



CHARTER FOR THE HEALTH, SAFETY AND ENVIRONMENTAL COMMITTEE OF THE BOARD OF DIRECTORS

(As adopted on November 14, 2007)

I. Purpose

The Health, Safety and Environmental Committee is appointed by the Board of Directors of the Company to assist the Board in fulfilling its oversight responsibilities. The Committee's primary duties and responsibilities are to assist the Board in fulfilling its responsibilities to provide global oversight and support of the Company's health, safety and environmental policies, programs and initiatives.

II. Composition and Meetings

The Committee's composition shall be comprised of not less than three directors. The Committee shall meet at least once annually. The Committee may meet in person, by telephone conference call or in any other manner in which the Board is permitted to meet.

Committee members shall be appointed by the Board on recommendation of the Nominating and Corporate Governance Committee. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member. If a Committee Chair is not designated by the Board or present at a meeting, the members of the Committee may designate a Chair by majority vote of the members of the Committee who are present. A majority of the members of the Committee shall constitute a quorum.

The Committee may invite any other individuals to attend meetings of the Committee, as it considers appropriate. The Committee shall have access to professional advice from employees of the Company, and from external advisors, as the Committee deems appropriate.

III. Responsibilities and Duties

The Committee's principal responsibility is one of oversight. The Company's management is responsible for (1) ensuring that the Company complies with its health, safety and environmental policies, programs and initiatives; (2) ensuring that the Company complies with health, safety and environmental laws and regulations; and (3) responding to health, safety or environmental matters. The Committee's specific responsibilities are as follows:

- The Committee shall review the status of the Company's health, safety and environmental policies and performance, including policies to ensure compliance with applicable legal and regulatory requirements.
- The Committee shall review the Company's health, safety and environmental performance to determine consistency with policies and goals.
- The Committee shall review and discuss with the Board the management of current and emerging health, safety and environmental issues.
- The Committee shall report periodically, but no less than once a year, to the Board on health, safety and environmental matters affecting the Company.
- The Committee may select, engage, evaluate and, where appropriate, terminate independent advisors as it deems necessary in carrying out its duties. The Committee shall determine the appropriate level of funding for payment of compensation to such advisors employed by the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties, and cause the Company to provide for such funding.
- The Committee shall review and assess the adequacy of the Committee Charter periodically.
- In addition to the above responsibilities, the Committee shall undertake such other duties as the Board delegates to it, and will report at least annually to the Board regarding the Committee's examinations and recommendations.

IV. Minutes, Reports and Evaluation

The Committee will maintain written minutes of its meetings that will be filed with the minutes of the meetings of the Board.

The Committee will report periodically to the Board regarding the Committee's activities, which will be incorporated as a part of the minutes of the Board at which those activities are presented.

On an annual basis, the Committee will evaluate its own performance against the requirements of this Charter and report the results of such evaluation to the Board.