

Role and Responsibilities of The Lead Independent Director

1. Provides leadership to the independent Directors of the Board
2. Provides support and advice to the CEO/Chairman of the Board
3. Maintains the authority to call meetings of the independent Directors
 - Promotes effective communication on developments occurring between Board meetings
4. Presides over executive sessions of the independent Directors without management present, and at all meetings of the Board at which the CEO/Chairman is not present
5. Briefs the CEO/Chairman of the Board on issues and concerns arising in the executive sessions of the Board
6. Organizes the work of the Board
 - Review and approve the annual schedule of the Board
 - Review and approve the agendas for all Board meetings in collaboration with the CEO/Chairman of the Board
 - Consults with all independent Directors concerning Board agendas and information provided to the Board
7. Helps enable access to information to help the Board to monitor the Company's performance and the performance of management
 - Facilitates communication between and among the independent directors and management
 - Aids in the distribution of information to Directors
8. Coordinates periodic Board input and review of management's strategic plan for the Company
9. Works with the Chairman of the Nominating and Corporate Governance Committee ("Governance Committee"), or if the Chairman, oversees the process, with respect to the recruitment, selection and orientation of new Board members and committee composition
10. Works with the Chairman of the Compensation and Talent Development Committee ("Compensation Committee"), or if the Chairman, oversees the development of appropriate objectives for the CEO/Chairman of the Board and monitors performance against those objectives
11. Coordinates the annual Board performance review of the CEO/Chairman of the Board with the Compensation Committee Chairman, and communicates results to the CEO/Chairman of the Board
12. Leads the Board's review of the succession plan for the CEO and other key senior executives
13. Coordinates the Board's self-assessment and evaluation processes along with the CEO/Chairman of the Board
14. Attends all Committee meetings ex officio (where applicable) and serves as a member of such other Committees as assigned by the Board