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Authority


The Executive Committee shall consist of the Committee Chairperson, who shall be appointed by the Nominating and Corporate Governance Committee, the Corporation's Chief Executive Officer, and such other Directors, all of whom shall from time to time be appointed by the Nominating and Corporate Governance Committee. The committee shall meet upon call of the Chairperson or the Chief Executive Officer. In the absence of the Chairperson of the committee, the Chief Executive Officer shall act as Chairperson of the Executive Committee. All acts done and powers conferred by the Executive Committee from time to time shall be deemed to be, and may be certified as being, done and conferred under authority of the Board of Directors. A majority of the Committee members present for a meeting shall constitute a quorum for the transaction of business.

Purpose of the Committee

The Committee's purpose is to provide an efficient means of considering matters that arise between regularly scheduled meetings of the Board of Directors and are such that either require prompt attention or are deemed appropriate by the members of the Committee for the Committee to consider on behalf of the Board of Directors. Matters the Committee might consider include the following non-exclusive list: succession planning, potential acquisition matters and potential capital matters. It is not the purpose of the Committee to exercise powers and authority that has been specifically delegated to other committees of the Board of Directors.

Responsibilities of the Committee

- 1) The Committee shall have and may exercise all of the powers and authority of the Board so far as may be permitted by law and the Charter and Bylaws of the Corporation between meetings of the Board of Directors. The Committee shall not have the power to: (i) recommend to the stockholders any action which requires stockholder approval, other than the election of directors; (ii) amend the bylaws; or (iii) approve any merger or share exchange which does not require stockholder approval. The Committee will keep the Board of Directors fully informed of its activities on a reasonably expedited basis.
- 2) In addition to exercising the power and authority of the Board of Directors between meetings of the Board, to the extent requested by the Board or as otherwise determined to be necessary and appropriate by the Lead Director, Chairperson and/or the Chief Executive Officer, the Committee shall oversee succession planning for the offices of the Chief Executive Officer and other members of executive management. In such event, responsibilities will include as appropriate

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oversight of executive development and talent management process for those positions, ensuring coaching and career management are provided and periodic reporting to the Board regarding succession planning opportunities and performance of executive management. The Committee shall consult with the Compensation Committee as appropriate on compensation matters for the Chief Executive Officer and members of executive management.

- 3) The Committee shall:
- a) Report regularly on its meetings and activities to the Board;
 - b) Maintain appropriate minutes and records of its meetings and make such material readily available for inspection by any Director, whether or not an Executive Committee member;
 - c) Have authority to obtain advice and assistance from internal or external legal, accounting or other advisors with the Company responsible for the expenses of any such advisors;
 - d) As deemed appropriate, review the Committee's own performance; and
 - e) Review and re-approve its Charter biennially.

General

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- 1) One or more officers or employees of the Corporation whom the Committee member reasonably believes to be reliable and competent in the matters presented;
 - 2) Counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; or
 - 3) Another committee of the Board as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence.
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