

Nominating and Corporate Governance Committee Charter

I. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) shall assist the Board of Directors (the “Board”) by: (i) identifying individuals qualified to serve as directors consistent with criteria approved by the Board, and where appropriate, screening and reviewing such individuals and recommending to the Board candidates for election at the annual meeting of shareholders to fill Board vacancies; (ii) developing and recommending to the Board a set of corporate governance principles; (iii) overseeing the evaluation of the Board and management; and (iv) conducting an annual performance evaluation of the Committee.

In discharging its role, the Committee is empowered to investigate any matter brought to its attention with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, director search and recruitment consultants or other experts and will receive adequate funding from the Company to engage such advisors. The Committee shall have the authority to retain, compensate, terminate and oversee director search and recruitment consultants.

II. COMMITTEE MEMBERSHIP

The Committee shall be comprised of not less than three members of the Board, each of whom has been determined by the Board to be “independent” in accordance with applicable rules of the New York Stock Exchange.

Each member shall be appointed by the Board and shall be subject to removal by the Board in accordance with the By-Laws of the Company. The Board shall also designate one member of the Committee to serve as Committee Chair.

The Committee may form and delegate authority to subcommittees.

III. COMMITTEE MEETINGS

The Committee shall meet on a regularly scheduled basis at least once per year, or more frequently as circumstances dictate.

IV. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board from time to time, and take any actions reasonably related to the mandate of this Charter.

To fulfill its purpose, the Committee shall:

1. Identify, screen and review individuals qualified to serve as directors, consistent with criteria approved by the Board and the commitment of the Company and the Board to a policy of Board inclusiveness, and, in consultation with the Chair of the Board, the Chief Executive Officer, and the President of the Company, recommend to the Board the nominees for election or re-election at the next annual meeting of shareholders and for filling any Board vacancies.
2. Include women and minority candidates to each pool of individuals from which new Board nominees are chosen and consider diverse candidates from non-traditional venues.
3. Make a recommendation to the Board, pursuant to the Company’s Director Resignation Policy, as to

whether the Board should accept or reject the resignation offer of an incumbent director who fails to receive the affirmative vote a majority of votes cast in an uncontested election of directors.

4. Oversee the evaluation and refreshment of the Board and individual directors.
5. Oversee the evaluation and succession planning of management.
6. Establish and recommend to the Board, oversee the implementation and effectiveness of and recommend modifications as appropriate to, the Company's Corporate Governance Guidelines.
7. Recommend to the Board whether each director qualifies as "independent" under the Board's definition of "independence" and the applicable rules of the New York Stock Exchange and the Company's Corporate Governance Guidelines.
8. At least every two years, review and recommend to the Board for approval any changes in the compensation of non-employee directors.
9. Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter.
10. Review and reassess the adequacy of this Charter annually and amend as the Committee deems appropriate.
11. Report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.
12. Have such other authority, duties and responsibilities as may be delegated to the Committee by the Board.