



LEAD DIRECTOR CHARTER

Role

When the Chairman of the Board is not independent, the Board of Directors deems it useful and appropriate to designate a Lead Director from among the independent directors who shall coordinate the activities of the independent directors and perform such other duties as the Board of Directors may direct. The Lead Director shall aid and assist the Board of Directors in effectively managing the affairs of the Board and Company.

Governance

1. *Qualifications:* The Lead Director shall be appointed from among the independent members of the board. The Lead Director must qualify as independent under the applicable securities laws, rules or guidelines, and applicable stock exchange requirements or guidelines.
2. *Appointment process:* The Lead Director may be nominated by any director and shall be elected by a majority vote of the Board.
3. *Removal process:* The Lead Director shall cease to be the Lead Director if he or she ceases to be a director, is replaced as Lead Director by a vote of the majority of the Board of Directors, or an independent Chairman of the Board is elected.
4. *Compensation:* The Lead Director shall receive an annual cash retainer in addition to the regular director retainer, meeting fees, and equity compensation paid to non-employee directors. The amount of this additional retainer will be determined by action of the full board upon recommendation of the Compensation Committee, and will be included in the reviews of director compensation normally undertaken by the Compensation Committee.
5. *Authority and Funding:* The Corporate Secretary shall provide support to the Lead Director in fulfilling the Lead Director's role including the engagement of outside counsel and other advisers. The Company will provide the necessary funding for the Lead Director's activities.
6. *Amendment of Charter:* This Lead Director Charter may be amended or modified at any time by majority vote of the Board of Directors. The Nominating and Governance Committee shall review this Charter periodically and recommend changes to the Board for adoption.

Responsibilities

1. *General Responsibilities:* The Lead Director will encourage communications between management and the independent directors and shall serve as the principal liaison between the independent directors and the Chairman.
2. *Specific Duties:* In fulfilling the Lead Director's role, and in addition to any other responsibilities which may be properly assigned by the Board, the Lead Director will have the following authorities and responsibilities:

- A. Preside at meetings when the Chairman of the Board is absent.
 - B. Act as liaison between the Chairman of the Board and the independent directors.
 - C. Establish Board meeting agendas in collaboration with the Chairman of the Board and the various committee chairs and recommend matters for the Board and committees to consider.
 - D. Advise the Chairman as to the quality, quantity and timeliness of the information submitted to the directors that is appropriate for the directors to effectively perform their duties and approve the information submitted to them.
 - E. Approve meeting schedules to ensure that there is sufficient time for discussion of all agenda items.
 - F. Call meetings of the independent directors or call for executive sessions during board meetings.
 - G. Preside at meetings of the independent directors or executive sessions of the Board.
 - H. Collaborate with committee chairs to ensure committee work is conducted at the committee level, coordinated on issues involving multiple committees and appropriately reported to the Board.
 - I. Meet with the Chief Executive Officer to present and discuss the results of the Compensation Committee's evaluation of the Chief Executive Officer's performance.
 - J. When appropriate, consult and communicate directly with shareholders.
3. *Absence*: In the absence of the Lead Director at any meeting of the Board of Directors, including executive sessions, the chair of the Nominating and Governance Committee shall act as Lead Director for the purpose and duration of such meeting.