

Board Leadership Structure - Definition of Roles

Lead Independent Director Role	Chair/CEO Role
Full Board Meetings	
<ul style="list-style-type: none"> Participates in Board meetings Acts as Chairperson of the Board in situations where the Chairperson/ CEO is unable to serve in that capacity, including chairing meetings of the Board in the absence of the Chairperson/ CEO 	<ul style="list-style-type: none"> Has the authority to call meetings of the Board of Directors Chairs Board meetings and meetings of shareholders Facilitates productive Board meetings by encouraging Board director engagement
Executive Session Responsibilities	
<ul style="list-style-type: none"> Has the authority to call meetings of the non-management directors or independent directors Chairs executive sessions of the non-management directors and independent directors Sets the agenda for executive sessions Meets with the Chair/CEO after executive sessions to review the matters discussed during the executive sessions 	<ul style="list-style-type: none"> Receives full feedback from Lead Independent Director on the matters discussed in executive sessions and required follow-up
Board Communications Responsibilities	
<ul style="list-style-type: none"> Facilitates communication among the non-management directors and independent directors on key issues and concerns Serves as the principal, but non-exclusive, liaison and intermediary between the Chair/CEO and the non-management directors regarding views, concerns, and issues of the non-management directors and independent directors Functions as a resource to the Chair/CEO on Board issues and other matters affecting the Company 	<ul style="list-style-type: none"> Communicates with all directors on key issues and concerns outside of Board meetings Expected to inform the Lead Independent Director of all significant issues facing the Company
Board Agenda and Information Responsibilities	
<ul style="list-style-type: none"> Collaborates with the Chair/CEO to set the Board meeting agendas and communicates Board information to other Board members Seeks Board meeting agenda input from other directors and reviews meeting schedule to ensure sufficient time for discussion of all agenda items 	<ul style="list-style-type: none"> Drafts the Board meeting agendas and works with Lead Independent Director to ensure that the requisite agendas and information are provided to the Board in a timely manner for it to fulfill its duties
External Shareholder Responsibilities	
<ul style="list-style-type: none"> Reviews responses to direct shareholder communications with the Board If requested by major shareholder or the Chair/CEO, is available for consultation and direct communication 	<ul style="list-style-type: none"> Represents the Company and interacts with external shareholders and employees
Strategy and Execution Responsibilities	
<ul style="list-style-type: none"> Collaborates with the Board and the Chair/CEO to establish and support appropriate short term and long term strategies, objectives, goals, and programs that support sustainable growth and profitability 	<ul style="list-style-type: none"> Leads the management team to establish and support the development of appropriate short term and long term strategies Leads the development of overall corporate and business unit objectives and goals Develops and implements programs, and drives overall execution to achieve desired objectives and goals
Company Operations Responsibilities	
<ul style="list-style-type: none"> Has no role in managing Company operations Officers and employees report to the CEO, not to the Lead Independent Director 	<ul style="list-style-type: none"> Leads Company operations Officers and employees report to the CEO