

Corporate Governance Fact Sheet

Updated: March 17, 2017

Board Accountability	
Size of Board	11
All Directors elected annually	Yes
Number of Independent Directors	10
Independent Chair	Yes
Diverse Board	Yes
Independent Directors hold meetings without management present	Yes
Mandatory retirement age for Directors	Yes
Directors must tender resignation upon a substantive change in career	Yes
Board oversight of succession planning	Yes
Corporate Governance Guidelines	Yes
Annual Board evaluation	Yes
Board orientation program	Yes
Internal Control & Board Committees	
Disclosure Committee function for financial reporting	Yes
Code of Conduct	Yes
Anti-Hedging Policy	Yes
Independent Audit Committee	Yes
Financial experts on the Audit Committee	Yes
Independent Compensation Committee	Yes
Compensation Committee has independent compensation consultant	Yes
Independent Nominating and Corporate Governance Committee	Yes
Shareholder Rights	
Shareholders have the right to act by majority written consent	Yes
Shareholders may call special meetings	Yes
All stock-based incentive plans have been approved by shareholders	Yes
An independent inspector tabulates shareholder votes	Yes
Company posts its articles of incorporate and bylaws on its website	Yes
3% / 3 years (20% or 2 individuals) Proxy Access	Yes
Executive Compensation	
Executive compensation is tied to performance	Yes
Stock ownership guidelines	Yes
Employment agreements for Named Executive Officers	No
Robust clawback policy	Yes
Severance Cap policy	Yes
Double-trigger change-in-control provisions in severance agreements	Yes
Excise tax gross-ups in executive severance agreements	No
Predetermined stock grant dates	Yes