



## **CORPORATE RESPONSIBILITY & GOVERNANCE COMMITTEE CHARTER**

- I. Composition of the Corporate Responsibility & Governance Committee: The Committee shall be comprised of at least three directors appointed by the Board of Directors, each of whom satisfies the applicable membership requirements under the rules of the New York Stock Exchange and the U.S. Securities and Exchange Commission, as such requirements are interpreted by the Board of Directors in its business judgment.
  
- II. Purposes of the Corporate Responsibility and Governance Committee: The primary purposes of the Committee are to (i) make recommendations to the Board regarding nominees for election to the Board and recommend policies governing matters affecting the Board, (ii) develop and implement governance principles for the Company and the Board, (iii) conduct the regular review of the performance of the Board and its members, (iv) oversee the Company's responsibilities to its employees and (v) oversee the Company's responsibilities to the environment.
  
- III. Meetings of the Corporate Responsibility & Governance Committee: The Committee shall meet at times necessary to perform the duties and functions set forth in Article IV. The Committee may request any officer or employee of the Company, or any advisor or professional engaged by the Company or the Committee, to attend any of its meetings.  
  
The members of the Committee shall be appointed by the Board on the recommendation of the Committee and shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal by the Board. The Board shall designate one member of the Committee to serve as its chairperson. Notice of all meetings shall be given, and waiver thereof determined, pursuant to the provisions contained in the Company's bylaws. The chairperson will preside, when present, at all meetings of the Committee. The Committee may meet by telephone or video conference and may take action by written consent. Each member of the Committee shall have one vote. One-third of the members, but not less than two, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.
  
- IV. Duties and Powers of the Corporate Responsibility & Governance Committee: The Committee shall perform the following duties and functions:



- A. Determine criteria for Board membership, including the selection of the qualities, experience, education, and other factors that will best qualify a potential nominee to serve on the Company's Board, while assuring a mix of skills and experiences of the Board.
- B. Identify, evaluate and recommend director nominees to the Board of Directors for election at any stockholders' meeting at which directors are to be elected or persons for appointment to fill a vacancy on the Board.
- C. Establish and manage a process to evaluate the size and effectiveness of the Board and its committees and the effectiveness of the directors annually.
- D. Make recommendations to the Board with respect to overall Board size and composition, Board selection, tenure and retirement policies, the structure and membership of Board Committees and the assignment of Board and committee chairpersons.
- E. Make such determinations as are required by law or regulations of the New York Stock Exchange as to qualifications of members of the Audit and other committees.
- F. Conduct at least annually a review of the performance of the full Board, its committees and of the individual directors.
- G. Develop policies and procedures for the review, approval or ratification of related-party transactions. The Committee shall review and, if appropriate, approve all related-party transactions for potential conflict of interest situations. For these purposes, "related-party transactions" shall mean transactions required to be disclosed pursuant to Item 404 of Regulation S-K.
- H. Review and recommend to the Board governance practices which are required either to (i) comply with law or requirements of regulatory bodies, or (ii) enhance the performance of the Board or its committees.
- I. Review the Company's policies and practices governing health and safety and the environment.
- J. Oversee and approve the Company's Ethics and Compliance Program, including its codes of conduct applicable to directors and employees of the Company.
- K. Maintain minutes and records of, and report to the full Board on a regular basis the results of its deliberations and exercise of its duties and functions.



- L. Review annually the performance of the Committee.
- M. Review annually this Charter and recommend any proposed changes to the Board of Directors.
- V. Resources and Authority of the Corporate Responsibility & Governance Committee: The Corporate Responsibility & Governance Committee shall have the resources and authority appropriate to discharge its responsibilities including the authority to engage search firms and other consultants, and the sole authority to approve the terms and conditions under which it engages search firms utilized to identify candidates for directorships.
- VI. General: In performing their responsibilities, members of the Committee are entitled to rely in good faith on information, opinions, reports or other materials prepared or presented by:
  - A. One or more members of management or other employees of the Company whom the Committee members believes to be reliable and competent as to the matters involved;
  - B. Legal counsel, independent auditors or other third parties as to matters which, in the reasonable opinion of the Committee members, are within the professional or expert competence of such third party; and
  - C. Another committee of the Board as to matters within the purview of such committee which, in the reasonable opinion of the Committee members, merit confidence.