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NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, to recommend to the Board the director nominees for election at the next annual meeting of shareholders and to recommend to the Board the director nominees to fill vacancies between annual meetings; (2) to recommend to the Board members for each standing committee; (3) to recommend to the Board Corporate Governance Guidelines applicable to the Company; (4) to make recommendations as to matters of corporate governance; and (5) to help facilitate information flow to the Board.

Committee Membership

The Committee shall consist of no fewer than three members; each of whom shall be an “independent director” within the meaning of applicable listing standards. The members of the Committee shall be appointed and replaced by the Board. The members of the Committee shall recommend, and the Board shall appoint, one member as Chairman of the Committee.

Committee Authority and Responsibilities

1. The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates and shall have authority to approve the search firm’s fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from other internal or external legal, accounting or other advisors.
2. The Committee shall actively seek individuals qualified to become Board members for recommendation to the Board, including considering recommendations submitted by shareholders. As part of this process, the Committee shall develop an appropriate/“ideal” candidate profile.
3. The Committee shall recommend to the Board the members of the standing committees of the Board.
4. The Committee shall review and assess the adequacy of the Corporate Governance Guidelines of the Company, including qualifications, qualities and skills of directors, and recommend any proposed changes to the Board for its approval.
5. The Committee shall review Board and committee functioning, making recommendations to the Board from time to time as to matters of corporate governance.



6. The Committee shall facilitate information flow to the Board both with respect to the Company and with respect to best practices in corporate governance, including receiving and processing shareholder communications to the Board.

Committee Procedures

1. For the transaction of business at any meeting of the Committee, a majority of the members shall constitute a quorum.
2. The Committee may form and delegate authority to subcommittees when appropriate and consistent with applicable requirements.
3. The Committee shall maintain records of its meetings and make regular reports to the Board of topics discussed and actions taken.
4. The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
5. The Committee shall oversee an annual self-evaluation of the Board.
6. The Committee shall meet as often as it deems necessary and in whatever manner it judges efficient and effective, including via teleconference and e-mail.