

CHARTER OF CORPORATE GOVERNANCE/NOMINATING COMMITTEE

1. Mission Statement

The Corporate Governance/Nominating Committee shall assist the full Board of Directors in fulfilling its responsibilities to assure that the Company is governed in a manner consistent with the interests of the shareholders of the Company. Without limiting the foregoing, the Corporate Governance/Nominating Committee shall advise the Board with respect to: (a) Board organization, membership and function; (b) committee structure, membership and operations (including any committee authority to delegate to subcommittees); (c) succession planning for the executive officers of the Company; (d) the Company's Corporate Governance Policy, its operation and any modifications to such policy; and (e) other matters relating to corporate governance and the rights and interests of the Company's shareholders.

2. Membership and Qualification

The Committee shall consist of three or more Independent Directors (as defined in and determined pursuant to Section A.3 of the Company's Corporate Governance Policy). The Committee members shall be elected by the Board annually for terms of one year, or until their successors shall be duly elected and qualified. The Board, upon recommendation by the Corporate Governance/Nominating Committee, may remove any committee member at any time. Unless a Committee Chairman is elected by the full Board, the Committee members may designate a Chairman.

3. Meetings and Other Actions

The Committee shall meet at least one a year and at such additional times as may be necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Committee or the Chairman of the Board. All meetings of and other actions by the Committee shall be held or otherwise taken pursuant to the Company's bylaws, including bylaw provisions governing notices of meetings, waivers thereof, the number of Committee members required to take actions at meetings or by written consent, and other related matters.

- Unless otherwise authorized by an amendment to this Charter, the Corporate Governance/Nominating Committee shall not delegate any of its authority to any subcommittee.
- Reports of meetings of and actions taken at meetings or by consent by the Committee since the most recent Board meeting (except to the extent covered in an interim report circulated to Board) shall be made by the Committee Chairman or his/her delegate to the Board at its next regularly scheduled meeting following the Committee meeting or action and shall be accompanied by any recommendations from the Committee to the Board. In addition the Committee Chairman or his/her delegate shall be available to answer any questions the other Directors may have regarding the matters considered and actions taken by the Committee.

4. Goals, Responsibilities and Authority

In carrying out its mission, the Committee shall have the following goals, responsibilities and authority:

Board of Directors

- A. Evaluate periodically the desirability of and recommend to the Board any changes in the size and composition of the Board.
- B. Select and evaluate directors in accordance with the criteria set forth below:
 - Director selection should include at least enough Independent Directors (as defined in and determined pursuant to Section A.3 of the Company's Corporate Governance Policy) to satisfy the minimum proportion of Independent Directors to total directors

required by Section A.3 of the Company's Corporate Governance Policy, and such Independent Directors should have appropriate skills, experiences and other characteristics to provide qualified persons to fill all Board committee positions required to be filled by Independent Directors. Subject to the right of the Corporate Governance/Nominating Committee and the Board to decide otherwise when deemed appropriate, the Chief Executive Officer of the Company generally should be a director. Each director should:

- Be an individual of the highest character and integrity and have an inquiring mind, vision and the ability to work well with others;
 - Be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director;
 - Be willing and able to devote sufficient time to the affairs of the Company and be diligent in fulfilling the responsibilities of a director and Board committee member (including developing and maintaining sufficient knowledge of the Company and its industry; reviewing and analyzing reports and other information important to Board and committee responsibilities; preparing for, attending and participating in Board and committee meetings; and taking part in orientation and continuing education); and
 - Have the desire to represent the balanced, best interests of the shareholders as a whole.
 - Have the skill, expertise, background (whether in business or in other areas such as public service, academia or scientific communities), and other characteristics to enhance the effectiveness of the Board and Board committees.
 - The pros and cons of having a former Chief Executive Officer of the Company serve on the Board should be decided based on the facts and circumstances in each individual instance. Consistent with Section A.5 of the Company's Corporate Governance Policy, when the Chief Executive Officer resigns from that position, he/she should submit his/her resignation at the same time from the Board and, if applicable, from any Board Committee permitting non-independent members on which he/she serves. Whether the individual continues to serve on the Board and on any Board Committee should be determined by the Corporate Governance/Nominating Committee and the Board based on all relevant circumstances.
- C. Evaluate each new director candidate and each incumbent director before recommending that the Board nominate or re-nominate such individual for election or reelection (or that the Board elect such individual on an interim basis) as a director based on the extent to which such individual meets the above criteria. Each decision to re-nominate incumbent directors should be based on a careful consideration of each such individual's contributions.
- D. Diligently seek to identify potential director candidates who will strengthen the Board. This should include establishing procedures for receiving potential nominees from directors and shareholders and for advising those who suggest nominees of the outcome of such review. The Corporate Governance/Nominating Committee shall have sole authority to retain and terminate any search firm used to identify director candidates and to approve any such search firm's fees and other terms of retention.
- E. Submit to the Board the candidates for director to be recommended by the Board for election at each annual meeting of shareholders and to be added to the Board at any other times due to Board expansions, director resignations or retirements or otherwise.

- F. Monitor performance of directors and if any serious problems are identified, work with such director to resolve such problems, or, if necessary, seek such director's resignation or recommend to the Board such person's removal.
- G. Develop and periodically evaluate orientation and continuing education for the members of the Board and Board committee regarding his/her responsibilities as a director generally and as a member of any applicable Board committee, and monitor and evaluate annually each director's cooperation and participation in such orientation and continuing education.

Board Committees

- H. Evaluate at least annually the performance, authority, operations, charter and composition of each standing or ad hoc Board committee (including any authority of a committee to delegate to a subcommittee) and the performance of each committee member and recommend any changes considered appropriate in the authority, operations, charter, number or membership of each committee. If any serious problems are identified with a committee member, the Corporate Governance/Nominating Committee shall work with such person to resolve such problems or, if necessary, seek such person's resignation or recommend to the Board such person's removal from the applicable committee(s).
- I. Submit to the Board annually (and at any additional times that any committee members are to be selected) candidates for membership on each Board committee and for the chairman of each committee. As contemplated by the Company's Corporate Governance Policy, the Committee will coordinate closely with the full Board as to the selection of an Independent Director who will qualify to serve on the Audit Committee as a designated "audit committee financial expert."

Evaluation of and Successor Planning for Chief Executive Officer and Other Executive Officers

- J. Assist the Board in evaluating the performance of and other factors relating to the retention of the Chief Executive Officer. Assist the Board in overseeing the evaluation of the performance of other executive officers. It is recognized that, subject to oversight by the Board and this Committee and subject to the authority and responsibilities of the Compensation Committee, the Chief Executive Officer will have primary responsibility for evaluating the performance of other executive officers.
- K. Consider and recommend to the Board candidates for successor to the Chief Executive Officer of the Company and, with appropriate consideration of the Chief Executive Officer's recommendations, candidates for successors to other executive officers, in each case when vacancies shall occur in those offices.

Corporate Governance

- L. Develop and recommend to the Board a Corporate Governance Policy and any changes therein, setting forth the corporate governance principles applicable to the Company.
- M. Monitor and make recommendations to the Board on other matters of Board policies and practices relating to corporate governance.

Other Matters

- N. The Committee also shall undertake such additional activities within the scope of its primary functions as the Committee may from time to time determine.
- O. Perform an annual self-evaluation of the Committee's performance and annually assess the adequacy of and, if appropriate, propose to the Board any desired changes in the Charter of the Committee.

5. Additional Resources

The Corporate Governance/Nominating Committee shall have the right to use reasonable amounts of time of the Company's internal and independent accountants, internal and outside lawyers and other internal staff and also shall have the right to hire and terminate independent experts, lawyers, search firms and other consultants to assist and advise the Committee in connection with its responsibilities. The Corporate Governance/Nominating Committee shall keep the Company's finance Department advised as to the general range of anticipated expenses for outside consultants.