

**NOMINATING & GOVERNANCE
COMMITTEE CHARTER
Adopted by the Board of Directors on
February 12, 2003**

Purpose

The Nominating & Governance Committee is appointed by the Board (1) to 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 shareholders; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; and (3) to lead the Board in its annual review of the performance of the Board and management.

Committee Membership

The Nominating & Governance Committee shall consist of no fewer than three members. The members of the Nominating & Governance Committee shall meet the independence requirements of the New York Stock Exchange and the independence standards set forth in the Company's Corporate Governance Guidelines.

The members of the Nominating & Governance Committee shall be appointed and replaced by the Board.

Committee Authority and Responsibility

1. The Nominating & Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating & Governance Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors at the Company's expense and without prior approval.
2. The Nominating & Governance Committee shall actively seek individuals qualified to become board members for recommendation to the Board. In making recommendations to the Board, the Nominating & Governance Committee may consider, among other criteria, the individual's (a) involvement in the community; (b) financial acumen; and (c) business and industry experience.
3. The Nominating & Governance Committee shall receive comments from all directors and report annually to the Board with an assessment of the performance of the Board and management, to be discussed with the Board and management following the end of the fiscal year.

4. The Nominating & Governance Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
5. The Nominating & Governance Committee shall be responsible for succession planning including succession in the event of an emergency or the retirement of the Chairman and CEO. The Board shall work with the Nominating & Governance Committee to nominate and evaluate potential successors to the Chairman and CEO. The Chairman and CEO shall at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.
6. The Nominating & Governance Committee may form and delegate authority to subcommittees when appropriate.
7. The Nominating & Governance Committee shall make regular reports to the Board.
8. The Nominating & Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Nominating & Governance Committee shall annually review its own performance.