



Governance Committee Charter

1. Purpose

The primary function of Governance Committee is to assist the Board of Directors in fulfilling its responsibilities with respect to: (1) Board and committee membership, organization and function; (2) director qualifications and performance; and (3) corporate governance.

2. Membership Requirements

The Committee shall be comprised of three or more directors as determined by the Board. All members of the Committee shall be "independent" within the meaning of the listing standards of the Nasdaq Stock Market and any other standards prescribed by the Committee or the Board from time to time.

3. Meetings and Governance

The Committee meets at least once annually, or more frequently as circumstances dictate. The Committee will report its activities and findings to the Board on a regular basis. The Committee shall meet without management present as appropriate.

The Board may appoint a Chair of the Committee. The Chair will preside, when present, at all meetings of the Committee. One-third of the members, but not less than two, will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or video conference and may take action by written consent.

4. Duties, Responsibilities and Activities

To fulfill its purpose, the Committee shall from time to time, and to the extent necessary or appropriate in the judgment of the Committee, consider and make recommendations to the Board concerning the following matters:

- The size, composition and structure of the Board.
- The structure, responsibilities and membership of the Board's committees.
- Criteria for the selection of qualified directors.
- Nominees for the Board to recommend to the shareholders in connection with the Company's meetings of shareholders.
- Nominees for appointments to fill any vacancy on the Board.
- Nominees for director submitted by the shareholders in accordance with the nomination procedures in the Bylaws and any policies or guidelines regarding shareholder nominees adopted by the Board or Committee.
- The engagement of director search firms.
- When appropriate, the resignation or termination of directors.
- Director compensation, benefits, tenure and retirement.
- Director orientation and continuing education.
- Evaluation of Board performance, and self-evaluation standards for each committee.
- Policies, practices and procedures regarding the Board's oversight of the management, the Board's self-governance and similar corporate governance matters.

In addition, the Committee may perform any other activities in its discretion that are consistent with the Committee's purpose, or as determined necessary or appropriate by the Board.

In considering any matter before it and making recommendations to the Board, the Committee may consult as appropriate with other parties, including directors, management and significant shareholders.

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