



**CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
CHARTER**

**Function & Composition**

The Corporate Governance Committee (the “Committee”) shall be appointed by the Board of Directors to consider and make recommendations to the Board of Directors concerning the Board’s appropriate size and composition, its committee structure, its governance guidelines, and Board agenda recommendations.

The Committee shall consist of three or more directors, the majority of whom shall be independent of the management of the Company.

**Responsibilities**

The Committee shall be responsible for working with the Chairman & the CEO to develop, for Board approval:

- criteria for Board candidacy (requisite skills, attributes, experience);
- a roster of prospective candidates for Board membership;
- specific nominees for open positions on the Board;
- Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director or candidate, in order for such director to meet the requirements of “independence;”
- director retirement policies;
- the kind, size and composition of Board committees, including recommended committee chairs;
- rotation of committee members and committee chairs;
- annual performance evaluations of the Board and the Board committees;
- recommendations on the structure and focus of Board meetings, with special attention to issues of governance and leadership;
- Board member orientation; and
- Board education.

**Structure & Operations**

The Board shall determine the size of the Committee, subject to any requirements or limitations in the Company’s Articles of Incorporation or Code of Regulations. The Board, with the recommendation of the Committee, shall designate one member of the Committee as Chair. The Committee shall meet at least two times per year at a time and place determined by the Committee Chair. Additional meetings in person or telephonically may occur with consent of the Committee members.

**Reports**

The Committee shall prepare a summary report of pertinent actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting by the Chair or designee for information or approving action when required.

The Committee shall conduct an annual evaluation of the Committee to compare its performance with the requirements of the Charter and will set forth agenda items for improvement of Committee performance for the coming year. The Committee shall also recommend to the Board any changes in this Charter deemed necessary or desirable.

*Adopted by the Board of Directors  
March 11, 2003  
Amended – December 7, 2006  
Amended – March 9, 2011*