

## **Corporate Governance and Nominating Committee Charter**

### **Purpose**

The purpose of the Corporate Governance and Nominating Committee (the "Committee") is to provide counsel to the Board of Directors (the "Board") with respect to the organization and function of the Board and its committees, identify potential director candidates and nominate directors, and perform succession planning for the executive management of the Company. The Committee also oversees Company management's administration of non-employee director plans.

In addition, this Committee is responsible for developing and implementing policies and procedures to assist the Board in fulfilling its fiduciary obligations to the Company and its shareholders.

### **Membership**

The Committee shall be composed entirely of directors affirmatively determined by the Board to be independent (as defined by the New York Stock Exchange Listed Company Rules). A minimum of three Committee members shall be designated annually by the Board. The Board shall remove any member of the Committee who has a conflict of interest or no longer is independent.

### **Quorum**

A majority of the members of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting, at which a quorum is present, shall be the action of the Committee. The Committee shall keep a record of its actions and proceedings and report to the Board at its next meeting.

### **Authority and Responsibilities**

The Committee shall have the authority to:

- Develop and recommend to the Board for adoption a set of corporate governance principles to foster an effective corporate governance environment;
- Review the charter, duties, powers and composition of Board committees according to existing and planned Company objectives and governance principles, and recommend changes;

- Manage the performance review process of the Board, its committees and management;
- Review the format of Board meetings and make recommendations for the improvement of such meetings;
- Recommend criteria and policies relating to candidacy, service and tenure of directors;
- Identify individuals qualified to become potential director nominees;
- Recommend candidates as nominees for election as members of the Board and recommend the re-election of nominees to a new term;
- Recommend independent directors for membership on the Audit Committee, Compensation Committee, and Corporate Governance and Nominating Committee, and any and all other committees formed by the Board;
- Recommend directors, secretaries and employees for membership on other committees that have been established by action of the Board;
- Make recommendations to the Board regarding the level and composition of compensation for non-employee directors;
- Oversee management's administration of non-employee director stock and stock option plans of the Company;
- Review and recommend changes to this Charter as necessary; and

- Report Committee findings to the Board on a regular basis and make such recommendations to the Board as deemed appropriate.

The Committee shall have sole authority to retain and/or terminate any consultant or search firm to be used to identify director candidates, and approve related fees and retention terms of such consultant or firm.

The Committee may delegate any of its responsibilities to a subcommittee, so long as all of the members of the subcommittee meet the qualifications for membership on the Committee.