



## **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

The Board of Directors shall appoint annually the Nominating and Governance Committee (the "Committee") and appoint its Chairman. The Committee shall have the purpose, responsibilities and functions described below. Members of the Committee shall serve at the will of the Board of Directors.

### **Composition**

The Committee shall be comprised of not less than three directors, each of whom shall be an Independent Director (as that term is defined in the Company's Corporate Governance Guidelines).

### **Responsibilities and Functions**

The responsibilities and functions of the Committee shall be to:

1. Identify, review and evaluate individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board of Directors and make recommendations to the Board of Directors with respect to candidates for nomination for election at the next annual meeting of stockholders or at such other times deemed appropriate by the Committee and, in connection therewith, consider suggestions submitted by stockholders of the Company.
2. Develop and recommend to the Board of Directors corporate governance guidelines applicable to the Company.
3. Make recommendations to the Board of Directors with respect to the criteria to be used for selecting new members of the Board of Directors.
4. Oversee the annual process of evaluation of the performance of the Company's Board of Directors and committees.
5. Make recommendations to the Board of Directors concerning the membership of committees of the Board and the chairpersons of the respective committees, including committee member qualification.

6. Make recommendations to the Board of Directors with respect to the remuneration paid and benefits provided to members of the Board in connection with their service on the Board or on its committees.
7. Administer the Company's formal compensation programs for directors.
8. Make recommendations to the Board of Directors concerning the composition, organization and operations of the Board of Directors and its committees, including the orientation of new members and the flow of information.
9. Evaluate Board and committee tenure policies as well as policies covering the retirement or resignation of incumbent directors.

### **Meetings; Review Procedures**

- (a) The Committee shall hold at least two meetings each year and others as determined by the Committee or by its chairperson.
- (b) The Committee shall perform its functions, to the extent it deems appropriate, in consultation with the Chairman of the Board and other members of the Board of Directors.
- (c) The Committee shall have the authority to develop, recommend to the Board of Directors and implement a process for a periodic review and evaluation of the overall performance of the Board, its committees and members.
- (d) The Committee shall from time to time review the compensation policies for directors and Board committee members and report to the Board of Directors concerning the results of its evaluation.
- (e) The Committee shall monitor developments generally regarding corporate governance and keep the Board of Directors apprised of developments it deems relevant to the Company. The Committee shall review and reassess the adequacy of the Company's corporate governance guidelines and recommend any proposed changes to the Board for approval.
- (f) The Committee may form and delegate authority to subcommittees when appropriate.

- (g) The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.
- (h) The Committee shall annually review its own performance.
- (i) The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
- (j) The Committee shall have the authority to retain and terminate any consultant to be used to assist in the evaluation of director compensation and shall have authority to approve the consultant's fees and other retention terms.
- (k) The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- (l) A report of all Committee meetings will be made to the Board of Directors at the next meeting of the Board of Directors.

Date adopted: May 11, 2017