
AUDIT COMMITTEE CHARTER

As amended 11 July 2009

PURPOSE

To assist the Board of Directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, and the company's process for monitoring compliance with laws and regulations and the code of conduct. The Audit Committee shall take appropriate actions to establish a corporate environment that promotes quality financial reporting and ethical behavior.

AUTHORITY

The Audit Committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to:

- Recommend to the Board of Directors the retention and termination of the independent auditor and any registered public accounting firm employed by the organization.
- Negotiate the compensation of the auditor and any registered public accounting firm on behalf of the Board of Directors.
- Resolve any disagreements between management and the auditor regarding financial reporting.
- Pre-approve all auditing and non-audit services.
- Review and determine whether to accept the audit without comment.
- Approve performance of any non-audit services by the auditing firm.
- Retain independent counsel, accountants, or others to advise the Audit Committee or assist in the conduct of an investigation.
- Review complaints alleging conflict of interest and/or financial misconduct and make recommendations for disposition to the Board of Directors.
- Seek any information it requires from employees—all of whom are directed to cooperate with the Audit Committee's requests—or external parties.
- Meet with company officers, external auditors, or outside counsel, as necessary.
- Supplement these responsibilities as it deems appropriate.

This charter shall be approved by the Board of Directors and reviewed and reassessed annually by the Audit Committee.

COMPOSITION

The Board of Directors shall aspire to appoint an Audit Committee that will consist of at least two and no more than four Directors. Not more than 25% of the Audit Committee may consist of non-Directors. The Board of Directors will appoint Audit Committee members and the Audit Committee chair.

It shall be a goal of the Board of Directors to appoint Audit Committee members who are both independent and financially literate. At least one member shall have expertise in financial reporting. To be considered independent, members may not, other than in a capacity as a member of the Audit Committee (i) accept any consulting, advisory or other compensatory fee



from the Corporation or (ii) be an affiliated person of the Corporation or any subsidiary thereof, or (iii) be a person who has a material financial interest in any non-charitable entity doing business with the charitable organization.

The Audit Committee may include members of the finance committee, if such committee has been established, but the chair of the Audit Committee may not be a member of the finance committee, and the members of the finance committee must constitute less than half of the Audit Committee.

MEETINGS

The Audit Committee will meet at least twice a year, with authority to convene additional meetings, as circumstances require. All Audit Committee members are expected to attend each meeting, in person or via tele- or video-conference. The Audit Committee will invite members of management, auditors or others to attend meetings and provide pertinent information, as necessary. It may hold private meetings with auditors (see below) and executive sessions. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared.

RESPONSIBILITIES

The Audit Committee will carry out the following responsibilities:

Financial Statements

1. Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
2. Review with management and the external auditors the results of the audit, including any difficulties encountered.
3. Review the annual and interim financial statements prior to filing any of the corporation's financial and tax reports, and consider whether they are complete, consistent with information known to Audit Committee members, and reflect appropriate accounting principles.
4. Review with management and the external auditors all matters required to be communicated to the Audit Committee under generally accepted auditing standards.
5. Understand how management develops interim financial information, and the nature and extent of external auditor involvement.

Internal Control

6. Consider the effectiveness of the company's internal control system, including information technology security and control.
7. Understand the scope of external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.
8. Adopt procedures for (A) the receipt, retention and treatment of complaints received by the corporation regarding accounting, internal accounting controls, or auditing matters; and (B) the confidential, anonymous submission by employees of the corporation of concerns regarding questionable accounting or auditing matters.

External Audit

9. Make it clear to management and to independent auditors that the independent auditors report directly to the Audit Committee and are accountable to the Board of Directors.



10. Review the external auditors' proposed audit scope and approach, (including coordination of audit effort with internal financial staff, if applicable) and the adequacy of staffing and compensation.
11. Review the performance of the external auditors, and exercise final approval on the appointment or discharge of the auditors.
12. Review and confirm the independence of the external auditors by obtaining written statements from the auditors on relationships between the auditors and the company, including non-audit services, and discussing the relationships with the auditors.
13. On a regular basis, meet separately with the external auditors to discuss any matters that the Audit Committee or auditors believe should be discussed privately.
14. Independent audits shall comply with the requirements of applicable law and shall be prepared in accordance with such generally accepted accounting principles and reporting practices as may from time to time be prescribed by the American Institute of Certified Public Accountants, or its successor organization, and shall be examined by an independent certified public accountant in accordance with generally accepted auditing standards for the purpose of expressing an opinion thereon.
15. If the audit firm also performs non-audit functions, the firm and its auditors must conform to the standards for auditor independence set forth in the Government Auditing Standards, issued by the Comptroller General of the U.S.

Compliance with Financial Regulations

16. Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.
17. Review the findings of any examinations by regulatory agencies, and any auditor observations.
18. Review the process for communicating the code of conduct to company personnel, and for monitoring compliance therewith.
19. Obtain regular updates from management and company legal counsel regarding compliance matters.

Reporting Responsibilities

20. Regularly report to the Board of Directors about Audit Committee activities, issues, and related recommendations.
21. Provide an open avenue of communication between internal financial, the external auditors, and the Board of Directors.
22. Review any other reports the company issues that relate to Audit Committee responsibilities.

Other Responsibilities

23. Perform other activities related to this charter as requested by the Board of Directors.
24. Institute and oversee special investigations as needed.
25. Review and assess the adequacy of the Audit Committee charter annually, requesting Board of Directors approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.
26. Evaluate the Audit Committee's and individual members' performance on an annual basis.