

NOMINATING AND GOVERNANCE COMMITTEE

Purpose

The Committee is responsible for assisting the Board of Directors in (i) identifying individuals qualified to become members of the Board; (ii) recommending director nominees for each annual meeting of shareholders and director nominees to fill any vacancies that may occur between meetings of the shareholders (iii) developing and recommending to the Board corporate governance principles applicable to the Company (iv) recommending compensation and benefit programs for non-employee directors and policies relating to the tenure, succession and retirement of directors and (v) overseeing the annual review and evaluation of the performance of the Board and its Committees.

Organization

The Committee shall be composed of at least three directors who shall be appointed by the Board and who shall meet the independence requirements of the New York Stock Exchange.

The Committee shall meet at least two times per year, or more frequently as circumstances require, and shall make regular reports to the Board on the Committee's activities.

Responsibilities

In carrying out its responsibilities, the Committee:

- Establishes criteria for selecting new directors which reflect the requirements of the New York Stock Exchange listing standards and which require each candidate to possess independence, integrity, forthrightness, experience in areas of importance to the Company and a commitment to the interests of the Company's shareholders as a whole.
- Considers and recruits candidates, in consultation with the Chairman of the Board and Chief Executive Officer, to fill positions on the Board. The Committee shall also reconsider and reassess the contributions of those directors eligible for reelection and shall review the candidates who may be recommended by shareholders of the company not less than 90 nor more than 120 days prior to the Annual Meeting of Shareholders.
- Recommends the director nominees for approval by the Board of Directors and the shareholders.
- Recommends to the Board of Directors corporate governance guidelines addressing the size, independence, diversity, composition and responsibilities of the Board of Directors and its Committees as well as the Board's oversight of management.
- Advises the Board of Directors with respect to the charters and membership of the various Committees of the Board.

- Recommends compensation and benefits policies for the non-employee directors and recommends tenure, succession and retirement policies for directors.
- Has sole authority to retain outside consultants or search firms to advise the Committee with respect to the identification and review of candidates for the Board, including sole authority to approve such firms' fees and other retention terms.
- Provides suitable programs for the orientation of new directors and the continuing education of incumbent directors.
- Assures that appropriate CEO and management succession plans are in place, as well as policies for governing the Company in emergencies. The Committee's management succession responsibilities are shared by the Compensation and Benefits Committee which serves as the Board's executive resources committee.
- Establishes criteria for evaluating the performance of the Committee, conducts an annual evaluation and discusses the results of the annual evaluation with the full Board.
- Oversees the annual performance evaluation of the Board.