

## **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

All members of the Nominating and Governance Committee shall be Independent Directors as defined in the Board's Corporate Governance Guidelines and as set forth in the New York Stock Exchange (NYSE) corporate governance rules, and as both may be amended from time to time ("Corporate Governance Guidelines"). The Nominating and Governance Committee shall be chaired by an Independent Director appointed by the Board.

The function of the Nominating and Governance Committee shall be to advise Management and to exercise the following powers and duties with respect to the following matters involving the Corporation and, if so specified, its subsidiaries:

### **MATTERS REGARDING THE BOARD**

1. Recommendations to the Board regarding the number of Directors;
2. Recommendations to the Board as to the number of standing committees of the Board and the structure and charters for them;
3. Recommendations to the Board as to the criteria to be used by the Board in making decisions about:
  - (a) the membership of the standing committees;
  - (b) the appointment of Committee chairs, and;
  - (c) the membership of the Board;
4. Recommendations to the Board regarding the determination of which of the Directors are Independent Directors;
5. To lead the search for individuals qualified to become members of the Board and to make recommendations to the Board regarding:
  - (a) nominees to be proposed to the Corporation's shareowners for election to the Board;
  - (b) nominees to be appointed by the Board pursuant to the by-laws, and
  - (c) the assignment of Directors to classes in accordance with the Corporation's Certificate of Incorporation;
6. Recommendations to the Board regarding the appointment of Directors to the Board's standing committees;

7. Review and annual report to the Board regarding the compensation of the Directors, which shall include comparisons of the Directors' compensation with the compensation received by directors of other corporations, and recommendations to the Board regarding changes in compensation of the Directors, including the compensation of the Chair of the Board;
8. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation;
9. Recommendations to the Board regarding the processes and criteria to be used in evaluating the performance of the Board and management;

#### OTHER MATTERS

10. Conduct and present to the Board an annual performance evaluation of the Committee.
11. Recommendations to the Board regarding any proposal received from any shareowner concerning any of the foregoing matters which the shareowner proposes to present for action by the Corporation's shareowners; and
12. Such other duties and responsibilities as may be assigned to the Nominating and Governance Committee by law, the Corporation's charter or by-laws or the Board.

In accordance with the Corporate Governance Guidelines, the Committee chair also shall chair the meetings of the non-employee Directors to evaluate the structure, processes and performance of the Board.

In carrying out these responsibilities, the Committee shall have full access to the independent public accountants, the internal auditors, the general counsel, any of the Corporation's non-employee attorneys and advisors and such executive and other personnel in the Corporation as in its judgment seems appropriate. The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, or such compensation consultants, legal and other advisors as the Committee deems appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

**AS ADOPTED BY THE BOARD OF DIRECTORS ON DECEMBER 14, 2004**