



FINANCE COMMITTEE CHARTER

1. Membership

The Finance Committee (the “Committee”) shall consist of not less than three members of the Board of Directors of the Company (the “Board”). The members of the Committee, as well as the Chairperson, shall be appointed annually by the Board, upon the recommendation of the Nominating and Corporate Governance Committee, at the organizational meeting of the Board following the annual meeting of shareholders. The Board on recommendation of the Nominating and Corporate Governance Committee shall fill vacancies on the Committee. The Chairperson shall be responsible for leadership of the Committee, including overseeing meeting agendas, presiding over meetings, orientation of new members to the Committee and reporting to the Board. If the appointed Chairperson is not present at a Committee meeting, the members of the Committee shall designate a Chairperson to lead the meeting. The Chief Executive Officer, or if the Chief Executive Officer is a member of the Committee, the Chief Financial Officer, will be the management liaison to the Committee.

2. Purpose

The Committee shall provide oversight regarding matters of financial significance to the Company, particularly those of a long-term nature, and recommend appropriate action by the Board. Specifically, the Committee shall:

- Review and recommend for approval by the Board the annual operating and capital budgets.
- Periodically review the performance of the Company’s pension funds and approve the Company’s recommendations regarding investment objectives, strategies and/or managers as warranted.
- Periodically review significant financial exposure and contingent liabilities of the Company, including the use of derivatives and other risk management techniques.
- Approve terms of sales of Company securities when the Board does not exercise such powers.
- Review the Company’s insurance coverage.

- Periodically review the range of investment vehicles available to participants under the Company's 401(k) Plan and the availability of Company stock as an investment option under the 401(k) Plan.
- Oversee development and monitor execution of the Company's financial guidelines or policies, including financial objectives, strategies and plans and the execution thereof, including mergers, acquisitions, divestitures, joint ventures and other equity investments including stock repurchases, exclusive of accounting and other matters, which are within the oversight responsibilities of the Audit Committee.
- Convene, at the request of management or the Board, for the purposes of providing insight and guidance on other issues of financial significance, including any long-term financial plans of the Company.

3. Committee Meetings and Action

A majority of the Committee members will be a quorum for the transaction of business. The acts of a majority of the members present at a meeting at which a quorum is present will be the acts of the Committee. Any action required or permitted to be taken at a meeting of the Committee will be deemed the action of the Committee if all of the Committee members have executed a written consent, either before or after the action is taken, and the consent is filed with the Corporate Secretary.

The Committee shall meet at such times in person or telephonically as it determines to be necessary or appropriate. The Chairperson will report to the Board at the next meeting of the Board following each such Committee meeting, or as reasonably practical, and annually regarding the fulfillment of the Committee's duties under its Charter. The Committee will meet in person or telephonically at such times as may be requested by its Chairperson. The Committee Secretary (who will be the Corporate Secretary, or Assistant Secretary), will keep minutes of all Committee meetings, which will be distributed to all Committee members. The Corporate Secretary, Chairperson and the management liaison to the Committee will jointly prepare a preliminary agenda for each meeting. The Committee Secretary is responsible for coordinating all mailings to the Committee members, which should be sent to the Committee members for receipt seven (7) days prior to each meeting.

The Committee shall review the Charter at least annually and make appropriate recommendations to the Board.

The Committee shall annually conduct a performance evaluation of the Committee's effectiveness and deliver the results of the annual performance evaluation of the Committee to the Nominating & Corporate Governance Committee.

Approved by the Finance Committee: September 13, 2005
Approved by the Board of Directors: September 14, 2005
Affirmed March 7, 2007
Re-Affirmed March 5, 2008
Re-Affirmed March 2, 2010
Amended and Approved by the Finance Committee 3/2/2011
Reviewed and approved by the Board 5/4/2011