



1.11 Governance Committee Charter

1. **Members.** All Committee members must be Independent Directors.

2. **Purposes, Duties, and Responsibilities.**

The Committee helps ensure that the Board governance system performs well, with specific responsibility for making recommendations to the Board on Board organization and procedures, performance evaluation of the Board and Individual Directors, and nomination of Directors. This Committee works closely with the CEO and the Board Chair.

Duties:

1. Review with the Board on an annual basis the appropriate skills and characteristics required on the Board in the context of the strategic direction of the Company.
2. Manage the process whereby the full Board annually assesses its performance, and then report the results of this evaluation to the Board along with any recommendations for improvements.
3. Manage the process whereby the current Board members are evaluated individually by the Board at the time they are considered for re-nomination, and provide advice to individual Board members based on these evaluations.
4. Recommend for Board approval a definition of what constitutes an Independent Director. The definition should be in compliance with relevant standards by regulators and listing bodies.
5. Investigate any potential conflict of interest by a Director as assigned to it by the Board.
6. Recommend to the Board the existing Board members to be re-nominated, after considering the appropriate skills and characteristics required on the Board, the current makeup of the Board, the results of the individual evaluations of the Directors, and the wishes of existing Board members to be re-nominated.
7. Review with the Board on an annual basis the appropriate skills and characteristics required of new Board members.
8. Solicit nominations for new Directors and screen the list of potential new Directors submitted to it by other Directors or any other sources.
9. After a review of Board candidates and after considering the advice of the Board Chair and the CEO, designate which candidates are to be interviewed. Candidates at a minimum are interviewed by the Chair of the Governance Committee, the Board Chair and the CEO, but may be interviewed by other Directors.



10. After the interviews, recommend for Board approval any new Directors to be nominated. Prior to the final vote of the Board on the nomination of a new Director, arrange for the selected candidate to meet all existing Directors not yet met.
11. Design an orientation program for new Directors and consult with them on their progress.
12. Recommend committee assignments, including committee chairmanships, to the full Board for approval. This is done after receiving advice from the Board Chair and the CEO and with consideration of the desires of individual Board members. In conjunction with the Board Chair and CEO, develop Board leadership succession plans for the committee chairs and the Board Chair.
13. Review annually the corporate governance guidelines and committee charters and recommend to the Board any needed changes.
14. Keep abreast of the developments in the corporate governance field that might affect the company.
15. Jointly with the Compensation Committee, recommend to the Board the compensation to be paid to Directors, including the Board Chair.

This Committee has the power to delegate aspects of its work to subcommittees, with Board approval. Furthermore, the Board may allocate any of the responsibilities of this Committee to a separate committee, provided that the committee is composed of Independent Directors. Any such committee must have a published committee charter.