



Effective Date: December 9, 2015

Corporate Governance Committee Charter

Purpose

The purpose of the Corporate Governance Committee (“Committee”) shall be to assist the Board of Directors (“Board”) in assuring sound corporate governance practices, identification of qualified individuals to become Board members, and in its oversight of risk exposures relating to corporate governance and board succession.

Authority and Responsibilities

The Committee shall:

- Develop and recommend to the Board for approval a set of corporate governance principles. The Committee shall review the principles on a regular basis and recommend changes as necessary, and shall also monitor compliance with the principles.
- Review the Company’s certificate of incorporation and bylaws on a regular basis and recommend amendments to the Board for approval.
- Lead the search for individuals qualified to become members of the Board, including review of Board candidates recommended by stockholders. The Committee shall recommend director nominees for Board approval to fill vacancies created during a term and for presentation for stockholder election at an annual meeting and, in connection with the recommendation process, evaluate the performance of each incumbent director nominee recommended for re-election.
- Review on a regular basis the Board’s committee structure and recommend to the Board for approval directors to serve as Chair and as members of each committee.
- Review on a regular basis the Company’s practice for director orientation and education.
- Review any conflicts of interest and related party transactions involving directors and executive officers.
- Develop and recommend to the Board for its approval a self-evaluation process for the Board and its committees.
- Review the Company’s significant corporate governance and board succession risks and steps taken to monitor and mitigate such risks.
- Review on an annual basis the Company’s political contribution policy.
- Review the Company’s Code of Business Conduct on a periodic basis.

- Review and make recommendations to the Board regarding shareholder proposals relating to corporate governance, and consider significant corporate governance issues that arise from time to time.

The Committee may, in addition, perform such other functions as are consistent with its purpose or as may be requested by the Board.

The Committee shall operate in accordance with, and have all power and authority granted by, the provisions of the Delaware General Corporation Law, and the Company's Bylaws and Corporate Governance Principles, each as in effect from time to time.

Membership

The Committee shall consist of a minimum of three directors, all of whom shall be independent.

Meetings

The Committee shall meet at least four times per year and at such other times as requested by the Chairman of the Board, the Committee Chair or the Board.