

Silicon Catalyst Governance and Nominating Committee Charter

Committee Role

The committee's role is to act on behalf of the governing board and to ensure the board and company follow best governance practices. In addition, the committee will oversee the composition of the board and committees and will participate in recruitment and review when board and executive vacancies need to be filled or additions are desired. The role also includes coordination as required with other board committees and maintenance of strong, positive working relationships with management, counsel and other committee advisors.

Committee Membership

The committee shall consist of at least two, independent, non-executive board members, one non-independent, non-executive board member and one executive board member preferably the Chairman or CEO if the Chairman role is non-executive. Committee members shall have: (1) knowledge of the primary activities of the organization and key operational metrics, (2) a clear understanding of the responsibility of the board and board committees and (3) clear understanding of the vision for the organization. The committee shall have access to its own counsel and other advisors at the committee's sole discretion. The committee chairperson shall be selected by the committee members or by the nominating committee or the governing board.

Committee Operating Principles

The chair and others on the committee shall, to the extent appropriate, maintain an open avenue of contact throughout the year with senior management, other committee chairs and other key committee advisors as applicable, to strengthen the committee's knowledge of relevant current and prospective organizational issues.

The committee, with management, shall develop and participate in a process for understanding the long term vision of the organization. Additionally, individual committee members are encouraged to participate in relevant and appropriate education to ensure understanding of the organization's activities and performance metrics.

Committee meeting agendas shall be the responsibility of the committee chair, with input from committee members. It is expected that the chair will also ask for management and key committee advisors, and perhaps others, to participate in this process.

The committee shall be authorized to access internal and external resources, as the committee requires, in carrying out its responsibilities.

The committee shall meet as required to fill vacancies or add to the governance board, and annually to review committee composition and the organization's long-term vision and strategy. Additional meetings shall be scheduled as considered necessary by the committee or chair.

The committee, through the committee chair, shall report periodically, as deemed necessary, but at least annually, to the full board.