



LEAD DIRECTOR POSITION DESCRIPTION

Appointment of Lead Director

The Lead Director is appointed from amongst the independent directors, annually, by the Board of Directors.

Responsibilities

The Lead Director is responsible for the following:

- Chair separate meetings of the independent directors to ensure the independent directors have regular opportunities to meet and discuss issues without Management present.
- Together with the Executive Chairman of the Board, ensure that the Board is able to function independently from management and that the Board's agenda will enable it to successfully carry out its duties.
- Report to the Executive Chairman of the Board on the discussions held during the meetings of the independent directors.
- Oversee the individual director self-assessment process. Annually conduct confidential one-on-one interviews with each director on the director's performance, taking into consideration the individual Board member position description and director self-assessment and report results to the Nominating and Corporate Governance Committee.
- Be available to directors who have concerns that cannot be addressed through the Executive Chairman of the Board
- Perform other functions as may be reasonably requested by the Board or the Executive Chairman of the Board.