



## Corporate Responsibility and Sustainability

### Authority and Responsibilities

- 1. Corporate Responsibility and Sustainability Committee Purpose.** The Corporate Responsibility and Sustainability Committee ("the Committee") will review Company policies and practices relating to significant public issues of concern to the shareholders, the Company generally and its employees, communities served by us, the business community and the general public, with specific oversight of corporate responsibility and sustainability ("CRS"), legislative and regulatory issues, and diversity management programs.
- 2. Management Presentations.** The Committee will receive annual or more frequent presentations by management and others on subjects in the public arena and/or related to the accomplishment of the Company's diversity, equal opportunity and CRS goals. These could include presentations on EEO matters, policies of importance to consumers, charitable contributions, legislative and regulatory issues affecting the Company, and other environmental, philanthropic or legal issues of particular public interest.
- 3. Corporate Responsibility and Sustainability.** The Committee shall review and make recommendations to the Board with respect to the Company's policies, programs and practices and the impact that the Company's policies, programs and practices have on the environment, marketplace, workplace and communities in which the Company operates.
- 4. Monitor and Review Public Policy Issues.** The Committee shall identify, analyze, evaluate and monitor the social, political, environmental and public policy trends, issues and concerns which could affect the Company's business activities or performance, and shall make recommendations to the Board regarding how the Company should respond to these trends, issues and concerns to more effectively achieve its business goals.
- 5. Review of Shareholder Proposals.** The Committee shall review management's position on all shareholder proposals involving issues of public interest or corporate responsibility and recommend positions to be taken by the Board in the annual proxy.

### Operations of the Committee

- 1. Composition.** The members of the Committee shall be appointed by the Board of Directors. The Board of Directors shall also designate a Committee Chair and may, from time to time, remove members of the Committee.
- 2. Schedule of Meetings.** In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required.
- 3. Conduct of Meetings.** A quorum at any Committee meeting shall be a majority of its members. All determinations of the Committee shall be made by either at a meeting duly called and held, at which a quorum was present and acting, or by a written consent to the actions taken signed by all of the members of the Committee.
- 4. Documentation and Reports.** The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record and shall be approved at a subsequent meeting of the Committee. The Committee shall make regular reports to the Board of Directors.
- 5. Outside Assistance.** The Committee shall also have authority to obtain advice and assistance from internal or external public affairs and communications, legal, accounting or other advisors.
- 6. Self-Assessment.** The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation. At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.