



Nominating and Governance Committee Charter

Purpose

The primary purposes of the Nominating and Governance Committee are to (1) assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the Director nominees for the next annual meeting of share owners or otherwise for filling vacancies; (2) recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) lead the Board in its annual review of the Board's performance; (4) recommend to the Board members and chairpersons for each committee; (5) monitor the attendance, preparation and participation of individual Directors and to conduct a performance evaluation of each Director prior to the time he or she is considered for re-nomination to the Board; and (6) discharge the Board's responsibilities relating to compensation of the Company's Directors by reviewing such compensation annually and then recommending any changes in such compensation to the full Board.

The Committee shall also serve in an advisory capacity on matters of organizational and governance structure and the conduct of the Board.

Committee Membership and Function

The Nominating and Governance Committee shall consist of no fewer than three members and would generally be expected to meet at least three times each year. The members of the Nominating and Governance Committee shall meet the independence requirements of the New York Stock Exchange, with the Board to affirmatively determine that the members are independent, and disclose that determination, to the extent required.

Committee Authority and Responsibilities

1. The Nominating and Governance Committee shall develop the criteria for, and review annually with the Board, the requisite skills and characteristics of new directors, as well as the composition of the Board overall, in accordance with the Corporate Governance Guidelines, and shall determine from time to time, whether those are adequate for the Company's needs. The Committee shall also evaluate candidates for nomination to the Board, including those recommended by share owners. In that regard, the Nominating and Governance Committee shall adopt procedures for the submission of recommendations by share owners as it deems appropriate. This Committee shall also provide oversight of the Board and Company management in accordance with the Corporate Governance Guidelines.
2. The Nominating and Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating and Governance Committee shall have sole authority to retain and terminate any compensation consultant to be used in the evaluation of Director compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Nominating and Governance Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Company shall provide adequate funding, as determined by the Committee, for the matters referenced in this paragraph.
3. The Nominating and Governance Committee shall actively seek to identify potential director candidates believed to be, where appropriate, qualified to become Board members, and recommend that the Board select such candidates for all director positions to be filled by the Board or by the share owners at an annual or special meeting.
4. The Nominating and Governance Committee shall establish procedures for, and administer annual performance evaluations of the Board and report annually to the Board the results of its assessment. The Nominating and Governance Committee shall also conduct an annual review of its performance.
5. The Nominating and Governance Committee shall monitor the attendance, preparation and participation of each Director, conduct a performance review and make recommendations to the Board on whether members of the Board should stand for reelection in accordance with the Corporate Governance Guidelines.
6. The Nominating and Governance Committee shall review and reassess the adequacy of the Corporate Governance Guidelines. The Nominating and Governance Committee shall also monitor the Board's compliance with the Corporate Governance Guidelines at least annually and recommend any proposed changes to the Board for approval.

7. The Nominating and Governance Committee shall review and make recommendations to the Board annually with respect to the compensation of Directors, including equity-based plans
8. The Nominating and Governance Committee shall, in consultation with the CEO, make recommendations to the Board regarding the composition and responsibilities of Board Committees.
9. The Nominating and Governance Committee shall review annually the independence of each Director, and report to the Board the results of its review.
10. The Nominating and Governance Committee shall implement, administer and oversee implementation of any compensation plans for Directors (to the extent such responsibility is not specified elsewhere).
11. The Nominating and Governance Committee shall regularly review in detail the CEO succession plan and shall share such plan with the full Board.
12. The Nominating and Governance Committee shall annually provide a recommendation to the full Board regarding the CEO's performance.
13. The Nominating and Governance Committee shall consider and, if appropriate, approve waivers or amendments to the Codes of Ethics and Conduct for executive officers, financial officers and directors and the Corporate Governance Guidelines, which shall be timely and appropriately disclosed, to the extent required.
14. The Nominating and Governance Committee shall oversee the orientation process for new Directors.
15. The Nominating and Governance Committee shall identify and evaluate emerging corporate governance issues and trends which may affect the Company and make recommendations to the Board as appropriate.
16. The Nominating and Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Administrative Matters

The members of this Committee shall be appointed by the Board of Directors on the recommendation of the Nominating and Governance Committee and may be removed or replaced by the Board. The Chairperson of this Committee shall be appointed by the Board of Directors and shall be selected based on his or her deep knowledge of the Company, respect of his or her fellow Directors and his or her close and constructive relationship with the CEO. The Chairperson of the Nominating and Governance Committee shall not rotate, but shall be considered for a three-year term each time he or she is re-elected to the Board of Directors. The Chairperson of this Committee shall also preside at executive sessions of the Board, as provided by the Corporate Governance Guidelines.

A majority of the members of this Committee shall constitute a quorum for the transaction of business, and the act of the majority of Committee members present at a meeting where a quorum is present shall be the act of this Committee, unless a different vote is required by express provision of law, the Bylaws or the Certificate of Incorporation. Unless otherwise provided by the Bylaws or the Certificate of Incorporation: (i) any action required or permitted to be taken at any meeting of this Committee may be taken without a meeting if all of the members consent thereto (a) in writing or (b) by electronic transmission and such writings or transmissions are filed with the minutes of this Committee; and (ii) members of this Committee may participate in a meeting by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence at such a meeting.

This Committee may form and delegate authority to subcommittees when appropriate. Except as expressly provided in this Charter, the Bylaws or the Certificate of Incorporation, this Committee may fix its own rules of procedure.

This Committee will report to the Board at the next regularly scheduled Board meeting after one or more Committee meetings, will otherwise regularly report to the Board and will annually conduct a performance review of its activities.