

**Governance and Board Composition  
Committee Charter  
as of 5-7-04**

The Governance and Board Composition Committee shall consist of a minimum of two members of the Board of Directors, all of whom shall be independent directors and shall satisfy the Nasdaq standard for independence. Members of the Committee shall be appointed and may be removed by the Board of Directors and shall have the following powers and duties:

1. Develop and recommend to the Board of Directors for its approval the Guidelines on Corporate Governance , which the Committee shall review on an annual basis, or more frequently if appropriate, and recommend changes as necessary;
2. Develop and recommend to the Board of Directors for its approval an annual self evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations;
3. Review, in consultation with the Chairman of the Board, the Chief Executive Officer and other Directors, the Board of Directors' committee structure and recommend to the Board for its approval the Directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed;
4. In consultation with the Chairman of the Board and the Chief Executive Officer recommend to the Board of Directors (i) nominees to fill vacancies in membership of the Board as they occur among the Directors, and (ii) prior to each Annual Meeting of Shareowners, a slate of nominees for election as Directors at such meeting. For an individual being considered for election to the Board for the first time, the Committee shall submit its recommendation to the Board of Directors in advance of ascertaining the willingness of the recommended candidate to serve if elected;
5. Lead the search for qualified candidates, who may be submitted by Directors, Officers, employees, shareowners and others. In fulfilling this responsibility, the Committee shall also consult with the Chairman of the Board, the Chief Executive Officer, and other Directors concerning Director candidates;
6. Prepare, not less frequently than every two years, and submit to the Board of Directors for adoption by the Board of Directors, a list of selection criteria to be used by the Committee.
7. Annually review the CEO's adherence to good corporate governance. This input, will be delivered to the Compensation and Management Development

Committee for use in its deliberations when considering the performance and compensation of the CEO.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate in its sole discretion.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall report its actions and recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.