



AMENDED AND RESTATED
CHARTER OF THE GOVERNANCE & NOMINATING COMMITTEE

1. **Members.** All committee members must be independent directors, as defined by the applicable rules of NASDAQ. The Board will designate a Chair of the Committee.

2. **Purpose and Responsibilities**

The committee helps ensure that the board governance system performs well, with specific responsibility for making recommendations to the board on board organization and procedures, performance evaluation of the board and individual directors, and nomination of directors. This committee works closely with the PEO and chairman of the board.

3. **Duties**

- (a) Review with the board on an annual basis the appropriate skills and characteristics required on the board in the context of the strategic direction of the Company.
- (b) Manage the process whereby the full board annually assesses its performance, and then report the results of this evaluation to the board along with any recommendations for improvements.
- (c) Manage the process whereby the current board members are evaluated individually by the board at the time they are considered for re-nomination, and provide advice to individual board members based on these evaluations.
- (d) Recommend to the board the existing board members to be re-nominated, after considering the appropriate skills and characteristics required on the board, the current makeup of the board, the results of the individual evaluations of the directors, and the wishes of existing board members to be re-nominated.
- (e) Investigate any potential conflict of interest involving a director as assigned to the committee by the board.
- (f) Review with the board an on annual basis the appropriate skills and characteristics required of new and existing board members.
- (g) Solicit nominations for new directors and screen the list of potential new directors submitted to it by other directors or any other sources, including stockholders. Decide whether the assistance of a search firm is needed, and, if so, choose the firm. This committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

- (h) After a review of board candidates and after considering the advice of the chairman of the board and the PEO, designate which candidates are to be interviewed. Candidates at a minimum are to be interviewed by the chairman of the governance and nominating committee, the chairman of the board, and the PEO, but may be interviewed by other directors.
- (i) After the interviews, make recommendations to the board regarding its approval of any new nominees for director. Prior to the final vote of the board on the nomination of a new director, arrange for the selected candidate to meet all existing directors not yet met.
- (j) Design an orientation program for new directors and consult with them on their progress.
- (k) Recommend committee assignments, including committee chairmanships, to the full board for approval. This is done after receiving advice from the chairman of the board and the PEO and with consideration of the desires of individual board members.
- (l) Review annually the corporate governance guidelines and committee charters and recommend to the board any needed changes.
- (m) Keep abreast of the developments in the corporate governance field that might affect the company.
- (n) Recommend to the board the compensation to be paid to directors, including the chairman of the board.
- (o) Review and evaluate the qualifications of director candidates who have been recommended by stockholders, and conduct inquiries it deems appropriate. The committee will consider for nomination proposed director candidates who are deemed qualified by the committee in light of the qualifications and other criteria for board membership established by the board from time to time.