

# **Charter of the Finance Committee of the Board of Directors**

**As of December 1, 2016 (approved December 8, 2016)**

## **I. Purpose**

The Finance Committee shall provide assistance to the directors of the Company in fulfilling their responsibility to the shareholders relating to corporate finance matters, treasury, investor relations, capital structure, mergers & acquisitions and tax strategies. The Finance Committee's purpose is to:

(1) Assist the Board's oversight of:

- The reliability and integrity of the Company's financial planning and analysis practices;
- Oversight and review of significant strategic transactions
- Management of the Company's treasury function and capital structure

(2) Prepare the report of the Finance Committee to be included in the Company's annual proxy statement.

## **II. Structure and Operations**

### *Composition and Qualifications*

The Finance Committee shall be comprised of three or more directors as determined by the Board (upon the recommendation of the Governance Committee), each of whom shall be an "independent" director in accordance with Section 10A-3 of the Securities and Exchange Act, and the rules of the New York Stock Exchange and/or NASDAQ, and any other applicable legal or regulatory requirement.

All members of the Finance Committee shall, in the judgment of the Board, be financially literate, which at a minimum means possessing a working familiarity with basic finance and accounting practices.

### *Appointment and Removal*

The members of the Finance Committee shall be designated by the Board annually and shall serve until such member's successor is duly designated or until such member's earlier resignation or removal. Any member of the Finance Committee may be removed, with or without cause, by a majority vote of the Board. Unless a Chair is designated by the full Board, the members of the

Finance Committee shall designate a Chair by majority vote of the full Finance Committee membership. The Chair will chair all regular sessions of the Finance Committee and set the agenda for Finance Committee meetings.

#### *Delegation to Subcommittees*

In fulfilling its responsibilities, the Finance Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Finance Committee and, to the extent not expressly reserved to the Finance Committee by the Board or by applicable law, rule or regulation, to any other committee of directors of the Company appointed by it, which may or may not be composed of members of the Finance Committee.

### **III. Meetings**

The Finance Committee shall ordinarily meet at least four times annually, or more frequently as circumstances dictate. Any member of the Finance Committee may call meetings of the Finance Committee.

Any director of the Company who is not a member of the Finance Committee may attend meetings of the Finance Committee; provided, however, that any director who is not a member of the Finance Committee may not vote on any matter coming before the Finance Committee for a vote. The Finance Committee also may invite to its meetings any member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Finance Committee may meet in executive session, as the Finance Committee deems necessary or appropriate.

### **IV. Responsibilities and Duties**

The following functions shall be common recurring activities of the Finance Committee in carrying out its purpose set forth in Section I of this Charter. These functions should serve as a guide with the understanding that the Finance Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions.

The Finance Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern within the purpose of the Finance Committee that the Finance Committee deems appropriate or necessary and shall have the sole authority to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

To fulfill its responsibilities and duties, the Finance Committee shall:

#### *Financial Planning and Analysis*

- (1) Review and approve the Company's annual budget.
- (2) Review the forecasts of the Company, including income statement and cash flows.
- (3) Review with management the Company's strategies for management of significant financial risks and contingent liabilities.

#### *Review and Approval of Significant Transactions*

- (4) Review and approve management's recommendations to the Board for significant capital expenditures.
- (5) Review, approve and monitor significant strategic transactions.
- (6) Review and recommend to the Board for approval authorization limits for the Committee and the Chief Executive Officer to approve expenditures.

#### *Treasury Function and Capital Structure*

- (7) Review, at least annually, treasury management processes and controls.
- (8) Review and oversee management's plans and objectives for the capitalization of the Company, including use of stock as a currency for certain acquisitions.
- (9) Review and approve management's recommendations to the Board with respect to new offerings of debt and equity securities, stock splits, credit agreements, and investment policies.
- (10) Review and approve management's recommendations to the Board regarding dividends.
- (11) Review and approve management's recommendations to the Board regarding authorization for repurchases of the Company's stock.
- (12) Review and approve management's recommendations for the Corporate Cash Investment Policy.
- (13) Review management's decisions regarding certain financial aspects of the Company's employee benefit plans, including evaluation of any company match contributions.

#### *Investor Relations Function*

- (14) Review the company's Investor Relations program and initiatives, including which market to list and trade the Company's stock.

#### *Tax Strategies*

- (15) Review and oversee the Company's tax strategies.

#### *Finance Committee Reports*

- (16) Report regularly to the Board (i) following meetings of the Finance Committee, (ii) with respect to such other matters as are relevant to the Finance Committee's discharge of its responsibilities, and (iii) with respect to such recommendations as the Finance Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Finance Committee designated by the Finance Committee to make such report.

- (17) Prepare and publish an annual report of the Finance Committee to be included in the Company's Proxy Statement.
- (18) Maintain minutes and other records of meetings and activities of the Finance Committee, as appropriate under Minnesota law.

**V. Annual Performance Evaluation**

The Finance Committee shall perform a review and evaluation, at least annually, of the performance of the Finance Committee and its members, including a review of adherence of the Finance Committee to this Charter. In addition, the Finance Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Nominating and Governance Committee any improvements to this Charter that the Finance Committee considers necessary or appropriate. The Finance Committee shall conduct such evaluation and reviews in such manner as it deems appropriate.