

STRATEGIC FINANCIAL HEALTH COMMITTEE CHARTER

Purpose

The ad hoc Strategic Financial Health Committee is appointed by the Board of Directors to assist the Board in its oversight of management's responsibility to improve the Corporation's financial health which was adversely impacted by the effect of the COVID-19 pandemic on the Corporation's business. Financial health includes the liquidity and credit worthiness of the Corporation, its financial performance (e.g. earnings and ROIC) and, in general, its financial health overall. While it is the responsibility of senior management to improve the financial position of the Corporation and manage the related risks, the Committee shall regularly consider and discuss with management the key strategies, actions and metrics to improve the Corporation's financial health and shareholder returns.

Membership

The Committee shall consist of at least three members. The members of the Committee shall be appointed by the Board of Directors and may be replaced by the Board. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

Key Responsibilities

1. The initial task of the Committee is to work with management in the development of the key financial goals for the Corporation for the next one, two and three years and in the development of key strategic, tactical and execution steps designed to meet the agreed upon financial goals.
2. The Committee shall periodically review with management the Corporation's operational and financial strategies and actions related to restoring the financial health of the company.
3. The Committee shall periodically review and monitor the Corporation's short and long-term financial and operational metrics including cost metrics, balance sheet and liquidity, etc.

4. The Committee shall annually review its own performance and the adequacy of this Charter.

5. The Committee shall take such other actions as it deems appropriate, or as requested by the Board, consistent with this Charter, the Corporation's Bylaws and applicable laws and regulations and shall direct and report to the Board from time to time on actions taken and matters reviewed.

Authority

The Committee shall have the authority to hire consultants, to request management to perform studies and furnish other information, to obtain advice from external advisors and to make such recommendations to the Board based thereon as the Committee deems appropriate.

Delegation

The Committee may delegate its authority to the Chair subject to such conditions as the Committee deems appropriate and in the best interests of the Corporation. In addition, the Committee may delegate administrative tasks to employees of the Corporation.

Meetings

The Committee shall meet as many times as the Committee deems necessary. Meetings may be called by the Chair of the Committee, the Chairman of the Board or by any member of the Committee upon notice given at least forty-eight hours prior to the meeting, or upon such shorter notice as shall be approved by the Committee. The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. A majority of the Committee members then serving on the Committee shall constitute a quorum. A majority of the members present shall decide any question brought before the Committee except to the extent otherwise required by the Corporation's Articles of Incorporation. Minutes of all meetings of the Committee shall be prepared.

Approved September 3, 2020