

# **Flowserve Corporation**

## **Role and Responsibilities of Non-Executive Chairman of the Board**

1. Provides leadership to the Board
2. Provides support and advice to the CEO
3. Maintains the authority to call meetings of the Board of Directors and meetings of the independent Directors
  - Promotes effective communication on developments occurring between Board meetings
4. Presides over:
  - Meetings of the Board of Directors
  - Executive sessions of the independent Directors without management present
  - Annual and special meetings with shareholders
5. Briefs the CEO on issues and concerns arising in the executive sessions of the Board
6. Organizes the work of the Board
  - Establishes the annual schedule of the Board
  - Establishes the agendas for all Board meetings in collaboration with the CEO
  - Consults with all 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
  - Oversees 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 Corporate Governance and Nominating Committee ("Governance Committee") with respect to the recruitment, selection and orientation of new Board members and committee composition
10. Oversees the Organization and Compensation Committee's development of appropriate objectives for the CEO and monitors performance against those objectives
11. Coordinates and chairs the annual Board performance review of the CEO and communicates results to the CEO

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
14. Attends all Committee meetings ex officio and serves as a member of Governance Committee and such other Committees as assigned by the Board