



Lead Director Charter

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 with a majority vote an independent director to serve in a lead capacity. Although elected annually, the Lead Director is generally expected to serve for more than one year. The Lead Director may be removed or replaced at any time with or without cause by a majority vote of the independent members of the Board of Directors.

For purposes of this Charter, "independent" means meeting the requirements for independent directors under New York Stock Exchange Listed Company Manual Section 303A.02 and Rule 10A-3 under the Securities Exchange Act of 1934, as amended.

The Lead Director coordinates the activities of the other independent Directors and performs such other duties and responsibilities as the Board of Directors may determine.

The specific powers and responsibilities of the Lead Director are as follows:

1. Executive Sessions

- Preside at all meetings of the Board of Directors at which the Chairman is not present, including executive sessions of the independent Directors

2. Call Meetings of Independent Directors

- Has the authority to call meetings of the independent Directors

3. Chairman Liaison

- Serve as the principal liaison between the Chairman and the independent Directors

4. Approve Board Information, Agendas and Schedules

- Consult with the Chairman regarding all information sent to the Board of Directors, including the quality, quantity, appropriateness and timeliness of such information.
- Consult with the Chairman regarding meeting agendas for the Board of Directors.
- Consult with the Chairman regarding the frequency of Board of Directors meetings and meeting schedules, assuring there is sufficient time for discussion of all agenda items.

5. Recommend Committee Membership and Chair

- Recommend to the Nominating and Corporate Governance Committee, and to the Chairman, selection for the membership and chairman position for each Board committee.

6. Recommend Director Candidates

- Interview, along with the chair of the Nominating and Corporate Governance Committee, all Director candidates and make recommendations to the Nominating and Corporate Governance Committee.

7. Committee Meetings

- The Lead Director will be invited to attend meetings of all other committees of the Board (other than meetings of committees on which he or she is already a member).

8. Retain Advisors and Consultants

- Has the authority to retain outside advisors and consultants who report directly to the Board of Directors on Board-wide issues.

9. Compensation

- Receive additional compensation as determined from time to time by the Board of Directors, upon recommendation of the Compensation Committee.

10. Advisors

- To the extent requested by the Lead Director, and where appropriate, the Company's General Counsel shall provide advice and counsel to the Lead Director in fulfilling the Lead Director's duties.
- The Lead Director may, at the Company's sole expense, select, retain and consult with outside counsel and other advisors as the Lead Director deems appropriate.

11. Charter Review

- On an annual basis, the Lead Director, in consultation with the independent Directors, shall review this Charter and recommend to the Board of Directors for approval any modifications or changes.