

CHARTER FOR THE ROLE OF CHAIRMAN OF THE BOARD

1. Responsibilities of the Chairman

Board and Stockholder Meetings. The Chairman will confer with the CEO to organize, develop or approve agendas for all Board meetings and stockholder meetings, and provide sufficient time for discussion of agenda items. The CEO shall preside at all meetings of the Board and stockholders; provided that either the non-executive Chairman or Lead Independent Director will facilitate and preside over executive sessions of independent directors without management present. The Chairman will also assist the CEO in ensuring that proper and relevant information is circulated to the Board in a timely fashion.

Board Leadership. The Chairman will provide leadership to the Board and uphold high governance and ethical standards. On behalf of the Board, the Chairman will also communicate effectively with management on a regular basis.

Board Committees. The Chairman will monitor the activities of Board committees to ensure that such committees are performing their functions as set forth in their charters and will establish processes the Board may use in managing the function of its committees.

2. Relationship with CEO

While the Chairman will not be involved in the operations of the Company, the Chairman shall be available to meet with the CEO on a periodic basis and is encouraged to act as both a mentor and counselor to the CEO. Such meetings may address strategic, operating, financial or tactical plans of the Company, and the status of achieving goals or priorities related to such plans. The Chairman should also work with the CEO on the development of appropriate metrics reflecting performance and achievement of goals approved by the Board.

3. Other Duties

Other duties of the Chairman include:

- Facilitating and presiding over meetings of independent directors in executive session without management present;
- Serving as the focal point for directors in resolving any conflicts with the CEO or with other directors;
- Taking a lead role in succession planning and board evaluation; and
- Coordinating feedback to the CEO on behalf of directors regarding business issues and corporate governance.

The responsibilities and duties of the Chairman set forth in this charter are meant to be illustrative and are not intended to exclude the responsibility or right of the Chairman to engage in such other activities as may be required or intended pursuant to the Company's bylaws or applicable laws and regulations.

4. Lead Independent Director

If the individual elected as Chairman is the CEO, the Board shall also elect a Lead Independent Director. The Lead Independent Director shall perform such duties and exercise such powers as from time to time shall be prescribed in the Company's bylaws or by the Board, including all responsibilities of a non-executive Chairman set forth above.