

## **Governance Committee Charter**

### **I. Purposes**

The purposes of the Governance Committee (the “Committee”) are to (a) develop and recommend to the Board of Directors (the “Board”) a set of corporate governance principles applicable to the Company, (b) identify individuals qualified to become members of the Board and, consistent with criteria approved by the Board, make recommendations to the Board regarding Director candidates for membership on the Board, (c) assist the Board in overseeing the Company’s corporate responsibility and sustainability policies and programs, and (d) oversee the evaluation of the Board and management.

### **II. Membership**

The Committee shall be composed of three or more Directors, all of whom, in the business judgment of the Board, shall be independent Directors as determined pursuant to the rules of The Nasdaq Stock Market LLC (subject to any exceptions allowed by such rules and any waivers granted by such authorities). The Chair and members of the Committee shall be appointed annually by the Board. Vacancies shall be filled by appointment by the Board, and any member of the Committee may be removed by the Board. The Committee shall have the power and authority to delegate any of its duties or responsibilities herein to a subcommittee comprised of one or more members of the Committee.

### **III. Meetings**

1. The Committee shall meet in accordance with the annual meeting schedule or at the call of the Chair or a majority of the members. A majority of the members of the Committee shall constitute a quorum for the transaction of business.
2. Procedures fixed by the Committee shall be subject to any applicable provision of the Company’s By-laws. Written minutes of each meeting shall be duly filed in the Company records, and reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting and shall be accompanied by any recommendations to the Board approved by the Committee.

### **IV. Key Responsibilities**

1. Evaluate and recommend to the Board the size and composition of the Board and the size, composition and functions of the Board committees.
2. Periodically review (at least annually) the mix of skills, experience levels and backgrounds of present and potential Board members in light of the Company’s strategic and business needs and other considerations that the Committee or the Board deems appropriate.
3. Develop and recommend for approval by the Board a set of criteria for Board membership and periodically review these criteria. Identify, evaluate and attract qualified individuals to become Directors consistent with such criteria. Make recommendations to the Board regarding Director candidates for membership on the Board, including the slate of Director nominees to be proposed by the Board for election by the stockholders at the annual meeting of stockholders and any Director nominees to be elected by the Board to fill

interim director vacancies. Establish and follow procedures for the recommendation of Director candidates by the Company's stockholders and the consideration by the Committee of Director candidates so recommended.

4. Assess the contributions and independence of incumbent Directors in determining whether to recommend them for re-election to the Board at the annual meeting of stockholders.
5. Recommend to the Board the action to be taken with respect to any offer of resignation from a director (i) who submitted such resignation pursuant to Section 3.03(b) of the Company's Amended and Restated By-Laws as a result of not receiving a majority of votes cast at his or her election or (ii) who submitted such resignation pursuant to Section 11 of the Company's Corporate Governance Guidelines as a result of a change in circumstances.
6. Review corporate governance issues and practices, including proxy advisory firm policies and make recommendations to the Board on such matters.
7. Manage the performance review process for the Board and each Board committee and review the results with the Board on an annual basis.
8. Develop and recommend to the Board a set of corporate governance principles and review and recommend changes to these principles, as necessary.
9. Review the Company's corporate responsibility and sustainability policies and programs, such as human rights, social and environmental, as well as the Company's public reporting on these topics.
10. Review and oversee responses to proposals of stockholders that relate to corporate governance, corporate responsibility or sustainability matters, and make recommendations to the Board regarding such proposals, as appropriate.
11. Review and oversee the Company's engagement with stockholders on corporate governance and other matters relating to the Company's annual meetings of stockholders and, if appropriate, make recommendations to the Board regarding such engagement.
12. Develop with management and oversee the orientation process for new directors.
13. Recommend to the Board candidates for appointment to Board committees and consider periodically rotating Directors among the committees.
14. Review directorships in other public or private companies (excluding charitable or non-profit organizations) held by or offered to Directors and executive officers of the Company.
15. Review and assess the channels through which the Board receives information and the quality and timeliness of information received.
16. Evaluate annually the performance of the Committee and the adequacy of this Charter, and recommend to the Board any proposed changes to the Charter.
17. Oversee the evaluation of the Chief Executive Officer by the Board and the Compensation and Talent Committee.
18. Develop and oversee the Chief Executive Officer succession planning process.
19. Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate.

## **V. Outside Advisors**

The Committee shall have the authority to retain such outside counsel, experts and other advisors as it determines appropriate to assist it in the full performance of its functions, including the sole authority to retain and terminate search firms used to identify Director candidates, and to approve any such advisor's fees and other retention terms.

Approved by Board of Directors: February 10, 2021