretion. All members shall satisfy the Nasdaq requirements and other legal requirements for independence.

The Committee shall meet at least two times per year. Additional meetings may occur as the Chairman of the Board, the Committee Chair or the Board deem advisable.

The Committee shall periodically report its actions, recommendations and important findings to the Board.

The Committee shall perform an evaluation of itself on a regular basis and as may be required by applicable laws, regulations and rules and shall present the results of its evaluation to the Board. The Committee also shall review the adequacy of this charter on a regular basis and recommend any proposed changes to the Board for approval.