

CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee (the “Committee”) will be responsible for assuring that appropriate policies and procedures are developed to maintain the quality and continuity of Board membership. The Committee will establish and review the practices, policies and procedures by which the Board performs its functions, and will identify individuals qualified to become members of the Board, consistent with criteria developed by the Committee and approved by the Board. It will develop and recommend to the Board corporate governance principles applicable to the Company.

Consistent with the “Corporate Governance Guidelines,” the Committee will determine a desirable balance of expertise among Board members, seek out possible candidates to fill Board positions, and aid in attracting qualified candidates to the Board. The Committee will recommend qualified candidates for election to the Board. The Committee will be responsible for designating membership on and Chair of the committees of the Board, including the Committee, and is empowered to remove committee members at any time, taking into account the desires of individual members and the suggestions of the Chairman of the Board. The authority granted to the Committee may not be delegated to subcommittees. The Committee will have the sole authority, at the Company’s expense, to retain and terminate any search firm or other professional used to identify director candidates, and to approve the terms of and fees for such retention.

Annually, the Committee will review the business and financial performance of the Company, the performance of the Chief Executive Officer, and in its discretion, the performance of other members of senior management. The Committee will coordinate its evaluations with the Compensation and Talent Development Committee so that the Committee can use the results of the evaluations in establishing officer compensation.

Annually, the Committee will evaluate the Committee’s and the Board’s

performance, as well as the Chief Executive Officer's performance, and discuss its evaluations with the full Board.

The Committee will be composed of a minimum of three members, all of whom have experience in establishing or reviewing corporate governance principles applicable to corporations. The Committee will meet at least twice each year and will report to the full Board after each meeting. The Committee will establish committee membership and will be empowered to remove Committee members at any time.

The Committee membership will consist only of "independent" directors, as defined by the listing requirements of the New York Stock Exchange.

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