

Lead Independent Director Duties and Responsibilities

The Lead Independent Director shall be selected by the Board of Directors from amongst the independent directors and the position may be rotated periodically as determined by the Board.

The Lead Independent Director shall:

1. Chair all meetings of the Board at which the Chairman is not present, including executive sessions of independent directors. The agenda of the executive session shall be determined by the Lead Independent Director in consultation with the other independent directors. Shall provide timely agreed upon feedback to the Chairman and Chief Executive Officer from the executive sessions.
2. Shall serve as principal liaison between independent directors and the Chairman and the Chief Executive Officer.
3. Provide input as needed on Board agendas and schedules with the Chairman and the Chief Executive Officer to ensure that there is sufficient time for discussion of all agenda items and that topics deemed important by the independent directors are included in Board discussions and sufficient executive sessions are scheduled as needed.
4. Advise Chairman as needed on quality, quantity and timeliness of information supplied by management to the independent directors and make certain that any additional information requested by the Board members is included in the materials prepared by management.
5. Coordinate activities and call meetings of the independent directors, as appropriate.
6. Participate with members of the Nominating and Governance Committee to interview Board candidates and recommend their nomination to the full Board.
7. Meet with Chairman and Chief Executive Officer periodically on strategic and other Company matters.
8. Work in conjunction with the Compensation Committee to evaluate the performance of the Chairman and Chief Executive Officer, review succession planning, and deliver the annual performance evaluation to the Chairman and Chief Executive Officer together with the Chairman of the Compensation Committee.
9. Together with the Chairman, provide performance feedback as needed to individual directors based on individual director performance feedback received as part of the annual Board assessment process.
10. As needed, receive, review, and oversee acting upon communications from shareholders or other interested parties when those interests should be addressed by a person independent of management, and otherwise be available for consultation and direct communication upon the reasonable request of major shareholders.
11. If appropriate, make recommendations as needed concerning retention of outside advisors and consultants reporting to the Board on board related issues.
12. Perform other duties and responsibilities as the other independent directors may choose or as the Board may from time to time delegate.