

Nominating and Corporate Governance Committee Charter

The Nominating and Corporate Governance Committee will, except when such powers are by statute or the Articles of Incorporation or the Bylaws reserved to the full Board or delegated to another committee of the Board, possess and may exercise the powers of the Board as follows:

Purposes of the Committee

The purposes of the Nominating and Corporate Governance Committee are to oversee the identification and selection of qualified Board and Committee members, to recommend to the Board director nominees for the next annual meeting of shareholders, and to oversee the development and implementation of a set of corporate governance principles applicable to the Corporation.

Composition

The Committee will be comprised of three or more directors, including a chairperson, who are not officers or employees of the Corporation. The members of the Committee will meet all the requirements of the New York Stock Exchange, the Securities and Exchange Commission and other applicable rules and regulations, including the independence and experience requirements.

Meetings

The Committee will meet at least two times a year and at such additional times as may be necessary to carry out its responsibilities.

Authority and Responsibilities

In furtherance of the Committee's purposes, the Committee will have the following authority and responsibilities:

1. Identify and recommend to the Board nominees for election to fill any vacancy and to fill new positions created by an increase in the number of directors of the Corporation, and identify and recommend to the Board chairpersons and members for appointment to the Board committees, taking into consideration among other things the requirements of the Securities and Exchange Commission and the New York Stock Exchange for Board and Committee membership.
2. In identifying new directors, the criteria that the Committee will consider will include business experience, expertise, education, judgement, the highest professional and personal integrity, time to discharge his or her duties and other factors that will satisfy the needs of the Board and the Corporation, including the applicable requirements of law and the New York Stock Exchange.
3. Recommend annually a slate of directors to serve as the Board's nominees for election by the shareholders at the annual meeting.
4. Develop and recommend to the Board an annual evaluation of the Board and the Committees, which will be discussed with the Board, including evaluation of the Nominating and Corporate Governance Committee.
5. Develop and recommend to the Board a set of corporate governance guidelines and, from time to time, amendments as it deems appropriate.
6. The Committee has the sole authority on behalf of the Corporation to engage and terminate search firms used to identify candidates for nominations to the Board, including the authority to approve fees and terms of such retention.
7. The Committee will perform such other activities required by applicable law, rules or regulations, including the rules of the Securities and Exchange Commission and the New York Stock Exchange, and perform such other activities as the Board deems necessary or appropriate.

Additional Items

1. Each member of the Committee will be an "independent director" within the meaning of the rules of the Securities and Exchange Commission and the New York Stock Exchange, and other applicable law or rules, with respect to the determination of a director's status as an "independent director" for the purpose of serving on a nominating committee.
2. The members of the Committee and the Chair of the Committee will be elected by the Board to serve at the pleasure of the Board of Directors and until their successors are duly elected and qualified.
3. The Committee has authority to delegate any of its duties under this Charter, including to the Chair of the Committee, as it deems appropriate.
4. The Committee will review and reassess the adequacy of this charter annually in compliance with applicable New York Stock Exchange, Securities Exchange Commission and other laws and regulations, and recommend proposed changes, if any, to the Board for approval.
5. The Committee will report its actions and recommendations to the Board.