



MEMORANDUM

To: Human Resources and Governance (HR&G) Committee
From: Bill Magness, Vice President, General Counsel and Corporate Secretary
Date: February 13, 2011
Re: Item 10 - Annual Review of HR&G Committee Charter

The HR&G Committee must review and assess the adequacy of its Committee Charter on an annual basis pursuant to the provisions of its Charter.

The current Committee Charter is hereby provided as Attachment A for your review.

We would anticipate a vote on any proposed changes at the April 2012 Committee and Board meetings.