



## GOVERNANCE AND NOMINATING COMMITTEE CHARTER

### PURPOSE

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

### MEMBERSHIP

The Committee will consist of at least three independent directors. The members of the Committee will be appointed and may be removed by the Board. Each director appointed to the Committee will satisfy the definition of "independent" under the listing standards of The NASDAQ Stock Market. The Board will designate one member of the Committee as its chairperson; the Board will designate a new chairperson every three to four years or as appropriate.

The Committee may make such delegations of its authority and responsibilities as it deems appropriate and will periodically review such delegations.

### MEETINGS

The Committee will meet at least once a year. The Committee chairperson will determine whether additional meetings are necessary or desirable in response to the needs of the Company or any issues that may arise. Meetings may be held either in person or telephonically, and at such times and places as the Committee members determine. A majority of the members of the Committee shall constitute a quorum for transacting business at a meeting. The Committee may also take action by written consent signed by all Committee members.

### DUTIES AND RESPONSIBILITIES

The Committee will perform the following key duties and responsibilities:

#### Governance

- Recommend as necessary changes in the structure of the Board.
- Recommend (i) changes, as necessary, in the size and composition of the full Board and each of its committees, (ii) establishment and composition of new committees, and (iii) Board committee assignments.
- Develop and oversee an annual performance evaluation process for the Board, each of its committees and individual Board members.
- Review the Company's Corporate Governance Guidelines annually, or more frequently as needed, and recommend changes as necessary or advisable. Develop and recommend additional governance policies and practices applicable to the Board. Monitor compliance with the Corporate Governance Guidelines and any additional policies approved by the Board.
- Review the Company's Articles of Incorporation and Bylaws annually, or more frequently as needed, and recommend changes as necessary or advisable.

- Provide orientation for new Board members and ongoing training and education for incumbent Board members, as necessary.
- Develop and recommend Board compensation policy and practice.
- Oversee progress of non-employee directors on share ownership guidelines established by the Committee.

### **Director Nominations**

- Recommend criteria for the selection of prospective directors and evaluation of incumbent directors (the “Director Criteria”).
- Identify and recruit suitable candidates for Board positions.
- Recommend to the Board a slate of nominees who are consistent with the Director Criteria for election by the shareholders at each annual meeting.
- Recommend candidates for Board appointment to fill Board vacancies.
- Oversee process for shareholder nomination of director candidates and evaluate such nominees in accordance with the Director Criteria.

### **Chairman, Lead Director and CEO Selection**

- Lead process to identify suitable candidates for Chairman of the Board, or Lead Director as appropriate, and Chief Executive Officer positions.
- Recommend to the Board candidates to fill Chairman of the Board or Lead Director and Chief Executive Officer vacancies.

### **General**

- As needed, select and retain or terminate any search firm to identify director and CEO candidates and any other experts to provide the Committee independent counsel, and approve the terms of such retention, including fees.
- Prepare and submit to the Board periodic reports describing all actions taken by the Committee.
- Review and assess the Committee Charter annually, or more frequently as needed, and provide recommended changes to the Board.
- Perform all other duties and responsibilities delegated to the Committee by the Board.

Approved by the Governance and Nominating Committee and Board of Directors on August 21, 2012.