
Directors and Corporate Governance Committee Charter

Purpose

The directors and corporate governance committee, together with the lead independent director, shall identify and recommend to the board of directors candidates for membership on the board and board committees, develop and recommend criteria and policies relating to service and tenure of directors, and monitor and report to the board on environmental, social, political, and governance matters.

Composition and Term

The committee shall consist of no fewer than three non-employee directors, each of whom shall meet the applicable independence tests of the New York Stock Exchange and any applicable Securities and Exchange Commission rules or regulations, and one of whom may be the lead independent director. The committee shall recommend to the board whether a particular director satisfies the requirements for membership on the committee.

The committee members shall be appointed by the board on the recommendation of the committee for one-year terms and shall serve such terms as the board may determine, or until their earlier removal, resignation, or death. The chair shall be designated by the board.

Administrative Matters

The committee shall meet at least once per year and at such other times as it determines to be necessary or appropriate and shall report to the board following the committee meeting. The committee may, in its discretion, delegate all or a portion of its duties and responsibilities, along with the authority to take action in relation to such responsibilities, to the chair or a subcommittee of the committee. The committee or its chair may request any officer or employee of the company or the company's outside counsel to attend committee meetings or meet with committee members or the committee's advisors.

External Resources

The committee may exercise sole authority to retain and terminate consulting firms and other advisors (at the company's expense) to assist the committee in carrying out its duties, including sole authority to establish the relationship and roles and responsibilities, approve the advisors' fees and other retention terms. Advisors may include any search firm used to identify and evaluate director candidates.

Duties and Responsibilities

The committee shall have the following duties and responsibilities:

1. Review and recommend to the board the size and composition of the board and its committees.
2. Review criteria for the selection of directors, including procedures for soliciting and reviewing potential nominees from directors and shareholders and management and for advising those who suggest nominees of the outcome of such review.
3. Review recommendations for nominees for the board and consider any director candidates recommended by the company's shareholders pursuant to the procedures set forth in the company's Bylaws and described in the company's proxy statement.
4. Submit to the board candidates for director (i) to be nominated by the board for election by the shareholders and (ii) to be elected by the board to fill vacancies in connection with board expansions, director resignations or retirements.
5. Annually review the board's leadership structure and make recommendations to the board regarding director candidates for membership on board committees, for chair of each committee, and for lead independent director.

6. Annually review and make recommendations to the board regarding the independence of each director.
7. Monitor and make recommendations to the board on matters of board policies and practices, including policies on director service and tenure, and director succession planning.
8. Annually review and make recommendations to the board regarding the company's Corporate Governance Guidelines.
9. Conduct an annual assessment of the performance of the board, board committees and board processes and review with the board the results of these assessments.
10. Assess the contributions of individual directors at least every three years (or more frequently if appropriate) when considering whether to recommend nominating a director to a new term.
11. Provide oversight over director education and new director orientation, as needed.
12. Identify and bring to the attention of the board, as appropriate, current and emerging environmental, social, political, and governance trends and public policy issues that may affect the business operations, performance or reputation of the company.
13. Review and make recommendations to the board regarding the company's proposals to shareholders and proposals of shareholders that relate to matters overseen by the committee.
14. Review and make recommendations to the board regarding the compensation of non-employee directors.
15. Annually review the functions and charters of each board committee and approve changes as needed.
16. Annually review and assess the effectiveness of the committee and the adequacy of reporting and information flows it is receiving, and make such changes as are required to maintain and enhance the committee's effectiveness, including

recommending any changes to the committee's charter or membership.

17. As needed, review and propose to the board changes to the company's Certificate of Incorporation, Bylaws, or Code of Ethics (in consultation with the audit committee and the ethics and compliance committee).

The committee shall also undertake such additional activities within the scope of its primary functions as the committee may from time to time determine.