



## Nominating & Governance Committee Charter

### Purpose

The purpose of the Nominating & Governance Committee is to:

- Identify individuals qualified to become Board members, consistent with criteria approved by the Board;
- Assist the Board in determining the size, structure, composition, processes and practices of the Board and its Committees and assessing director independence and qualification;
- Oversee the Board and executive management performance evaluation processes and monitor the effectiveness of the Board and its Committees;
- Assist the Board in management succession planning; and
- Assist the Board in enhancing (i) the quality of the Company's corporate governance - as reflected in the Company's Corporate Governance Guidelines, and (ii) the effectiveness of the Company's compliance and ethics programs - as reflected in the Company's Code of Business Conduct & Ethics.

### Membership and Subcommittees

The Nominating & Governance Committee shall consist of such number of members of the Board of Directors of the Company as shall be appointed by the Board from time to time, but in no event shall the Committee consist of fewer than three members. The Board of Directors shall designate the Chairperson of the Committee. Each member of the Nominating & Governance Committee shall meet the applicable independence requirements of the New York Stock Exchange and any other legal requirements applicable to Committee members. The Board of Directors may change the membership of the Committee at any time.

Unless otherwise prohibited by the Company's Certificate of Incorporation or Bylaws, the Nominating & Governance Committee may form and delegate authority to any subcommittee as it deems appropriate or advisable.

### Functions, Powers and Responsibilities

The Nominating & Governance Committee shall:

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#### Board of Directors and Committees

1. Annually review with the Board of Directors the criteria, including any minimum qualifications and any necessary qualities or skills, for Board membership, which are set forth in the Company's Corporate Governance Guidelines.
2. Identify, evaluate and recruit individuals qualified for Board membership.
3. Periodically review the procedures to be followed by the Company's stockholders in recommending prospective director nominees, which are set forth in the Company's Corporate Governance Guidelines.
4. Consider director nominees proposed by the Company's stockholders.
5. Recommend to the Board director nominees to be proposed for election at the annual meeting of stockholders or to be elected by the Board to fill vacancies or newly-created directorships.
6. Recommend to the Board of Directors nominees for appointment, including a Chairperson, to each committee of the Board.
7. Review and make recommendations to the Board of Directors with respect to the size, structure, composition, processes and practices of the Board and the Board committees.
8. Review each mandatory offer of resignation by a Board member and recommend an appropriate course of action to the Board of Directors.

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#### Director Independence and Qualification

9. Periodically review the Company's standards of director independence and recommend any proposed changes to the Board of Directors for approval.
10. In accordance with the Company's standards of director independence and the applicable independence and

qualification requirements of the New York Stock Exchange and any other applicable law, assess and make recommendations to the Board of Directors with respect to each Board member's independence and qualification (e.g., financial expertise of Audit Committee members).

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#### Orientation of New Directors; Continuing Education

11. Oversee the orientation program for new Board members.
  12. Review and make recommendations to the Board of Directors with respect to the Company's process for the continuing education of Board members.
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#### Director Search Firms

13. Have the sole authority to retain and terminate any search firm used to identify director candidates and to approve such search firm's fees and other retention terms.
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#### Performance Evaluations

14. Implement and oversee the annual performance evaluation of the Board of Directors, each committee of the Board (including a review by the Nominating & Governance Committee of its own performance) and each Board member; review the results of each Board Committee's evaluation; and report to the Board of Directors the results of the full Board, Nominating & Governance Committee and, as appropriate, individual director evaluations.
  15. Oversee the processes by which the CEO and executive management are evaluated.
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#### Corporate Governance Guidelines

16. Periodically review the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board of Directors for approval.
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#### Compliance and Ethics

17. Periodically review the Company's Code of Business Conduct & Ethics and recommend any proposed changes to the Board of Directors for approval.
  18. Oversee and periodically discuss with the Company's General Counsel or his or her designees the implementation and effectiveness of the Company's compliance and ethics programs, including the Company's Code of Business Conduct & Ethics.
  19. In consultation with the Audit Committee, monitor the Company's compliance with legal and ethical requirements.
  20. Review and make recommendations to the Board of Directors regarding potential waivers of the Code of Business Conduct & Ethics involving Board members or executive management.
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#### Related Person Transactions and Conflicts of Interest

21. Periodically review the Company's procedures for the review and preapproval of related person transactions.
  22. In accordance with such procedures, review all related person transactions (as defined therein) and certain other conflicts of interest involving Board members or executive management, and determine whether to preapprove (or, if appropriate, to recommend that the full Board preapprove) such transactions or conflicts.
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#### Management Succession Planning

23. In consultation with the Chairman of the Board and Chief Executive Officer, evaluate potential successors to the Chairman of the Board and Chief Executive Officer and other members of executive management and report annually to the Board of Directors on succession planning.
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Other

24. Review and make recommendations to the Board of Directors with respect to any stockholder proposal that relates to corporate governance or corporate compliance and ethics.
25. Annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board of Directors for approval.
26. Report regularly to the Board of Directors on matters within the scope of the Committee, as well as any special issues that merit the attention of the Board.
27. Perform such other duties required by law or otherwise as are necessary or appropriate to ensure the effective functioning of the Board of Directors, high quality corporate governance and effective compliance and ethics programs, or as the Board of Directors may from time to time assign to it.

*Amended January 8, 2007*