



GOVERNANCE AND NOMINATING COMMITTEE CHARTER

PURPOSE

The primary purpose of the Governance and Nominating Committee is to ensure an appropriate and effective role for the Board of Directors acting on behalf of the shareholders in the governance of the Company. This is accomplished principally by developing and implementing the Company's Corporate Governance Guidelines and policies, identifying qualified individuals to become Board members, determining the composition of the Board and its committees and monitoring Board effectiveness.

MEMBERSHIP/MEETINGS

The Committee consists of at least three independent directors. There will be a new chairperson every 3-4 years appointed by the full Board.

The Committee will meet at least once a year.

CHARTER OF RESPONSIBILITIES OF THE GOVERNANCE AND NOMINATING COMMITTEE

Governance

- Recommends Board committee assignments.
- Evaluates the Board and its individual members.
- Develops and recommends Board governance policies and practices.
- Reviews and recommends Board and officer authority levels.
- Ensures adequate training and education for Board members.
- Develops and recommends Board compensation policy and practice.
- Oversees Director share ownership progress

Director Nominations

- Recommends to the Board criteria for the selection of prospective directors, identifies and recruits suitable candidates, and presents nominees to the Board who are consistent with the criteria approved by the Board.
- Recommends to the Board the annual slate of directors for election by the shareholders.
- Recommends candidates for Board appointment to fill Board vacancies.

Chairman and CEO Nominations

- Leads process to fill chairman and CEO position
- Recommends to the Board candidates to fill chairman and CEO vacancies

Approved by the Governance and Nominating Committee and Board of Directors on November 24, 2009.