

CORPORATE GOVERNANCE & NOMINATING COMMITTEE

PURPOSE

The Corporate Governance & Nominating Committee will provide oversight with respect to Board composition, organization and effectiveness. The Committee also recommends changes in the Board's Self Governance Guidelines to the Board. The Committee serves as the Nominating Committee of the Board, including identifying and recommending qualified candidates for Board membership. The Committee also nominates candidates for each of the individual positions of Chairman, President and CEO. In order to ensure the impartial performance of the above functions, no director who is a current or former employee of the Company, or who receives compensation from the Company in any capacity other than as a director, or who otherwise, in the opinion of the Board, has a "material relationship" with the Company other than as a director, or who otherwise does not qualify as an independent director under the Board's Self-Governance Guidelines, may serve on the Committee.

POWERS

The Committee shall have power to engage and use, at Company expense and without Board approval, such legal and consulting support as the Committee deems necessary to perform its functions, including sole authority to engage search firms to recruit candidates for the individual director, President and CEO positions.

CORPORATE GOVERNANCE & NOMINATING COMMITTEE RESPONSIBILITIES ARE TO:

1. Meet at least once per year to discuss:
 - a. Composition of and membership on the Board.
 - b. New director candidates, in the case of a vacancy or a desire to increase the Board size, consistent with the Board's Self Governance Guidelines.
 - c. Evaluation of the effectiveness of the Board.
2. Select, or recommend that the Board select, director nominees for the next annual shareholders meeting.
3. Review questions regarding Board membership in accordance with Board Self Governance Guidelines.
4. Serve as the Nominating Committee for the individual positions of Chairman of the Board, Director, President and Chief Executive Officer, including recommending candidates for Board approval.

5. Review and approve recommendations by the Board Chairman for committee structure and committee assignments.
6. Annually review, and make recommendations to the Board to update, where applicable, the Board's Self Governance Guidelines.
7. Conduct, under the leadership of the Committee Chairman, the annual CEO review process and oversee the related management review process.

8. Oversee the annual Board self-review process and biannual individual director peer review process.
9. Report regularly to the Board on its activities and decisions.
10. Conduct an annual performance review of the Committee.