

# Board Governance Role Definition

Strong Lead Director Role	CEO Role
<b>Board Agenda and Information Responsibilities</b>	
<ul style="list-style-type: none"> <li>• Collaborates with the Chair / CEO to set the board agenda and communicate board information</li> <li>• Seeks agenda input from other Directors</li> </ul>	<ul style="list-style-type: none"> <li>• Works with Lead Director to shape board agendas, to ensure that board agendas and information is provided to the board so it can fulfill its duties</li> </ul>
<b>Board Communications Responsibilities</b>	
<ul style="list-style-type: none"> <li>• Facilitates discussion among the independent Directors on key issues and concerns outside of board meetings</li> <li>• Serves as a non-exclusive conduit (to the CEO) of views, concerns, and issues of the independent Directors</li> <li>• Functions as a mentor to the CEO on board issues and other matters affecting the Company</li> </ul>	<ul style="list-style-type: none"> <li>• Communicates with all Directors on key issues and concerns outside of board meetings</li> <li>• Expected to inform the Lead Director of all significant issues facing the Company</li> </ul>
<b>External Stakeholder Responsibilities</b>	
<ul style="list-style-type: none"> <li>• Typically has no role in representing the organization to the external stakeholders, however ,receives and oversees responses to all direct shareholder communication to the Board</li> </ul>	<ul style="list-style-type: none"> <li>• Represents the organization and interacts with external stakeholders and employees</li> </ul>

# Board Governance Role Definition

Strong Lead Director Role	CEO Role
<b>Full Board Meetings</b>	
<ul style="list-style-type: none"> <li>• Participates in board meetings like every other Director</li> <li>• In the absence of Chair role, chairs board meetings</li> <li>• Acts as an intermediary; at times, the Chair / CEO may refer to the Lead Director for guidance or to have some issue taken up in executive session</li> <li>• Suggests calling full board meetings to the Chair / CEO, when appropriate</li> </ul>	<ul style="list-style-type: none"> <li>• Has the authority to request meetings of the board of directors and has agenda input</li> <li>• Works with Chair to help lead the annual meeting of shareholders</li> <li>• In the absence of a Chair role, Chairs board meetings and annual meeting of shareholders</li> </ul>
<b>Executive Session Responsibilities</b>	
<ul style="list-style-type: none"> <li>• Has the authority to call meetings of the independent Directors</li> <li>• Sets the agenda and leads executive sessions of the independent Directors</li> <li>• Fully briefs the Chair / CEO on issues arising in executive sessions and outcomes</li> </ul>	<ul style="list-style-type: none"> <li>• Receives full feedback from Chair / Lead Director on the executive sessions and required follow-up</li> </ul>
<b>Company Operations Responsibilities</b>	
<ul style="list-style-type: none"> <li>• Has no role in Company operations</li> <li>• Officers and employees report to the CEO, not to the Lead Director</li> </ul>	<ul style="list-style-type: none"> <li>• Leads Company operations</li> <li>• Officers and employees report to the CEO</li> </ul>