

Nominating and Governance Committee Charter

Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors is (i) to identify individuals qualified to become directors and recommend their selection by the Board of Directors as nominees for election, (ii) to recommend to the Board director assignments to the Board’s committees, and (iii) to develop, recommend to the full Board, and oversee the implementation of the Company’s corporate governance policies and practices.

Membership

The Committee shall be composed of three or more directors, as the Board of Directors determines. Each member of the Committee shall be appointed annually by the Board upon the Committee’s recommendation and may be removed by the Board at any time in the Board’s discretion.

Each member of the Committee shall be independent under the applicable standards for independence of the U.S. Securities and Exchange Commission and the The Nasdaq Stock Market, Inc. (except as otherwise may be allowed by those rules in exceptional circumstances or to phase in compliance in connection with an initial public offering).

Responsibilities

The Committee shall have the following general responsibilities. The Committee may expand these responsibilities as it considers necessary or appropriate in carrying out its duties:

- to develop and recommend to the Board of Directors specific guidelines and criteria for screening candidates for election as directors
- to identify qualified candidates for election as directors and recommend to the Board of Directors the selection of (i) nominees for election by the stockholders at each annual meeting of stockholders and (ii) nominees for election by the Board to fill vacancies and newly created directorships
- to consider the performance of incumbent directors in determining whether to recommend to the Board of Directors that they be nominated for reelection
- to consider candidates proposed by stockholders for election as directors, and to establish and communicate to stockholders a method to propose candidates
- to review the performance of the Board of Directors and the Board’s committees, and to make recommendations to the Board of Directors regarding the size, structure, composition and compensation of the Board of Directors and its committees
- to recommend to the Board of Directors on an annual basis director assignments to the Board’s committees (including this Committee), and to recommend additional committee members to fill vacancies as needed, and
- to formulate and recommend the adoption by the Board of Directors of appropriate and effective corporate governance policies and practices and to oversee their implementation.

Procedures

The Committee shall meet as often as its members consider necessary to carry out the Committee's responsibilities, but not less than twice per year, at the call of the chairman or any two members of the Committee. Two members of the Committee shall constitute a quorum, and all actions of the Committee at a meeting at which a quorum is present shall be taken by majority vote. The Committee also may act by the unanimous written consent of its members. The Committee shall make regular reports of its proceedings to the Board of Directors.

The members of the Committee shall elect a chairman, and the chairman shall appoint a secretary of the Committee, who may be one of the members of the Committee or the secretary or an assistant secretary of the Company. The secretary of the Committee shall prepare minutes of the meetings, maintain custody of copies of reports, information and data furnished to and used by the Committee, and generally assist the Committee in connection with preparation of agendas, notices of meetings and other matters.

Authority

In discharging its responsibilities, the Committee shall have unrestricted access both to the Company's management and to other employees whose views the Committee may consider helpful. The Committee also shall have the authority, to the extent it deems necessary or appropriate, to retain a search firm to assist in identifying qualified individuals as candidates for election as directors and to retain outside counsel or other consultants to assist it in any respect.