

# Corporate Governance Committee Charter

As amended by the Board of Directors on April 29, 2021

## Purpose

The purpose of the Corporate Governance Committee is to provide oversight of the corporate governance affairs and practices of the Board of Directors and the Company consistent with the long-term best interests of the Company and its shareholders; to assist the Board in identifying individuals qualified to become Board members and recommending to the Board director nominees for election by the Company's shareholders or for appointment by the Board in the event of a vacancy; to recommend to the Board directors to serve on each Board committee; to review and assess shareholder proposals; to review and assess the Company's formation and governance documents and any proposed changes thereto; to oversee the Company's corporate social responsibility report; and to make recommendations to the Board regarding compensation of the directors.

## Membership

The Committee shall consist of at least three members of the Board as the Board shall from time to time determine. Each member shall at a minimum meet the requirements to be "independent" as that term is defined by the listing standards of The New York Stock Exchange at the time of the member's appointment to the Committee.

The Board shall approve the members of the Committee on an annual basis to be effective at its first meeting following the Annual Meeting of Shareholders. Unless the Board approves a Committee Chair, the members of the Committee shall designate a Committee Chair by majority vote of the members of the Committee. Committee members may be removed from the Committee by the Board.

## Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

- Overseeing the corporate governance practices of the Board and the Company and recommending to the Board such changes as the Committee should deem appropriate.
  - Management shall assist with this effort by timely keeping the Committee apprised of the corporate governance practices of the Board and Company that are not consistent with leading practice.
- Identifying and recommending to the Board director nominees as required to provide a balance of independence, knowledge, experience and capability on the Board with

qualifications in line with those set forth in the Company's Corporate Governance Guidelines and overseeing orientation of new directors.

- Reviewing and making recommendations to the Board regarding directors to serve as committee members, after considering director's interests for committee service and consultation with the Chairman of the Board.
- Reviewing and making recommendations to the Board with respect to any proposal recommended by management or properly presented by a shareholder for inclusion in the Company's annual proxy statement. The Committee may, as appropriate in light of the subject matter of the proposal, refer any such proposal to any other Committee of the Board for purposes of such review and recommendations.
- Considering and making recommendations to the Board regarding nominees submitted by Company shareholders.
- Advising the Board on the size and composition of the Board in light of the operating requirements of the Company and current corporate governance practices.
- Reviewing proposed changes to the Company's Certificate of Incorporation, Bylaws and corporate governance policies, and making recommendations to the Board as the Committee deems advisable.
- At least annually, reviewing and assessing the Company's Corporate Governance Guidelines and, if appropriate, recommending to the Board changes to those guidelines.
- Making recommendations to the Board regarding the evaluation and effectiveness of the Board; and questions of possible conflicts of interest of Board members and senior executives.
- Reviewing any related party transaction brought to the attention of the Committee in accordance with the Company's Related Party Transactions Policy and Procedures, and reporting all such transactions to the Board.
- Overseeing the Company's corporate social responsibility report.
- Making recommendations to the Board regarding the compensation of the nonemployee directors.
- Reporting to the Board after each of the Committee's meetings.
- Performing an annual evaluation of the Committee's performance.
- Performing such other functions as may be assigned to the Committee by the Board from time to time; or as may be required by rules, regulations or statutes or by the New York Stock Exchange listing standards.

## Meetings

The Committee shall meet at least once a year or more frequently if circumstances dictate. A majority of the members shall constitute a quorum and a majority of the members present shall decide any question brought before the Committee. The Chair of the Committee shall establish such rules as may from time to time be necessary and proper for the conduct of the Committee's

business. The Committee shall have authority to delegate a portion of its authority to such subcommittees as the Committee deems necessary.

### Consultants

The Committee shall have the authority with the approval of the Board, at Company expense, to retain and terminate consultants of its selection to advise it, including the authority to approve the firm's fees and other retention terms.