

MEETINGS AND COMMITTEES FOR THE BOARD OF DIRECTORS

The Board has an Executive Committee, an Audit Committee, a Human Resources and Compensation Committee and a Governance and Nominating Committee. The primary functions of the committees are as follows:

- The Executive Committee has the authority to act in place of the Board on certain specified matters. Its members are Tim Grumbacher, Chair, Michael L. Gleim and Shirley A. Dawe.
- The Audit Committee is responsible for the appointment, compensation and oversight of the Company's independent auditor. It monitors the integrity of the Company's financial statements, the auditor's qualifications and independence, and the performance of the independent auditor and the Company's internal audit function. Its members are Philip M. Browne, Chair, Robert B. Bank and Lucinda M. Baier.
- The Human Resources and Compensation Committee determines the compensation of the Executive Chairman of the Board, President and Chief Executive Officer, the Vice Chairmen and Chief Financial Officer, and oversees the compensation of all other employees. It assists in planning senior executive development and succession and administers our stock option and compensation plans. Its members are Marsha M. Everton, Chair, Shirley A. Dawe and Todd C. McCarty.
- The Governance and Nominating Committee evaluates and recommends candidates for election to the Board and the committees of the Board. It seeks Board candidates for their ability to bring various skills, experience and perspectives to the deliberations of the Board and determines the compensation of Directors. This committee evaluates the Company's compliance with corporate governance requirements. Its members are Michael L. Gleim, Chair, Marsha M. Everton and Thomas K. Hernquist.