



LEAD DIRECTOR

POSITION PROFILE

Responsibility

The fundamental responsibility of the Lead Director of the Board of Directors (the “Lead Director”) of the Company is to oversee the Board’s independence from Management. The Lead Director works closely with the Chairman of the Board of Directors in carrying out the obligations of the Board as identified in the Board Charter. The Lead Director shall be independent at all times while serving in such capacity as Lead Director.

Specifically, the Lead Director shall perform the following duties:

Leadership

1. Ensure that the Board satisfies its obligations and responsibilities related to corporate governance and Board Charter.
2. Approves meeting agendas and information sent out to the board.
3. Jointly with the Chairman, approves meeting schedules to ensure sufficient time during Board meetings to fully address agenda items.
4. Has the authority to call and preside over meetings of the independent directors.
5. Ensures that in camera meetings are routinely held with the independent directors.

Board Management Relationship

6. Jointly with the Chairman manage and clarify the boundaries between Board and Management responsibilities while fostering a constructive and professional working relationship.
7. Serves as a liaison between the chairman and the independent directors.

Director Recruitment, Retention, Education

8. With the Nominating and Human Resources and Corporate Governance Committees, coordinate and actively participate in the recruitment and retention of Directors, and oversee appropriate processes to determine that the Board of Directors has the requisite skill sets needed by the Company.

Assessment and Evaluation

9. Jointly with the Chairman and in conjunction with the Board’s Human Resources and Corporate Governance Committee, support and assist in the conduct of an annual assessment of the effectiveness of the overall Board and its members.

Other

10. If requested by major shareholders, ensures that they are available for consultation and direct communication.
11. Carry out any other appropriate duties and responsibilities assigned by the Board.