HUMAN RESOURCES COMMITTEE CHARTER

PURPOSE AND AUTHORITY

The purpose of the Human Resources Committee is to discharge the Board of Director's duties and responsibilities relating to compensation of the Corporation's senior managers and non-employee Directors and oversee the Corporation's succession planning and management development activities.

The Committee shall have the sole authority to retain and terminate such compensation consultants, legal counsel and other advisors as the Committee may deem appropriate in its sole discretion to assist it in carrying out the Committee's responsibilities. Before selecting a consultant, counsel or advisor, the Committee shall consider such factors (including independence factors) as may be required by applicable law and stock exchange listing standards. The Committee shall have the sole authority to approve related fees and retention terms and the Corporation shall pay the costs of any such consultant, counsel or advisor retained by the Committee.

The Committee shall have the authority to conduct investigations into any matters within the Committee's responsibilities and, in doing so, have full access to the Corporation's records and employees.

The Committee shall have the authority to form and delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

COMPOSITION AND QUALIFICATIONS

The Committee shall have at least three members and shall consist solely of independent Directors, as affirmatively determined by the Board of Directors, consistent with applicable stock exchange listing standards and applicable legal requirements. The members of the Committee shall be appointed by the Board, on the recommendation of the Corporate Governance and Policy Committee, and may be replaced by the Board.

MEETINGS

The Committee shall meet at least four times each year or more frequently as circumstances dictate.

RESPONSIBILITIES AND DUTIES

The Committee shall:

1. In consultation with management, establish the Corporation's general compensation philosophy and oversee the development and implementation of executive compensation programs and related policies. In undertaking these responsibilities, the Committee shall take into account

factors it deems appropriate from time to time, including the Corporation's business strategy and competitive market trends, as well as the views of the Corporation's shareholders.

2. Annually review and approve corporate goals and objectives relevant to compensation of the Chief Executive Officer. Evaluate the CEO's performance in light of those goals and objectives, and based on this evaluation, recommend to the Board the CEO's compensation, including salary, bonus and equity and non-equity incentive compensation. In determining long-term incentive component of CEO compensation, the Committee shall consider the Corporation's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the award given to the CEO in prior years. The CEO may not be present during voting or deliberations on his or her compensation.

3. Review and approve new base, short-term and long-term and other applicable compensation and benefit plans and programs for selected senior managers, including all Section 16 officers, as well as material changes to such programs, in each case as deemed appropriate by the Committee. In addition, the Committee shall oversee any recommended compensation actions for selected senior managers, including all Section 16 officers, which may include salary, bonus and equity and non-equity incentive compensation.

4. Review the impact of the Corporation's executive compensation policies and practices and the performance metrics underlying the compensation programs on the Corporation's risk profile.

5. Be solely responsible for overseeing the work of any compensation consultant, legal counsel or other advisor retained by the Committee.

6. Periodically review and recommend to the Board the compensation and benefits for non-employee Directors.

7. Review and discuss with management the Corporation's disclosures in the "Compensation Discussion and Analysis" section of applicable regulatory filings by the Corporation and determine whether to recommend to the Board that such disclosure be included in the applicable filing.

8. Prepare the report to shareholders required by the rules of the Securities and Exchange Commission to be included in the Corporation's annual proxy statement.

9. Consult with the CEO on senior management continuity, succession, development and organizational matters, as deemed appropriate by the Committee.

10. Assume such other duties and responsibilities as the Board may from time to time delegate.

11. Report to the Board with respect to the Committee's activities as promptly as practicable following each meeting of the Committee.

12. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.