

Charter of the Lead Independent Director

If the offices of Chairman of the Board and Chief Executive Officer are held by the same person, the independent members of the Board of Directors will annually elect an independent Director to serve in a lead capacity (the “Lead Independent Director”). Although elected annually, the Lead Independent Director is generally expected to serve for more than one year.

The Lead Independent Director coordinates the activities of the other non-management Directors, and performs such other duties and responsibilities as the Board of Directors may determine.

The specific responsibilities of the Lead Independent Director are as follows:

Presides at Executive Sessions

- Presides at all meetings of the Board at which the Chairman and CEO is not present, including executive sessions of the independent Directors.

Calls Meetings of Independent Directors

- Has the authority to call meetings of the independent Directors.

Conducts Evaluation of Chairman and CEO

- Conducts independent Director evaluation of the Chairman and CEO, including an annual evaluation of his or her interactions with the Board.

Functions as Liaison with the Chairman and CEO

- Serves as liaison between the independent Directors and the Chairman and CEO.

Approves appropriate provision of information to the Board such as board meeting agendas and schedules

- Approves information sent to the Board, including the quality, quantity and timeliness of such information, as well as approving meeting agendas.
- Facilitates the Board’s approval of the number and frequency of Board meetings, and approves meeting schedules to assure that there is sufficient time for discussion of all agenda items.

Authorizes Retention of Outside Advisors and Consultants

- Authorizes the retention of outside advisors and consultants who report directly to the Board of Directors on board-wide issues.

Shareholder Communication

- If requested by shareholders, ensures that he/she is available, when appropriate, for consultation and direct communication.