



MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

The Board has an Executive Committee, an Audit Committee, a Human Resources and Compensation Committee, and a Governance and Nominating Committee. The primary functions of the committees are as follows:

- The Executive Committee has the authority to act in place of the Board on certain specified matters. Its members are Tim Grumbacher (Chair) and Michael L. Gleim.
- The Audit Committee is responsible for the appointment, compensation and oversight of the Company's independent auditor. It monitors the integrity of the Company's financial statements, the auditor's qualifications and independence, and performance of the independent auditor and the Company's internal audit function. Its members are Philip M. Browne (Chair), Lucinda M. Baier, Daniel T. Motulsky and Jeffrey B. Sherman.
- The Human Resources and Compensation Committee (HRCC) reviews and evaluates the Company's overall compensation strategy to ensure that it promotes shareholder interests, supports the Company's strategic objectives and provides for appropriate rewards and incentives for the Company's management and employees. In addition, the HRCC reviews and approves the structure of the Company's bonus plans, administers the Company's stock incentive plans and oversees the Company's retirement, defined benefit and health and welfare plans. Its members are Todd C. McCarty (Chair), Jeffrey B. Sherman and Steven B. Silverstein.
- The Governance and Nominating Committee evaluates and recommends candidates for election to the Board and the committees of the Board. It seeks Board candidates for their ability to bring various skills, experiences and perspectives to the deliberations of the Board and determines the compensation of Directors. This committee evaluates the Company's compliance with corporate governance requirements. Its members are Michael L. Gleim (Chair) and Tim Grumbacher.