



Nominating and Corporate Governance Committee Charter

Purpose

The primary function of the Nominating and Corporate Governance Committee (the "Committee") is to assist the Board of Directors in identifying and evaluating potential director nominees, and for recommending qualified nominees to the Board for appointment or for election by the shareholders. In this regard, the Committee will consider its own recommendations and any written recommendation of a shareholder in accordance with the Governance Guidelines of the Corporation. The Committee shall also assist the Board by considering and addressing matters relating to governance of the Board and the Corporation.

Membership

The Committee shall consist of three or more members of the Board, each of whom is "independent" under the applicable Nasdaq Marketplace Rules. Members shall be appointed by the Board based upon the recommendation of the Committee. Individuals appointed to the Committee shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Meetings

This Committee shall meet at least three times per year or more frequently, in regular and executive sessions, as circumstances require. The Committee may ask members of management or others to attend the meeting. Additional meetings may be called from time to time as deemed necessary by the Committee, or at the request of the Chairman of the Board or the Chief Executive Officer. An agenda will be published prior to each meeting and minutes will be prepared reflecting actions taken at each meeting. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Committee Responsibilities

The Committee has the following responsibilities:

Director Nominations

1. Seek out qualified nominees from appropriate sources. The Committee will consider shareholder-recommended director nominees for election in accordance with the criteria and requirements set forth in the Governance Guidelines and bylaws of the Corporation.
2. In making recommendations to the Board, the Committee will examine each director nominee on a case-by-case basis regardless of who recommended the nominee and take into account all factors it considers appropriate. The Committee believes the minimum qualifications for a director set forth in the Governance Guidelines must be met by a director nominee to be recommended by the Committee.

3. When nominating a non-incumbent director, the Committee shall provide a career profile of such nominee to the Board. The profile should include a summary of the nominee's background and qualifications for membership and address the qualities and other qualifications identified in the guidelines for director nominees in the Governance Guidelines.
4. Prior to making director nominations, the Committee reviews, either alone or with the input of the entire Board, the performance of each person potentially standing for election or re-election.
5. The Committee will exercise the authority of the Board with respect to determinations to be made regarding nominations of directors under the proxy access by-laws of the Corporation.

Board Committees and Structure

1. Identify and qualify Board members to fill vacancies on committees of the Board and make recommendations to the Board regarding committee appointments. In recommending a candidate for committee membership, the Committee shall take into consideration the factors set forth in the Governance Guidelines.
2. Make recommendations to the Board from time to time regarding the size, structure, composition and functioning of the Board and its committees.

Governance

1. Monitor the independence, both in appearance and in fact, of current directors and nominees, by, among other things, reviewing situations that involve actual or potential conflicts of interest that may impact director independence.
2. Review and assess the channels through which the Board receives information and the quality and timeliness of information received.
3. Establish procedures for the Board to conduct, not less than annually an evaluation of the Board and individual director performance.
4. Manage the annual evaluation of the Chief Executive Officer by the Board.
5. Approve a program of initial orientation for new directors, such program to include comprehensive briefings on the operations, finances, strategies and opportunities of the Corporation, as well as on corporate development activities, management and other human resources, audit, security, risk, and legal issues of the Corporation.
6. Facilitate director participation in continuing education programs.
7. Review the Corporation's succession plans to ensure the continuity of the management of the business.
8. Review and recommend changes to the Governance Guidelines of the Corporation.
9. Perform any other duties or accept any responsibilities expressly delegated to the Committee by the Board from time to time relating to governance matters or the nomination of Board and Committee members.

Committee Reports

The Committee shall make the following reports:

1. An annual report to the Board concerning Board and individual director performance and other matters deemed by the Committee to be appropriate.
2. An annual performance evaluation of the Committee's performance relative to the requirements of this Charter. The performance evaluation shall also include recommendations to the Board for any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate.
3. Committee actions to the Board of Directors with such recommendations as the Committee may deem appropriate.
4. Written minutes, which shall be presented to the Board at the next Board meeting.

Other than the written minutes provided to the Board, reports to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make a report.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities and may, in its sole discretion, retain or obtain the advice of search firms, legal counsel or other advisors. The Corporation must provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee, and the Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such advisor and shall have sole authority to approve such advisor's fees and the other terms and conditions of the advisor's retention.

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