

Public Policy and Sustainability Committee

Purpose

The Public Policy and Sustainability Committee is established by the Board of Directors to assist the Board in overseeing the Company's policies and programs and related risks to the Company that concern certain regulatory, public policy and corporate social responsibility matters. The Committee scope includes public issues of significance which may, in the opinion of the Committee, affect the Company's business, its shareowners, the broader stakeholder community or the general public. The Committee also will perform such other duties as may be delegated by the Board and consistent with this Charter.

Committee Membership

The Committee shall consist of no fewer than three members of the Board of Directors. The members of the Committee shall be established by the Board and removed by the Board. A majority of the members shall constitute a quorum.

Committee Authority and Responsibilities

1. The Committee will review social, political, legislative, environmental and public policy trends that could impact the Company's business operations, performance and reputation.
2. The Committee will review the Company's sustainability program and goals and the Company's progress toward achieving those goals. The Committee will receive regular updates on the progress of the Company's core sustainability initiatives.
3. 3. The Committee will review the Company's workplace and human rights practices, including those practices within the Company's business system and supply chain and in the communities in which it operates. This review will occur at least annually.
4. The Committee shall review the Company's public policy agenda and its position on significant public policy matters, including political contributions and lobbying activities. This review will occur at least annually.
5. Through the Company's shareowner engagement program, the Committee will review investor sentiment related to the Company's environmental and social footprint.
6. The Committee shall review shareowner proposals submitted to the Company that are within the purview of this Committee. The Committee will make recommendations to the Board regarding the Board's response to such proposals.
7. The Committee shall annually review charitable contributions made by the Company.

8. The Committee shall have the authority to delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate in its sole discretion.
9. The Committee shall have authority to retain such outside counsel, experts and other advisors, as the Committee may deem appropriate in its sole discretion and shall have the sole authority to approve related fees and other retention terms. The Committee shall be provided with appropriate funding, as determined by the Committee, for payment of compensation to such outside counsel, accountants, experts and other advisors.
10. The Committee shall make regular reports to the Board regarding its actions and recommendations.
11. The Committee shall conduct and present to the full Board an annual performance evaluation of the Committee.
12. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.

Amendment

This Charter and any provision contained herein may be amended or repealed by the Board of Directors.

Last updated: December 10, 2019