

Nominating/Governance Committee Charter

Purpose

The purpose of the Nominating/Governance Committee (the "Committee") is to (1) identify and recommend to the Board of Directors (the "Board") candidates for nomination or appointment as directors, (2) review and recommend to the Board appointments to Board committees, (3) develop and recommend, to the Board, corporate governance guidelines for the Company and any changes to those guidelines, (4) review, from time to time, the Company's Code of Business Conduct and Ethics and certain other policies and programs intended to promote compliance by the Company with its legal and ethical obligations, and recommend to the Board any changes to the Code and such policies and programs, and (5) oversee the Board's annual evaluation of its own performance.

Committee Membership

The Committee shall consist of three or more directors designated by the Board, each of whom shall be an "independent director" under the Company's corporate governance guidelines and the rules of The New York Stock Exchange, Inc. (the "NYSE"). The Board shall also designate one member of the Committee as chairperson (the "Chairperson"). Members may be removed at any time by action of the Board. All members of the Committee shall have, in the judgment of the Board, the judgment, aptitude and experience required to advise the Board on matters relating to the selection of directors and matters of corporate governance and of business conduct and ethics.

Meetings

The Committee shall meet with such frequency as the Chairperson deems necessary to fulfill its responsibilities, but no less often than four times a year. Meetings may take place in person or by teleconference, videoconference or other means of electronic communication permitted under Delaware corporate law. A quorum is one-third of the entire authorized number of members, but no fewer than two directors.

Powers and Duties

The Committee shall have the power and duty to:

1. Review and make recommendations to the Board regarding Board composition structure and size, including without limitation.
 - a. Recommending the term of office for directors and whether or not the Board should be classified according to terms;
 - b. Recommending retirement policies for non-employee directors; and
 - c. Recommending the desirable ratio of employee and non-employee directors (subject to applicable NYSE requirements).
2. Review the performance of incumbent directors and determine whether to recommend that they be nominated for re-election to the Board, taking into account the criteria specified in the Company's corporate governance guidelines, as from time to time in effect.
3. Recommend suitable candidates for election by the Board to fill vacancies on the Board, taking into account the criteria specified in the Company's corporate governance guidelines, as from time to time in effect.
4. Develop, and recommend to the Board for its approval, criteria, under the Company's corporate governance guidelines, for membership on the Board, such as depth of experience and balance of business interests and other experience.
5. Recommend to the Board the names of qualified persons to be nominated for election as directors and consider suggestions for board membership submitted by stockholders, taking into account the criteria specified in the Company's corporate governance guidelines, as from time to time in effect.
6. Evaluate at least annually Company policies that may affect the recruitment of directors, including D & O insurance and indemnification bylaws, and make recommendations to the Board, or any appropriate Board committee, regarding such matters.

7. Review the continuing independence of directors under the Company's corporate governance guidelines, applicable law and the rules of the NYSE and make recommendations to the Board to assist in its independence determinations. If considered appropriate, develop, and recommend to the Board for approval, standards for determining the materiality of certain types of relationships for purposes of determining the independence of directors.
8. Review annually the assignments of directors to serve as chairperson and members of each Board committee (including the Committee) and make recommendations to the Board concerning such assignments, including any changes.
9. Review annually the position of Chairperson of the Board (or lead director, should the CEO be the Board Chairperson), report to the Board the results of its review and recommend to the Board a director for election as Chairperson of the Board or lead director.
10. Develop and recommend to the Board for its approval a set of corporate governance principles applicable to the Company and review at least annually the adequacy of those guidelines and recommend any changes to the Board that the Committee believes desirable.
11. Review the adequacy of the procedures through which material information about the Company is brought to the attention of the Board and its committees and recommend to the Board any changes in those procedures.
12. Review with the Company's General Counsel at least annually, in the light of changing conditions, new legislation, regulations and other developments, the Company's Code of Business Conduct and Ethics, and recommend to the Board any changes that the Committee believes desirable.
13. Consider and make recommendations to the Board with respect to possible waivers of conflict of interest or, if applicable, other provisions of the Company's Code of Business Conduct and Ethics and any separate Company code of ethics for senior financial officers; and make public disclosure of any such waivers as required by the Securities Exchange Act or other applicable law or rules of the NYSE.
14. Establish procedures requiring management to disclose to the Committee any transaction between the Company or its affiliates and any of the Company's officers or directors and/or their affiliates (other than transactions consistent with the normal course of business and past practice as such has been disclosed to the Board or one of its committees from time to time) and advise the Board with respect to such transactions.
15. Assist directors' participation in continuing director education, including by identifying useful third-party programs and materials and by developing and providing educational programs and materials for Company directors.
16. In the case of any stockholder proposal that receives the support of a majority of the votes cast, excluding abstentions and broker non-votes, at an annual meeting of the Company's stockholders (unless an alternative independent Board committee is designated by the Board):
 - a. Meet with the proponent of the proposal to obtain any additional information to provide to the Board for its reconsideration of the proposal; and
 - b. Present the proposal with the Committee's recommendation, and information relevant to the proposal, to the Board.
17. Review at least annually the Company's written policies and programs governing:
 - a. Equal Employment Opportunity
 - b. Compliance with Antitrust Laws
 - c. Environmental Protection and Sustainability
 - d. Charitable Contributions
 - e. Political Action/Legislative Affairs
 - f. Employee Health and Safetyand recommend to the Board any changes that the Committee believes desirable.
18. Establish procedures for and oversee annual evaluations of the Board's performance.
19. Review and assess at least annually the adequacy of this charter and recommend any changes to the Board that the Committee believes desirable.
20. Conduct an annual evaluation of the Committee's performance.
21. Discharge any other duty or responsibility assigned to the Committee by the Board.
22. At each Board meeting, report on Committee activities.

Resources and Authority

The Committee shall have direct and unrestricted access to the Company's management and non-management employees and all corporate records and shall have the sole authority to approve the fees and retain and terminate the services of any search firm used by the Committee to identify director candidates. The Committee shall also have the authority to obtain the advice and assistance of internal or, at Company expense, external legal, accounting or other advisors.

Delegation to Subcommittees

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.