



CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Corporate Governance Committee is appointed by the Board of Directors to develop and recommend policies regarding corporate governance, to make recommendations regarding potential candidates for election to the Board of Directors and the composition of each committee of the Board of Directors, and to advise the Board with respect to director compensation.

Committee Membership

The Committee shall be comprised of not fewer than two directors that shall meet the independence and any other applicable requirements of the Nasdaq Stock Market listing standards. The members of the Committee shall be appointed by the Board and may be replaced or removed by the Board in its discretion. The Board shall designate the Chair of the Committee.

Committee Responsibilities

Corporate Governance

The Committee's corporate governance responsibilities are to:

- To consider matters of corporate governance and to recommend to the Board guidelines for corporate governance;
- To periodically review the Company's Corporate Governance Guidelines;
- To periodically review the independence of each outside director, as such term is interpreted under the applicable provisions of the Securities Exchange Act of 1934, the rules promulgated thereunder and the applicable rules of the Nasdaq Stock Market;
- To periodically review and make recommendations to the Board with respect to the compensation of directors, including Board and committee retainers, meeting fees, equity-based compensation, and such other forms of compensation as the Committee may consider appropriate; provided that any non-independent director shall recuse himself or herself from such review and recommendations;
- To consider questions of possible conflicts of interest of directors and of executive officers;
- To review and evaluate proposals properly submitted by stockholders and make recommendations to the Board regarding the appropriate response to such proposals;
- To develop and maintain a CEO succession plan in order to ensure continuity of leadership for the Company, which plan shall be periodically reassessed to maintain alignment with the Company's evolving business strategy and corporate objectives; and

- To assist the Board in its periodic review of the performance of the Board and of each of the Committees of the Board.

Director Nominations

The Committee's responsibilities regarding nominating activities are:

- To review the composition and size of the Board and to assess Board membership needs;
- To determine the desired criteria for selecting new directors in order to maintain a Board with a diversity of skills and attributes that is aligned with the Company's current and anticipated future needs;
- To consider and recruit candidates to fill new positions on the Board;
- To review director candidates recommended by stockholders;
- To conduct the appropriate and necessary evaluations of the backgrounds and qualifications of possible director candidates; and
- To recommend director nominees for approval by the Board or the stockholders.

Committee Authority

The Committee shall have the authority to engage or seek the advice of such experts and advisors as it deems necessary or advisable for the performance of its duties, including independent counsel. The Committee shall be responsible for the oversight, compensation and termination of such advisors. The Committee shall be provided with sufficient resources for the reasonable compensation of such advisors.

Procedures and Administration

Meetings

The Committee shall meet as often as it deems necessary and minutes of such meetings will be kept. The Committee may ask members of management or others to attend meetings as they believe appropriate.

Reports to the Board of Directors

The Committee shall make regular reports to the Board of Directors.

Charter Review

The Committee shall periodically review and reassess this charter and make recommendations regarding any proposed changes to the Board.