



CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee:

- reviews and reports to the Board on a periodic basis with regards to matters of corporate governance (which is defined for this purpose as the relationships of the Board, the stockholders and management in determining the direction and performance of the company), including the review of, and recommendations with regards to, stockholder proposals.
- periodically reviews and assesses the effectiveness of the Board's Corporate Governance Standards, and recommends to the Board proposed revisions thereto.
- reviews and reports to the Board on a periodic basis with regards to matters of corporate responsibility performance, such as environmental, workplace or stakeholder issues, as appropriate, and the Company's public reporting with regards to these topics.