

Duties and Responsibilities of the Lead Independent Director

The Lead Independent Director coordinates the activities of the other independent directors and performs such other duties and responsibilities as the Board of Directors may determine. The specific powers and responsibilities of the Lead Independent Director include the following:

Executive Sessions

- Presiding at all meetings of the Board of Directors at which the Chairman is not present, including executive sessions of the independent directors.

Call Meetings of Independent Directors

- Has the authority to call meetings of the independent directors.

Chairman Liaison

- Serving as the principal liaison between the Chairman and the independent directors.

Approve Agendas, Schedules and Information

- Approving meeting agendas for the Board of Directors.
- Approving the frequency of Board of Directors meetings and meeting schedules, assuring there is sufficient time for discussion of all agenda items.
- Previewing information provided to the Board of Directors, as appropriate.

Stockholder Communication

- Being available, when appropriate, for consultation and direct communication with stockholders.

Other

- Has the authority to retain outside advisors and consultants who report directly to the Board of Directors on Board-wide issues.
- Responsible for leading, together with the Chair of the Governance Committee, the Board of Director's annual self-assessment.
- Responsible for leading, together with the Chairman of the Compensation Committee, the Board of Director's evaluation of the CEO.