

## **Governance & Board Composition Committee Charter**

The Governance and Board Composition Committee (“Committee”) shall consist of at least three members of the Board of Directors, all of whom shall be independent directors as that term is defined by Marketplace Rule 4200(a)(15) of The Nasdaq Stock Market, Inc. Members of the Committee shall be appointed and may be removed by the Board of Directors and shall have the following powers and duties:

1. Develop and recommend to the Board of Directors for its approval a set of corporate governance guidelines, which the Committee shall review on an annual basis, or more frequently if appropriate, and recommend changes as necessary;
2. Develop and recommend to the Board of Directors for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations;
3. Review, in consultation with the Chairman of the Board, the Chief Executive Officer and other Directors, the Board of Directors' committee structure and to recommend to the Board for its approval the Directors to serve as members of each committee. The Committee shall review and recommend slates annually and shall recommend additional committee members to fill vacancies as needed;
4. Recommend, in consultation with the Chairman of the Board and the Chief Executive Officer, to the Board of Directors (i) nominees to fill vacancies in membership of the Board as they occur among the Directors, and (ii) prior to each Annual Meeting of Shareowners, a slate of nominees for election as Directors at such meeting. For an individual being considered for election to the Board for the first time, the Committee shall submit its recommendation to the Board of Directors in advance of ascertaining the willingness of the recommended candidate to serve if elected;
5. Lead the search for qualified candidates, who may be submitted by Directors, officers, employees, shareowners and others. In fulfilling this responsibility, the Committee shall also consult with the Chairman of the Board, the Chief Executive Officer, and other Directors concerning Director candidates;
6. Prepare, not less frequently than every three years, and submit to the Board of Directors for adoption by the Board of Directors, a list of selection criteria to be used by the Committee.
7. Review and approve on an annual basis the corporate goals and objectives with respect to the Chief Executive Officer and annually review the performance of the Chief Executive Officer. The Committee will provide the Chief Executive Officer's performance review to the Compensation and Management Development Committee for purposes of determining any changes in compensation.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate in its sole discretion.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall report its actions and recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.