

POSITION DESCRIPTION
LEAD DIRECTOR

The Lead Director is independent of management. The Lead Director provides leadership to the independent directors.

1. The Lead Director ensures the Board's agenda enables it to successfully carry out the Board's duties in a fashion that is independent of management.
2. The Lead Director works with the Executive Chair to ensure that the Board's committees have adequate resources and function properly.
3. The Lead Director chairs all of the independent director meetings and reports the results of these meetings to the Executive Chair and/or the CEO, as appropriate.
4. The Lead Director provides liaison to ensure the relationships between the Board and management are conducted in a professional and constructive manner.
5. The Lead Director works with the Executive Chair and with the CEO in developing criteria for directors, identifying potential Board candidates and ensuring that adequate orientation programs are in place for new Directors.
6. The Lead Director works with the Executive Chair of the Compensation Committee to ensure that the Board has a process for assessing CEO and executive performance and to ensure that appropriate succession, development and compensation plans are in place for the executive team.