

Duties and Responsibilities of the Lead Independent Director (or Presiding Director)

1. Serving as a liaison between the independent directors and the Chairman and Chief Executive Officer
2. Calling for meetings of the independent directors
3. Participating in Board Committee meetings, as appropriate
4. Presiding at all meetings of the independent directors and any Board meeting when the Chairman and Chief Executive Officer is not present, including executive sessions of the independent directors
5. Providing feedback from executive session of the independent directors to the Chairman and Chief Executive Officer and other senior management
6. Being available for consultation and direct communication with major shareholders
7. Responding directly to shareholder and stakeholder questions, as appropriate
8. Leading the Board's evaluation of the Chairman and Chief Executive Officer and succession planning
9. Serving a key role in Board's annual self-assessment
10. Reviewing and approving meeting agendas and ensuring there is sufficient time to discuss all agenda items
11. Approving the quality, quantity and timeliness of information sent to the Board
12. Authorizing the retention of outside advisors and consultants who report directly to the Board on Board-wide issues
13. Playing an increased role in crisis management oversight, as appropriate