

CORPORATE GOVERNANCE GUIDELINES

Version 3.1

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1. The Principal Functions of the Board of Directors

1.1. To Review and Approve the Company's Strategic Direction and Annual Operating Plan and Monitor the Company's Performance

The fundamental role of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. It is the duty of the Board to oversee the Chief Executive Officer and other senior management in the competent and ethical operation of the Company.

The Board meets at least once a quarter, and each quarterly meeting of the Board will include a strategy discussion.

Annually, the Board reviews and approves yearly goals and operating plans as required for the Company. On an ongoing basis during the year, the Board monitors the Company's performance against its annual operating plan and against the performance of its peers.

The Board stays abreast of political, regulatory and economic trends and developments that may impact the Company's strategic direction.

The Board may discharge its responsibilities either directly or by delegating them to its committees, except that the Board may not delegate any of its responsibilities which, under applicable law or the Company's restated certificate of incorporation, may not be delegated to a committee of the Board.

The directors shall be entitled to (i) reasonable directors' and officers' liability insurance on their behalf, (ii) the benefits of indemnification to the fullest extent permitted by law under the Company's charter, by-laws and any indemnification agreements and (iii) exculpation as provided by state law and the Company's charter.

1.2. To Evaluate the Chief Executive Officer

The Chief Executive Officer meets with the Compensation Committee to develop appropriate goals for the next year, which are then discussed with the entire Board. At year end, the Compensation Committee shall obtain information from the Board and management to evaluate the performance of the Chief Executive Officer in meeting those goals.

1.3. To Review Management Performance and Compensation

The Compensation Committee evaluates the compensation plans, policies and programs for officers (as that term is defined in Rule 16a-1 promulgated under the Securities Exchange Act of 1934, as amended, the "Officers"), and as the Committee deems appropriate other employees, to ensure they are appropriate and competitive and properly reflect the Company's objectives and performance.

The Compensation Committee annually reviews and approves the compensation, including equity compensation, for the Chief Executive Officer and the Officers.

1.4. To Review Management Succession Planning

The Board plans for succession to the position of Chief Executive Officer as well as certain other senior management positions. The Chief Executive Officer shall provide the Board (or a committee of the Board) with his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

1.5. To Advise and Counsel Management

Advice and counsel to management occurs both in formal meetings of the Board and committees of the Board and through informal, individual director's contacts with the Chief Executive Officer and other members of management.

The Board is composed of individuals who possess personal and professional integrity and whose skills, knowledge, background, relevant experience and business judgment are valuable to the Company.

The information needed for the Board's decision-making generally will be found within the Company, and members of the Board have full access to management and other employees, as well as to the Company's records and documents. The Board may also seek legal or other expert advice from a source independent of management as necessary or appropriate to fulfill their duties.

1.6. To Adopt and Maintain the Code of Ethics and Business Conduct

The Board shall adopt and maintain the Code of Ethics and Business Conduct (the "Code") for the directors, officers and employees of the Company. The Code shall be posted on the Company's website. The purpose of the Code is to focus the directors, officers and employees on areas of ethical risk, provide guidance in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct and help foster a culture of honesty and accountability.

Waivers of the Code for any officer or director may only be made by the Board or by one of its committees. Any waiver for an officer or director must be posted on the Company website and otherwise disclosed as required by law.

1.7. To Monitor and Manage Potential Conflicts of Interests of Management, Board Members and Stockholders

All members of the Board must inform the Audit Committee of the Board of all types of transactions between them (directly or indirectly) and the Company, prior to the conclusion of such transaction(s), even if such transactions are in the ordinary course of business. The Audit Committee of the Board shall review and approve all related party

transactions for which Audit Committee approval is required by applicable law or the rules of the Nasdaq Stock Market.

Prior to any Board discussion or decision related to any matter that potentially affects a director's personal, business or professional interests, that director should (i) disclose the existence of the potential conflict of interest to the Chairman of the Board and (ii) if the Chairman of the Board (in consultation with legal counsel) determines a conflict exists or the perception of a conflict is likely to be significant, recuse himself or herself from any discussion or vote related to the matter.

The Board should ensure that there is no abuse of corporate assets or unlawful related party transactions.

1.8. To Ensure the Integrity of the Financial Statements

The Audit Committee of the Board ensures the integrity of the Company's accounting and financial reporting systems, including the audit of the Company's annual financial statements by the independent auditors, and that appropriate systems of control are in place. The Audit Committee reports to the Board on a regular basis and the Board, upon the recommendation of the Audit Committee, takes such actions as are necessary to ensure the integrity of the Company's accounting and financial reporting systems and that appropriate controls are in place.

Any reports of concerns regarding accounting, internal auditing controls, or other irregularities or concerns whether financial or otherwise shall be brought to the attention of the Chairman of the Audit Committee. These reports are confidential and may be anonymous if made using the "Silent Whistle" hotline maintained by the Company. The Board shall be notified of these reports at every quarterly Board meeting or sooner, if necessary.

1.9. To Monitor the Effectiveness of the Governance Practices under which the Board Operates and Make Changes as Needed

The Nominating and Governance Committee of the Board shall periodically review and evaluate the effectiveness of the governance practices under which the Board operates and make changes to such practices as needed.

2. Board Structure and Compensation

2.1. Selection and Evaluation of Board Candidates

The Board shall have a majority of directors who meet the criteria for independence established by applicable law, including the Sarbanes-Oxley Act of 2002, the rules and regulations of the Securities and Exchange Commission and the Nasdaq Stock Market. The Board shall make an affirmative determination whether or not a director is independent and disclose this determination in the annual proxy or information statement.

The Board currently has eight authorized members. The Nominating and Governance Committee of the Board considers and recommends changes in the size of the Board.

The Nominating and Governance Committee will approve all nominees for membership on the Board, including the slate of director nominees to be proposed by the Board to the Company's stockholders for election or any director nominees to be elected or appointed by the Board to fill interim director vacancies on the Board. To be considered for nomination, directors should be committed to devoting sufficient time and energy to diligently performing their duties as directors.

Effective following the 2013 annual meeting of stockholders, prior to any meeting of stockholders at which directors will be elected, as a condition to nomination, each nominee for membership on the Board shall submit an irrevocable resignation of his or her directorship in writing to the Chairman of the Nominating and Governance Committee to address majority voting in director elections. The resignation becomes effective only if the director fails to receive a sufficient number of votes for re-election at the meeting of stockholders as described in the Company's Amended and Restated Bylaws (the "Bylaws") and the Board accepts the resignation. If the director nominee fails to receive the requisite vote contemplated by the Bylaws, the Nominating and Governance Committee will make a recommendation to the Board as to whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Nominating and Governance Committee's recommendation and publicly disclose its decision within 90 days from the date of the certification of the election results. In accordance with the foregoing, the Nominating and Governance Committee may establish additional procedures under which any director nominee who is not elected in accordance with the Bylaws shall offer to tender his or her resignation to the Board.

The Nominating and Governance Committee will annually review and evaluate the Board's performance and effectiveness.

2.2. Orientation of New Directors

New directors must participate in an orientation process that includes presentations and materials regarding the Company's business and operations and meetings with key personnel.

2.3. Directors Continued Education

The Board believes that ongoing education is important for maintaining a current and effective Board. Accordingly, the Board encourages directors to participate in ongoing education and considers, from time to time, more formal director education programs.

2.4. Selection of the Chair and Chief Executive Officer

The Board does not have a policy on whether or not the roles of the Chairman of the Board and Chief Executive Officer should be separate. The Board believes it should be free to determine what is best for the Company at a given point in time.

2.5. Term

The Company's Certificate of Incorporation, as amended, provides that the Company's directors shall be divided into three classes, with the classes of directors serving for staggered three-year terms.

The Board does not believe it should establish term limits, because directors who have developed over time increasing insight into the Company and its operations provide an increasing contribution to the Board as a whole.

2.6. Annual Self Evaluations

The Board, or a committee of the Board, shall have responsibility for conducting and overseeing the annual self-assessment for the Board and its committees. The self-assessment will be based on such objective and subjective criteria as the Board deems appropriate.

3. Board Operations and Meetings

The Board usually meets at least four times per year, but meets more often if necessary.

The items on the agenda are typically determined by the Chairman of the Board in consultation with the Board and management. Any director may request that an item be included on the agenda.

Generally, members of the Board receive information in advance of meetings of the Board so they will have an opportunity to prepare for discussion of the items at the meeting. Information may include summaries, reports and other materials prepared by management and/or third parties.

At meetings of the Board, ample time is scheduled to assure full discussion of important matters. Management presentations are scheduled to permit sufficient Board meeting time to be available for discussion and comments.

Members of the Board are expected to prepare for and participate in all meetings of the Board and applicable meetings of committees of the Board. Each member of the Board is expected to ensure that other commitments do not materially interfere with the member's service as director. To facilitate participation, directors may attend in person, via telephone conference or via video-conference.

The Board's policy is to have a separate meeting time for the independent directors.

4. Board Interactions with Third Parties

4.1. Board Access to Management

After providing written notice to the Company's Chief Executive Officer, members of the Board shall have complete access to the Company's management and employees. Furthermore, the Board encourages the management to, from time to time, bring managers into meetings of the Board who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) are managers with future potential that the senior management believes should be given exposure to the Board.

4.2. Board Interaction with Other Parties

The Board believes that management speaks for the Company.

Individual members of the Board may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that members of the Board would do this with the knowledge of the Chairman of the Board and, in most instances, at the request of senior management.

5. Committees

The Board has at least the following three standing committees: an Audit Committee, a Compensation Committee and a Nominating and Governance Committee.

All of the members of the Audit, Compensation and Nominating and Governance Committees will meet the criteria for independence established by applicable law, including the rules and regulations of the Securities and Exchange Commission and the Nasdaq Stock Market. The members of these committees will also meet any other membership criteria specified in the respective charters of such committees.

Members of the Audit and Compensation Committees are appointed by the Board. Members of the Nominating and Governance Committee are appointed by the members of the Board who are independent as determined in accordance with the rules of the Nasdaq Stock Market.

Each of the Audit, Compensation and Nominating and Governance Committees has its own charter. Such charters set forth the policies and responsibilities of the respective committees in addition to the qualifications for membership on such committees.

The Chairman of each committee of the Board will, in consultation with appropriate committee members and members of management, and in accordance with the committee's charter, determine the frequency and length of committee meetings and develop the committee's agenda.

The Board and each committee of the Board shall have the authority to obtain

advice, reports or opinions from internal and external counsel and expert advisers and shall have the power to hire independent legal, financial and other advisers as they may deem necessary, without consulting with, or obtaining approval from, management of the Company in advance.

The Board may, from time to time, form new committees as it deems appropriate.

6. Director Compensation

The Compensation Committee will annually review and recommend to the Board for its approval the compensation for members of the Board in accordance with the Compensation Committee's charter.

7. Roles and Responsibilities

Role	Responsibility
Assistant Secretary	Maintain these Corporate Governance Guidelines in the Company's compliance document repository; publish it on the Company's public facing website; schedule periodic reviews and assessments of these Corporate Governance Guidelines; and, where warranted, recommend any proposed changes to the Board for its consideration.
Board of Directors	See Section 1 above.

8. Document Control

8.1. Summary of Changes

Updated	Updated by	Section(s)	Summary
07/29/2009	Board		Expressly provide that the Board may delegate its responsibilities to its committees. Added statement regarding directors' entitlement to reasonable D&O liability insurance, indemnification and exculpation as provided by state law and the Company's charter. Clarified the CEO's role with respect to succession planning. Added responsibility for adopting and maintaining the Company's Code of Ethics and Business Conduct (the "Code"), as well as describing the Board's power to approve of waivers to the Code for officers and directors. Added recusal procedure for Board members from participating in discussions or votes that could pose a real or perceived conflict of interest. Described Audit Committee Chairman's role with respect to the "Silent Whistle" hotline. Included the regulatory requirement that the Board make an affirmative determination whether or not a director is independent. Described responsibility for Board to oversee the annual self-assessment process for the Board and its committees. Correctly stated that Audit and Compensation Committee members are appointed by the Board, rather than the Nominating and Governance Committee. Non-material edits aimed at cleaning up or enhancing the document.
02/13/2013	Board	2.1	Adopted majority voting in uncontested elections.

8.2. Document Approver

Title or Role	Approver Name	Signature	Date
Board of Directors	The Board of Directors	[see approved resolutions]	August 5, 2013

8.3. Document Reviewers

Title or Role	Reviewer Name	Signature	Date
Secretary	Philip C. Maynard	/s/ Philip C. Maynard	August 5, 2013

8.4. Document Distribution and Notification

8.4.1. Distribution

The approved document must be distributed to all approvers and reviewers listed above.

8.4.2. Notification

The following users/groups need to be notified of the publication of this document:

User/Group	Reason
Legal / Compliance	Incorporate into Compliance Program document repository and calendar for periodic review. Also, assess whether any modifications are material enough to trigger 8-K public disclosure obligations.
Marketing	Replace prior version of these Corporate Governance Guidelines with a properly redacted (i.e., removal of internal review history) version of the updated Corporate Governance Guidelines.
Independent Public Accountants	For their records.

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