

NOMINATING & GOVERNANCE COMMITTEE CHARTER

The Nominating & Governance Committee (“Committee”) of the Board of Directors (“Board”) shall consist of a minimum of three directors, who are appointed and may be removed by the Board. All members of the Committee shall be independent directors and shall satisfy the New York Stock Exchange standards for independence. The Committee shall meet at such times as it determines to be necessary or appropriate, but not less than once each year, and shall report the actions and recommendations of the Committee to the Board at its next meeting.

Purpose

The purpose of the Committee shall be to 1) assist the Board in establishing criteria for the selection of new directors, 2) identify individuals qualified to become Board members and to be selected as nominees for the next Annual Meeting of Stockholders, consistent with criteria approved by the Board, 3) assist the Board in determining the composition of the Board and its committees, 4) develop and monitor a process to assess Board, committee, and individual director effectiveness and 5) recommend to the Board the Corporate Governance Guidelines applicable to the Company.

Committee Authority and Responsibilities

1. The Committee shall, in consultation with the Chair of the Board, develop internal criteria for selection of non-management directors to be approved by the full Board, including procedures for soliciting names of potential candidates and actively seeking individuals qualified to become Board members for recommendation to the Board. The Committee shall select individuals as director nominees who have the highest personal and professional integrity and whose background and skills will enhance the Board’s ability to serve the long-term interests of the Company’s shareholders.
2. The Committee shall have the right to decide if a search firm should be engaged to identify director candidates (and potential successors to the Chief Executive Officer) and, if so, the authority to select the search firm to be used and the sole authority to approve the search firm’s fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
3. The Committee shall review suggested nominees received from shareholders and advise such shareholders of the outcome of such suggestions. To be considered by the Committee, nominations must be submitted as prescribed in the Company’s By-Laws and otherwise in accordance with the requirements of Delaware Company Law. The

Committee shall recommend to the Board a slate of candidates to stand for election to the Board at the Annual Meeting of Shareholders.

4. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
5. The Committee shall develop, recommend to the Board, and oversee an annual self-evaluation process of the Board and its committees. Individual directors shall be peer evaluated as part of the nomination process conducted by the Committee. Each new director shall be evaluated on his/her first anniversary and thereafter as part of the nomination process. Should a director's performance be judged unsatisfactory over a reasonable period of time, the Committee shall work with the Chairman of the Board to remedy the situation.
6. The Committee shall review its performance and reassess the adequacy of its Charter annually and recommend any proposed changes to the Board for approval.
7. The Committee shall annually review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
8. The Committee shall review and approve a disclosure of the director selection process and criteria in compliance with applicable laws, rules and regulations for inclusion in the Company's annual proxy statement.
9. The Committee may form and delegate authority to subcommittees when appropriate.
10. All meetings shall be held pursuant to the By-Laws of the Company. Written minutes of each meeting shall be duly filed in the Company records.