

**LEAD DIRECTOR
POSITION DESCRIPTION**

(Adopted by the Board of Directors on May 23, 2006)

A. APPOINTMENT

The Lead Director will be appointed by the Board of Directors annually for a one year term.

B. RESPONSIBILITIES

The Lead Director is an outside and unrelated director who is designated by the Board to assist the board to fulfill its duties effectively, efficiently and when necessary, independently of Management. Specifically, the Lead Director is responsible for certain functions as follows:

1. Enhance Board Effectiveness

- Ensure responsibilities of the Board are understood by the Board and Management.
- Ensure the Board has adequate resources, especially by way of full, timely and relevant information to support its decision-making requirements.
- Ensure a process is in place to monitor legislation and best practices which reflect the responsibilities of the Board, to assess the effectiveness of the Board, committees, and individual directors on a regular basis.

2. Board Management

- Assist and provide input to Executive Chairman on preparation of agendas for Board meetings as required.
- Consult with the Executive Chairman and the Board on the effectiveness of Board committees.
- Ensure that independent directors have adequate opportunities to meet to discuss issues without Management present.
- Chair Board meetings when the Executive Chairman and President are not in attendance.
- Ensure delegated committee functions are carried out and reported to the Board (e.g. CEO performance assessment, CEO and Board succession planning, and strategic planning).

3. Liaison between Board and Management

- Communicate to Management as appropriate the results of private discussions among unrelated directors.
- Assist the CEO when requested or as appropriate.

4. Additional Authority of Lead Director

- The Lead Director shall have the authority to retain outside counsel and other advisors as the Lead Director may deem appropriate in the conduct of his or her duties and responsibilities.