



Board of Directors Charter for Governance Committee

Purpose

Develop governance principles, structures, and processes of the Board and the Company, and recommend to the Board appropriate changes as needed.

Identify, evaluate, and recommend to the Board qualified candidates for open Director positions who have the diverse backgrounds and skills to perform the Board's functions.

Recommend the slate of nominees for election of Directors at the Company's Annual Meeting. Direct the annual review of the Board's performance.

Powers/Responsibilities

Evaluate Governance Committee charter, making changes when necessary, and submit to the Board for approval.

Annually, the committee will review each charter component and assess actions taken to comply with them.

Recommend appropriate changes to governance structure, processes, guidelines, and principles.

Make recommendations to the Board about the appropriate size, composition, and selection criteria for the Board.

Act as the initial review group for Board nominations and recommend candidates for Director after evaluating the needs of the Board.

Develop criteria for and conduct an annual Board performance assessment to assure each Director is making positive contributions.

Review relevant corporate governance documents (by-laws, proxies, conflict of interest statements, other committee charters, etc.) and make appropriate recommendations to the Board.

Recommend to the Board standards to determine Director independence.

Review all Director and senior officer outside relationships (including charitable affiliations) to assess any potential conflict of interest.

Regularly monitor the purpose, structure, and operations of all Board committees and recommend to the Board membership on each committee.

The Committee Chair shall report the committee's actions and recommendations to the Board following each committee meeting.

Oversee any solicitation of proxies from policyholders and recommend changes, if appropriate, to any policyholder proxy process.

The Committee shall have the authority to retain such outside counsel, experts, and other advisors as it deems appropriate to assist the Committee in the performance of its functions. The Committee shall be provided with appropriate funding, as determined by the Committee, for payment of compensation to such outside counsel, experts, and other advisors.