



G L A T F E L T E R

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. MEMBERSHIP

- 1.1 The Nominating and Corporate Governance 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 shall be appointed by a majority vote of the Board. Committee members may be removed by the full Board at any time with or without cause.
- 1.2 Each member of the Committee shall be “independent” as required by the New York Stock Exchange (“NYSE”) listing standards and any other legal requirements as shall from time to time be in effect.
- 1.3 The Chairperson of the Committee (the “Chairperson”) shall be elected by a majority vote of the Board.

2. PURPOSE

- 2.1 The primary function of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s governance matters, including: (i) making recommendations for nominations for election of directors and officers and Board structure; and (ii) developing and maintaining the Company’s corporate governance policies (the “Corporate Governance Principles.”)

3. MEETINGS

- 3.1 The Committee shall meet at such times in person or telephonically as it determines to be necessary or appropriate, but not less than once a year, and the Committee Chairperson shall report to the Board at the next meeting of the Board following each such Committee meeting, or as reasonably practicable.
- 3.2 A majority of the members of the Committee shall constitute a quorum. The act of a majority of the members present at the meeting at which a quorum is present shall be the act of the Committee. If only two members constitute a quorum, the unanimous vote of the two members shall constitute the act of the Committee. The Committee shall be authorized to take action by unanimous written consent, as permitted by applicable law.

- 3.3 The Committee may form subcommittees and delegate authority to them as it deems appropriate.
- 3.4 Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all members of the Committee is filed with the Secretary of the Company.
- 3.5 The Committee may adopt such additional rules and procedures for the conduct of its affairs as it deems necessary or appropriate if not inconsistent with this Charter and the Company's By-Laws.

4. RESPONSIBILITIES

4.1 *Nominating.* The Committee shall:

- 4.1.1 Determine qualifications, qualities, skill and other expertise required to be a director and to develop and recommend to the Board for its approval, criteria to be considered in selecting nominees for the election of directors (the "Director Criteria"). Such criteria shall include independence, professional experience, availability to devote the necessary time to serve on the Board, diversity in personal background, expertise, wisdom, integrity, business acumen, and such other factors as the Committee deems appropriate in the context of the needs of the Board so as to enhance the Board's ability to manage and direct the affairs and business of the Company.
- 4.1.2 Identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria.
- 4.1.3 Review timely nominations for election of directors received from shareholders, and ensure that such shareholders are advised of any final action taken by the Board with respect thereto, in accordance with the procedures set forth in the Company's Corporate Governance Principles.
- 4.1.4 Make recommendations to the Board regarding nominees for director to be submitted to shareholders at each annual meeting of the shareholders.

4.2 *Corporate Governance*

4.2.1 General.

The Committee shall:

- i. Develop and recommend to the Board the Corporate Governance Principles and monitor the Company's compliance therewith, and review such document periodically, and at least annually, to assure that the principles are appropriate for the Company and comply with the Securities and Exchange Commission ("SEC") and NYSE rules and regulations.

- ii. Review shareholder proposals for inclusion in the proxy statement for the Annual Meeting of Shareholders and proposed responses by the Board to such shareholder proposals.
- iii. Review significant shareholder relations issues and corporate political contributions; review and approve all corporate contributions to affiliated persons or entities and all contributions in excess of \$100,000 per year to any other person or entity. The Chairperson may represent the entire Committee for purposes of the review of such contributions.
- iv. Develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair its independence.

4.2.2 Board of Directors.

As part of the Committee's responsibility to nominate or re-nominate directors, the Committee shall:

- i. Make recommendations to the Board regarding the size and the composition of the Board, the tenure and retirement age of directors, and the removal of directors for cause.
- ii. Determine the fitness of incumbent directors by evaluating the ongoing contributions to the Board of such directors.
- iii. Periodically review and monitor Board retirement policies, as set forth in the Corporate Governance Principles.
- iv. Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
- v. Periodically review and oversee any orientation programs for newly elected directors and continuing director education programs for incumbent directors.
- vi. If the chairman of the Board is also the CEO of the Company, nominate a lead director as set forth in the Corporate Governance Principles.

4.2.3 Committees of the Board

The Committee shall:

- i. Make nominations to the Board for election of the members and chairpersons of the Board committees.

- ii. Periodically review the organization and composition of the various Board committees.
- iii. Ensure that each of the committees possesses a charter outlining the responsibilities of each committee and that such charter is reviewed annually.
- iv. Address any issues that arise concerning the delineation of Board committee or full Board responsibilities.

4.2.4 Officers, CEO

The Committee shall:

- i. Review senior management organization and responsibilities, and assist in providing oversight of senior management evaluation.
- ii. Make nominations to the Board for election of officers of the Company.
- iii. Ensure that the Company has a senior management succession plan, with particular attention to the position of CEO, and review such succession plan annually.
- iv. Recommend to the Board the individual who should assume the position of CEO if the CEO becomes incapacitated due to an unforeseen event.

4.3 *Other Responsibilities*

The Committee shall:

- 4.3.1 Have the oversight of the Company's positions on and policies with respect to corporate governance, including the Corporate Governance Principles.
- 4.3.2 Review and recommend to the Board for approval the Company's Code of Business Conduct and the Code of Business Ethics for the CEO and Senior Financial Officers.
- 4.3.3 Examine any exceptional situation that might constitute an infraction of the Company's Code of Business Conduct and coordinate the prompt disclosure of any material departures from its Code of Business Conduct.
- 4.3.4 As set forth in the Corporate Governance Principles, recommend to the Board whether to accept the resignation of an incumbent director who does not receive a majority of the votes cast or whether other action should be taken.
- 4.3.5 Annually review its Charter, recommend the same for approval to the Board and undertake additional activities within the scope of its Charter as the Committee may from time to time determine.

- 4.3.6 Have the sole authority to retain, terminate, and approve the fees and other retention terms of, director search, legal and other advisors, as it deems necessary for the fulfillment of its responsibilities.
- 4.3.7 Annually conduct a performance evaluation of the Committee's effectiveness and receive and analyze the results of the annual performance evaluations of each of the other committees of the Board. The Committee shall prepare and deliver the results of the annual performance evaluation of the Committee to the Board of Directors together with a report on the effectiveness of the other Committees of the Board.
- 4.3.9 Review the relevant facts of all proposed Related Person Transactions and either approve or disapprove of the entry into the Related Person Transaction. "Related Person Transaction" is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) involving an amount which is at least \$120,000, which the Company was, is or will be a participant, and in which any Related Person had, has or will have a direct or indirect material interest. A "Related Person" is generally any person who is, or at any time since the beginning of the Company's last fiscal year was, (i) a director or executive officer of the Company or a nominee to become a director of the Company; (ii) any person who is known to be the beneficial owner of more than 5% of any class of the Company's voting securities; (iii) any immediate family member of any of the foregoing persons; or (iv) any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or in a similar position, or in which such person has a 5% or greater beneficial ownership interest. To the extent that the Committee, or its Chairperson, needs additional information to make an informed decision regarding a proposed Related Person Transaction, the Committee, or its Chairperson, may consult with management of the Company or other members of the Board.

Reviewed and approved by the Board 12/12/2019