

## **CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS**

The Governance and Nominating Committee (the “Committee”) is a committee of, and reports to the Board of Directors of \_\_\_\_\_ (the “Company”). Through this Charter, the Board delegates certain responsibilities to the Committee to assist the Board in the fulfillment of its duty to the Company and its shareholders.

**Authority.** The Committee shall be given the resources and assistance necessary to discharge its responsibilities, including unrestricted access to Company personnel and documents. The Committee shall also have authority, in consultation with the Chairman of the Board, to engage outside advisors as it deems necessary or appropriate. The Committee shall have sole authority to retain and terminate any search firm to be used to identify Director candidates, including the sole authority to approve the search firm’s fees and other retention terms.

**Membership.** The Committee shall consist of three or more Directors, who shall be appointed annually, and subject to removal at any time, by the Board of Directors. Each Committee member shall meet the independence standards set forth in the New York Stock Exchange listing standards and the Company’s Corporate Governance Guidelines on Director Independence. Each Committee member shall serve until his or her Committee service is terminated by the Board.

**Procedures.** The Committee shall hold at least two regular meetings each year and any special meetings as may be required. Meetings may be called by the Chair of the Committee or the Chairman of the Board. The presence in person or by telephone of the lesser of two members or a majority vote of the Committee members shall constitute a quorum. Meetings may be held at any time, any place, in any manner permitted by applicable law and the Company’s Bylaws. Minutes of the Committee’s meetings shall be kept. To the extent practicable, the meeting agenda and the minutes from the prior meetings and supporting materials shall be provided to Committee members prior to each meeting to allow time for review. The Committee shall have the authority to create and delegate specific tasks to such standing or ad hoc subcommittees as it may determine to be necessary or appropriate for the discharge of its responsibilities. All results of the meetings shall be reported to the full Board.

**Responsibilities.** The Committee’s responsibilities shall be:

- (a) to monitor the implementation and operation of the Company’s Corporate Governance Guidelines;
- (b) to review from time to time the adequacy of the Corporate Governance Guidelines in light of broadly accepted practices of corporate governance, emerging governance standards and market and regulatory expectations, and to advise and make recommendations to the Board with respect to appropriate modifications;
- (c) to identify and review measures to strengthen the operation of the Corporate Governance Guidelines, and to advise the Board with respect thereto;

(d) (i) to prepare and supervise the implementation of the Board's annual reviews of director independence, and (ii) the Board's performance, as contemplated by the Corporate Governance Guidelines, and to oversee the Board's processes for evaluation of the management of the Corporation and make recommendations to the Board with respect to such processes;

(e) to identify, review and evaluate candidates for election as Director who meet the standards set forth in the Corporate Governance Guidelines, including such inquiries as the Committee deems appropriate into the background and qualifications of candidates and interviews with potential candidates to determine their qualification and interests, and to recommend to the Board of Directors nominees for any election of directors in accordance with the Corporate Governance Guidelines (including the policy that a specified number of Directors be independent of the Company and of the Company's management) and Bylaws of the Company;

(f) to advise the Board with respect to such other matters relating to the governance of the Company as the Committee may from time to time approve, including changes to the scope of this Charter and the Committee's overall responsibilities; and

(g) to carry out such other tasks as the Board may from time to time delegate to the Committee for action consistent with this Charter.

**Annual Performance Review.** The Committee shall conduct an annual evaluation of its performance in carrying out its responsibilities hereunder.