

# **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

## **I. GENERAL**

The primary functions of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of the Company are to: (1) identify individuals qualified to become members of the Board of Directors and to recommend to the Board candidates for election or re-election as directors; and (2) review the Company’s governance policies in light of the corporate governance rules of the Securities and Exchange Commission (“SEC”).

## **II. COMPOSITION AND QUALIFICATIONS**

The Committee shall be comprised of two or more members of the Board of Directors, each of whom is determined by the Board of Directors to be independent in accordance with applicable rules of the SEC.

## **III. ELECTION AND REMOVAL; QUORUM**

The members of the Committee shall be appointed by the Board of Directors and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors. Unless a Chair is elected by the Board of Directors, the members of the Committee may designate a Chair by unanimous vote if the Committee is comprised of two members, and by majority vote if comprised of three or more members. A majority of the members of the Committee shall constitute a quorum for the transaction of business, unless the Committee is comprised of two members, in which case both members must be present to constitute a quorum for the transaction of business. The Committee may act by a majority of those present at any meeting, by agreement of both members at any meeting if the Committee is comprised of only two members, or by the unanimous written consent of all of members.

## **IV. DUTIES AND RESPONSIBILITIES**

The duties of the Corporate Governance Committee of the Board of Directors are as follows:

1. Review periodically and make recommendations regarding the size, composition, operation, practice and tenure policies of the Board.
2. Identify individuals qualified to become Board members, consistent with criteria approved by the Board.
3. Select the director nominees for the next annual stockholders meeting.
4. Establish and recommend to the Board criteria for the selection of new directors to serve on the Board, including matters relating to professional

skills and experience, board composition, potential conflicts of interest and manner of consideration of individuals proposed by management or shareholders for nomination.

5. Have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.
6. Determine the appropriate committee structure of the Board, including recommendations of committee assignments and changes thereto, and, in fulfilling the Committee's responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.
7. From time to time, as the Committee deems appropriate, evaluate the size, composition, membership qualifications, scope of authority, responsibilities, reporting obligations and charters of each committee of the Board.
8. Make periodic recommendations for improving the Board's effectiveness and discuss annually with the full Board its effectiveness, which may include an individual evaluation of the Board members.
9. Act as a forum to hear special concerns that might arise which require the attention of non-employee directors.
10. Develop, review, assess and recommend to the Board corporate governance principles applicable to the Company, including additional or revised principles as appropriate.
11. Periodically review the Company's charter and by-laws in light of existing corporate governance trends, and recommend any proposed changes for adoption by the Board or submission by the Board to the Company's shareholders.
12. Report regularly to the Board of Directors.
13. Review and evaluate annually the performance of the Committee.