



## **Governance and Nominating Committee Charter**

### **Membership**

The Governance and Nominating Committee (the “Committee”) shall consist of at least three members, including the Chair. The Board of Directors (the “Board”) shall appoint the members of the Committee. Each member shall be independent as required under the listing requirements of the New York Stock Exchange (the “NYSE”) and the Company’s Corporate Governance Principles. Each member will serve during his or her respective term as a director, subject to earlier removal by a majority vote of the Board.

### **Purpose**

The purpose of the Committee is to exercise general oversight with respect to the governance of the Board, identify and recommend to the Board director nominees for appointment to the Board or for election by stockholders, review and recommend to the Board any changes to the Corporate Governance Principles, and oversee the evaluation of the Board and management.

### **Responsibilities**

The Committee’s responsibilities are to:

1. Identify, evaluate and recommend qualified candidates to serve as directors of the Company, consistent with the selection and qualification criteria approved by the Board, and directors to serve on the various Board committees, including to:
  - a. Recommend selection and qualification criteria for Board members for approval by the Board. Candidates are selected for, among other things, the highest personal and professional ethics, integrity, demonstrated leadership, and diversity of backgrounds and skills. Candidates must be committed to representing the long-term interests of the stockholders and have an inquisitive and objective perspective, practical wisdom and mature judgment. Criteria for candidates include diverse and global experience at the operational, development and/or policymaking levels in business, management, marketing, finance, technology, human resources, communications, education, government, healthcare and other areas that are relevant to the Company’s activities.
  - b. Evaluate and recommend for Board approval candidates for appointment as director or election or reelection as directors at each annual stockholder’s meeting, which will include assessing the qualifications, attributes, skills, contributions and independence of the individual incumbent directors, and recommend for Board approval candidates to fill Board vacancies.
  - c. Consider nominees recommended by stockholders for election as directors in accordance with the Company’s Bylaws and applicable law.
  - d. Determine selection and qualification criteria for Board committee members and review the standing committee assignments.

- e. Evaluate the Board's leadership and leadership structure and recommend for Board approval appropriate changes, including recommending directors to serve as Board committee members, to serve as chair of Board committees and to fill Board committee member vacancies.
  - f. Review and make recommendations to the Board regarding succession planning for Board leadership positions, including Chairman of the Board, Lead Independent Director and the chair of each Board committee, and prepare for Board vacancies.
2. Review and make corporate governance recommendations to the Board, including to:
- a. Annually review and consider whether to recommend, for adoption by the Board, any changes to the Corporate Governance Principles, including as needed for compliance with applicable laws, regulations and NYSE listing standards.
  - b. Make recommendations regarding the size and composition of the Board and the composition and responsibilities of Board committees.
  - c. Review and make recommendations regarding the effectiveness of, and the evaluation process for, the Board, its committees, individual directors, the Chairman, the Lead Independent Director and management.
  - d. Review all proposals submitted by stockholders for inclusion in the Company's annual proxy statement and results of stockholder advisory votes and recommend to the Board how to respond to such proposals and advisory votes.
  - e. Identify and discuss with management the risks, if any, relating to the Company's corporate governance structure and practices.
  - f. Review trends and issues related to corporate governance and related matters.
3. Oversee orientation of directors and continuing education of directors in areas related to the work of the Board and the directors' committee assignments.
4. Review and make recommendations to the Board regarding compensation for service as a director, including incentive and deferred compensation plans and awards or grants thereunder.
5. Oversee the administration of the stock ownership guidelines established by the Board for non-employee directors.
6. Consider any offer of resignation from the Board submitted by a director in the event of material changes in such director's employment or business association, when a director reaches the age of 75, or in the event that such director fails to receive the required vote for re-election as set forth in the Company's Corporate Governance Principles, and make recommendations to the Board as to whether such resignation should be accepted by the Board.
7. Develop procedures for and oversee annual evaluations of the performance and effectiveness of the Board, the Board committees, and the individual directors.

8. Review the Company's disclosures to stockholders relating to governance matters included in the Company's Annual Proxy Statement in accordance with the rules and regulations of the Securities and Exchange Commission.
9. Oversee the Company's political contributions and government relations activities, including an annual review of the Company's policy statement on political engagement.
10. Review and monitor the Company's corporate citizenship function, including its sustainability and corporate responsibility practices and its support of charitable, educational and business organizations, and consider whether the Company should consider any additional corporate social responsibility actions.
11. Perform such other activities and consider such other matters as the Committee or the Board deems necessary or appropriate.

### **Governance/Authority**

Meetings and actions of the Committee will be conducted in accordance with the Company's Bylaws. The Committee shall report regularly to the Board with respect to its actions and make recommendations to the Board as appropriate.

The Committee will conduct an annual performance evaluation of the Committee and review the Committee charter annually and recommend any proposed changes to the Board.

The Committee has the authority to delegate any of its responsibilities to a subcommittee or internal committee as the Committee may deem appropriate in its sole discretion.

The Committee has the sole authority to retain or terminate any search firm to be used to identify Director candidates, including authority to approve the search firm's fees and other retention terms.

The Committee has the sole authority to retain and terminate any compensation consultant used to assist the Committee in the evaluation of the compensation of the Directors, including sole authority for approving the fees and other terms for any such retention. The Committee shall ensure that any compensation consultant (including such consultant's affiliates) retained by the Committee to assist in the evaluation of the compensation of the Directors has not received, and will not receive, during any such fiscal year any payment from the Company for the performance of any other services for the Company, excluding payment for services rendered to the Board or another Board Committee.

***Adopted by the Board on October 29, 2003.  
Last amended by the Board on November 16, 2017.***