



Lead Director Position Description

If the Chair is not an independent director, the independent directors shall designate from among them a lead independent director. The Lead Director provides leadership to the Board by fulfilling the following duties and responsibilities, which are designed to increase Board effectiveness, maintain Board independence and provide oversight of management:

1. Review and approve meeting agendas and the annual schedule of meetings;
2. Provide input to the Chair on the quantity, quality and timeliness of information provided to the Board;
3. Call and chair all meetings of the independent directors and apprise the Chair of the issues considered, as appropriate;
4. Preside, in the Chair's absence, at Board meetings and the annual meeting of stockholders;
5. Help the Chair facilitate full and candid Board discussions, ensure all directors express their views on key Board matters and assist the Board in achieving a consensus;
6. Be authorized to attend all committee meetings, as appropriate;
7. Serve as the liaison between the independent directors and the Chair and Chief Executive Officer;
8. Be available for consultation and direct communication with significant stockholders and other interested parties, if requested;
9. Collaborate with the Human Resources and Compensation Committee on the annual performance evaluation of the Chief Executive Officer;
10. Collaborate with the Nominating and Corporate Governance Committee on the performance and structure of the Board of Directors and its committees, including the performance of individual directors;
11. On behalf of the independent directors, retain such counsel or other advisors as they deem appropriate in the conduct of their duties and responsibilities; and
12. Perform such other duties as the Board may determine from time to time.