



## **SPECIFIC DUTIES**

The Committee will:

1. Recommend to the Board nominees for election as directors.
2. Search for, recruit, screen, interview and select candidates for new directors as necessary to fill vacancies or the additional needs of the Board, and consider
3. Evaluate the qualifications and performance of incumbent directors and determine whether to recommend them for re-election to the Board.
4. Establish and periodically reevaluate criteria for Board membership and selection of new directors including independence standards; and determine as necessary the portfolio of skills, experience, perspective and background required for the effective functioning of graphic and market environments, and including, without limitation:
  - (a) strategy, business, regulatory environment, and operations of the Company;
  - (b) views as to areas in which additional advice and counsel could be provided by the Board;
  - (c) The mix of perspectives, experience, and competencies currently represented on the Board
  - (d) Gender, racial, ethnic, and cultural diversity;
  - (e) -evaluation process; and
  - (f) As to incumbent directors, meeting attendance, participation and contribution, and the

At a minimum each director must possess (i) a reputation for the highest ethical and moral standards; (ii) good judgment; (iii) a positive record of achievement; (iv) if on other boards, an excellent reputation for preparation, attendance, participation, interest and initiative; (v

of the members to the Committees of the Board, including the designation of a chairperson for each Committee.

6. Recommend to the Board removal of a director where appropriate.
7. Initiate and oversee a periodic evaluation of (i) the quality, sufficiency and currency of information furnished by management to the directors in connection with Board and Committee meetings and other activities of the directors (which evaluation will be done in consultation with the Board Chair and the Lead Director), (ii) effectiveness, (iii) the composition, organization (including its Committee structure, membership and leadership) and practices of the Board, (iv) tenure and other policies v) corporate governance matters generally; and recommend action to the Board where appropriate.
8. Oversee the work of a

Committee, including with respect to climate, environmental, sustainability, corporate social responsibility, energy and natural resource matters and review and discuss with management any ESG reports issued by the Company, including any environmental sustainability report, community impact report and/or similar report issued by the Company.

16. Review and approve, prior to acceptance, the service of the Chief Executive Officer

