



CORPORATE GOVERNANCE COMMITTEE CHARTER

(approved by the Board of Directors – January 26, 2011)

Purpose

The Corporate Governance Committee shall represent and assist the Board in fulfilling its oversight responsibility regarding the Board's structure, organization, performance and effectiveness. The Corporate Governance Committee shall identify the Company's candidates for Board membership consistent with criteria approved by the Board; recommend the selection of such candidates as director nominees for each annual meeting of shareholders; and, develop and recommend to the Board a set of corporate governance practices.

Membership

The Corporate Governance Committee shall consist of a minimum of three directors. Members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Corporate Governance Committee and may be removed by the Board of Directors in its discretion. All members of the Committee shall satisfy all applicable independence requirements, as determined by the Board of Directors.

Authority and Responsibilities

Among its authority and responsibilities, the Corporate Governance Committee shall:

- review, evaluate, advise, and report to the Board on the structure, organization, performance, and effectiveness of the Board including development of and recommendation to the Board of corporate governance principles reflected in the Amended and Restated Board Practices;
- review the compensation of non-employee Directors periodically and recommend changes to the Board and assist in the administration of Director compensation plans as authorized by the Board;
- advise the Board with respect to Board membership and procedures governing the election of directors by shareholders, develop and recommend for Board approval criteria for selecting new directors, consider suggestions from all sources and identify individuals qualified for Board membership, and recommend to the Board persons to be nominated by the Company for election by the shareholders at the Annual Meeting of Shareholders or by the Directors as necessary to fill Board vacancies;
- review committee assignments annually and recommend to the Board candidates for appointment to Board committees;
- oversee the process for evaluating the Board and its committees and review the performance of each Director annually and in advance of a determination whether to recommend the Director's re-nomination to the Board.

The Corporate Governance Committee shall also exercise oversight of the Corporation's positions on and policies with respect to:

- the means by which interested parties may make their concerns known to non-management directors;
- significant shareholder relations issues;
- corporate political contributions; and
- the Corporation's charitable contributions.

Governance, Structure and Operations

The Corporate Governance Committee shall:

- Evaluate and assess its performance on an annual basis;
- Reassess the adequacy of its charter and recommend any proposed changes to the Board for approval on an annual basis;
- In order to carry out its responsibilities, have the authority, in its sole discretion, to employ and obtain advice and assistance from external advisors. The Committee shall have sole authority to select the advisor(s) as well to approve the advisory fees and other retention terms;
- Meet in executive session without management as circumstances warrant; and
- Regularly report to the Board with respect to its activities and decisions.