

Corporate Governance Guidelines

Amended effective as of December 1, 2014

The Board of Directors (the “Board”) of Oclaro, Inc. (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of the Company and its stockholders. The Guidelines should be applied in a manner consistent with all applicable laws and the Company’s charter and bylaws, each as amended and in effect from time to time. The Guidelines provide a framework for the conduct of the Board’s business. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with its duties and responsibilities to the Company and its stockholders.

A. Director Responsibilities

1. Oversee Management of the Company. The principal responsibility of the directors is to oversee the management of the Company and, in so doing, serve the best interests of the Company and its stockholders. This responsibility includes:
 - Reviewing and approving fundamental operating, financial and other corporate plans, strategies and objectives.
 - Evaluating the performance of the Company and its senior executives and taking appropriate action, including removal, when warranted.
 - Evaluating the Company’s compensation programs on a regular basis and determining the compensation of its senior executives.
 - Requiring, approving and implementing senior executive succession plans.
 - Evaluating whether corporate resources are used only for appropriate business purposes.
 - Establishing a corporate environment that promotes timely and effective disclosure (including robust and appropriate controls, procedures and incentives), fiscal accountability, high ethical standards and compliance with all applicable laws and regulations.

- Reviewing and approving material transactions and commitments not entered into in the ordinary course of business.
 - Developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.
 - Providing advice and assistance to the Company's senior executives.
 - Monitoring significant risks that may affect the Company from time to time and discussing with the Company's senior executives, and outside advisers as necessary, policies and procedures which can be implemented to detect and minimize such risks.
 - Evaluating the overall effectiveness of the Board and its committees.
2. Exercise Business Judgment. In discharging their fiduciary duties of care, loyalty and candor, directors are expected to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders.
3. Understand the Company and its Business. Directors have an obligation to become and remain informed about the Company and its business, including the following:
- The principal operational and financial objectives, strategies and plans of the Company.
 - The results of operations and financial condition of the Company and of significant subsidiaries and business segments.
 - The relative standing of the business segments within the Company and vis-à-vis competitors.
 - The factors that determine the Company's success.
 - The risks and problems that affect the Company's business and prospects.
4. Effective Systems. Directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Company, including the following:
- Current business and financial performance, the degree of achievement of approved objectives and the need to address forward-planning issues.
 - Future business prospects and forecasts, including actions, facilities, personnel and financial resources required to achieve forecasted results.
 - Financial statements, with appropriate segment or divisional breakdowns.

- Compliance programs to assure the Company’s compliance with law, stock exchange rules, and corporate policies.
- Material litigation and governmental and regulatory matters.
- Monitoring and, where appropriate, responding to communications from stockholders.

Directors should also periodically review the integrity of the Company’s internal control and management information systems.

5. Board and Committee Meetings. Directors are responsible for attending Board meetings and meetings of committees on which they serve and devoting the time needed, and meeting as frequently as necessary, to discharge their responsibilities properly. Directors are encouraged, but not required, to attend the annual meeting of stockholders, either in person or by teleconference.
6. Reliance on Management and Advisers; Indemnification. The directors are entitled to rely on the Company’s senior executives and its outside advisers, auditors and legal counsel. The directors are also entitled to Company-provided indemnification, exculpation provided by statute or charter and directors’ and officers’ liability insurance.
7. Advance Resignation to Address Majority Voting. It is the policy of the Board that incumbent director nominees must submit in writing or by electronic transmission to the Chairman of the Nominating and Corporate Governance Committee or, in the case of such Chairman, to the Chairman of the Board, an advance irrevocable resignation that is conditioned upon (i) the director’s failure to receive the affirmative vote of the “majority of votes cast” (as defined in the Company’s bylaws) of stockholders for that director in an “uncontested election” (as defined in Attachment A hereto) at the next annual meeting for the reelection of such director at which a quorum is present, and (ii) the Board’s acceptance of such resignation. The complete policy of the Board relating to majority voting for the election of directors is set forth in Attachment A to these Guidelines.

B. Director Qualification Standards

1. Independence. Except as may otherwise be permitted by NASDAQ rules, a majority of the members of the Board shall be independent directors. To be considered independent: (1) a director must be independent as determined under Rule 5605(a)(2) of the NASDAQ Marketplace Rules and (2) in the Board’s judgment, the director must not have a relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.
2. Size of the Board. As provided in the Company’s bylaws, the number of directors shall be determined by the Board. From time to time, the Board shall consider

whether the size of the Board is appropriate given the Company's circumstances at the time, including any changes in the Company's business.

3. Other Directorships. A director shall limit the number of other public company boards on which he or she serves to five (5) at any one time so that he or she is able to devote adequate time to his or her duties to the Company, including preparing for and attending meetings. Directors should advise the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company board and shall follow the Company's "Policy Regarding Communication and Resolution of Additional Directorship Requests". Service on boards and/or committees of other organizations shall comply with the Company's conflict of interest policies.
4. Tenure. The Board has not set a term limit. However, the Board believes that any term beyond six years for a non-executive director should be subject to review by the Board. On the one hand, the Board recognizes the value of a good Board working together over time and it desires the benefits of knowledge and experience gained over a number of years working with the Company's business and management. On the other hand, the Board believes in the benefits from the periodic influx of new ideas, new knowledge associated with the Company's business and continually revitalized group interactions within the Board.
5. Lead Director. In the event that the Chairman of the Board is not an independent director, the Nominating and Corporate Governance Committee shall nominate an independent director to serve as "Lead Director," who shall be approved by a majority of the independent directors.

The Lead Director, if one is appointed, shall:

- Preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors;
- Meet with any director who is not adequately performing his or her duties as a member of the Board or any committee;
- Serve as liaison between the Chairman of the Board and/or the Chief Executive Officer and the independent directors; however, each director is free to communicate directly with the Chairman of the Board and with the Chief Executive Officer;
- Approve information sent to the Board;
- Approve meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- Work with the Chairman of the Board in the preparation of the agenda for each Board meeting and approve such meeting agendas;

- Otherwise consult with the Chairman of the Board and/or the Chief Executive Officer on matters relating to corporate governance and Board performance; and
- If requested by a major stockholder, make himself or herself available for consultation and direct communication.

Unless the Board determines otherwise, an individual will serve as Lead Director for no more than five consecutive years.

6. Separation of the Offices of Chairman and Chief Executive Officer. The offices of Chairman of the Board and Chief Executive Officer shall be separate.
7. Selection of New Director Candidates. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the Nominating and Corporate Governance Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and (ii) recommending to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. Director nominees shall be considered for recommendation by the Nominating and Corporate Governance Committee in accordance with these Guidelines, the policies and principles in its charter and the criteria set forth in **Attachment B** to these Guidelines. It is expected that the Nominating and Corporate Governance Committee will have direct input from the Chairman of the Board, the Chief Executive Officer and, if one is appointed, the Lead Director.
8. Extending the Invitation to a New Director Candidate to Join the Board. The invitation to join the Board should be extended by the Chairman of the Board, on behalf of the Board, and the Chairman of the Nominating and Corporate Governance Committee, on behalf of such committee. Unauthorized approaches to prospective directors can be premature, embarrassing and harmful.
9. Former Chief Executive Officer's Board Membership. The Board believes that the continuation of a former Chief Executive Officer of the Company on the Board is a matter to be decided in each individual instance by the Board, upon recommendation of the Nominating and Corporate Governance Committee. Accordingly, when the Chief Executive Officer ceases to serve in that position, he or she will be expected to resign from the Board if so requested by the Board, upon recommendation of the Nominating and Corporate Governance Committee.

C. Board Meetings

1. Selection of Agenda Items. The Chairman of the Board and the Lead Director (if one is appointed) shall approve the agenda for each Board meeting. Each Board member is free to suggest the inclusion of agenda items and is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

2. Frequency and Length of Meetings. The Chairman of the Board, in consultation with the members of the Board, shall determine the frequency and length of the Board meetings. If one is appointed, the Lead Director shall approve meeting schedules. Special meetings may be called from time to time as determined by the needs of the business and in accordance with the by-laws.
3. Advance Distribution of Materials. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. The Board acknowledges that certain items to be discussed at a Board or committee meeting may be of an extremely confidential or time-sensitive nature and that the distribution of materials on these matters prior to meetings may not be appropriate or practicable. Presentations made at Board meetings should do more than summarize previously distributed Board meeting materials.
4. Executive Sessions. The independent directors shall normally meet in executive session during each regularly scheduled meeting, but in any event not less than twice per year to discuss, among other matters, the performance of the Chief Executive Officer. The independent directors will meet in executive session at other times at the request of any independent director. If the Chairman of the Board is an independent director, the Chairman will preside at these meetings. If the Chairman of the Board is not an independent director, the director who presides at these meetings shall be the Lead Director if there is one, and if not, the presiding director shall be chosen by the independent directors, and his or her name shall be disclosed in the annual meeting proxy statement.
5. Attendance of Non-Directors at Board Meetings. The Board encourages the senior executives of the Company to, from time to time, bring Company personnel into Board meetings who (i) can provide additional insight into the items being discussed because of personal involvement in these areas or (ii) appear to be persons with future potential who should be given exposure to the Board.

D. Board Committees

1. Standing Committees. The Board shall have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Each such committee shall have a charter that has been approved by the Board. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.
2. Assignment and Rotation of Committee Members. The Nominating and Corporate Governance Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board. Except as otherwise permitted by the applicable rules of NASDAQ and applicable laws and regulations, each member of the Audit Committee, the Compensation Committee and the

Nominating and Corporate Governance Committee shall be an “independent director” as defined by such rules.

3. Committee Charters. In accordance with the applicable rules of NASDAQ, the charters of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The Board shall, from time to time as it deems appropriate and in any event at least once per year, review and reassess the adequacy of each charter and make appropriate changes.
4. Selection of Agenda Items. The chairman of each committee, in consultation with the committee members, shall develop the committee’s agenda. At the beginning of the year each committee shall establish a schedule of subjects to be discussed during the year (to the extent practicable). The schedule for each committee meeting shall be furnished to all directors.
5. Frequency and Length of Committee Meetings. The chairman of each committee, in consultation with the committee members, shall determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee’s charter. Special meetings may be called from time to time as determined by the needs of the business and the responsibilities of the committees. The Audit Committee shall meet a minimum of four times annually. Such meetings may be held in person or by video- or teleconference as the Audit Committee shall deem appropriate.

E. Director Access to Management and Independent Advisers

1. Access to Officers and Employees. Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Corporate Secretary or directly by the director. The directors shall use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and shall, to the extent appropriate, copy the Chief Executive Officer on any written communications between a director and an officer or employee of the Company.
2. Access to Independent Advisers. The Board and each committee have the power to hire and consult with independent legal, financial or other advisers for the benefit of the Board or such committee, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance. Such independent advisers may be the regular advisers to the Company. The Board or any such committee is empowered, without further action by the Company, to cause the Company to pay the compensation of such advisers as established by the Board or any such committee.

F. Director Compensation

1. Role of Board and Nominating and Corporate Governance Committee. The form and amount of director compensation shall be determined by the Board in accordance with the policies and principles set forth below. The Nominating and Corporate Governance Committee shall conduct an annual review of the compensation of the Company's directors. The Nominating and Corporate Governance Committee shall consider that questions as to directors' independence may be raised if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated or if the Company enters into consulting contracts or business arrangements with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.
2. Form of Compensation. The Board believes that directors should be incentivized to focus on long-term stockholder value. Including equity as part of director compensation helps align the interest of directors with those of the Company's stockholders.
3. Amount of Consideration. The Company seeks to attract exceptional talent to its Board. Therefore, the Company's policy is to compensate directors at least competitively relative to comparable companies. The Company's management or compensation consultant shall, from time to time, present a comparison report to the Board, comparing the Company's director compensation with that of comparable companies. The Board believes that it is appropriate for the Chairman of the Board (if such person is an independent director), the Lead Director (if any) and the chairpersons and members of the committees to receive additional compensation for their services in those positions.
4. Employee Directors. Directors who are also employees of the Company shall receive no additional compensation for Board or committee service.

G. Director Orientation and Continuing Education

1. Director Orientation. The Board and the Company's management shall conduct a mandatory orientation program for new directors. The orientation program shall include presentations by management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, its principal officers, its internal and independent auditors and its General Counsel and outside legal advisers. In addition, the orientation program shall include a review of the Company's expectations of its directors in terms of time and effort, a review of the directors' fiduciary duties and visits to Company headquarters and, to the extent practical, certain of the Company's significant facilities. All other directors are also invited to attend the orientation program.

2. Continuing Education. While the Nominating and Corporate Governance Committee will periodically provide the directors with ideas and/or access to various board specific continuing education programs and/or materials, each director is expected to be involved in continuing director education on an ongoing basis to enable him or her to better perform his or her duties and to recognize and deal appropriately with issues that arise. Subject to such constraints as the Board may adopt from time to time, the Company shall pay all reasonable expenses related to continuing director education.

H. Management Evaluation and Succession

1. Selection of Chief Executive Officer. The Board selects the Company's Chief Executive Officer in the manner that it determines to be in the best interests of the Company's stockholders.
2. Evaluation of Senior Executives. The Compensation Committee shall be responsible for overseeing the evaluation of the Company's senior executives. In conjunction with the Audit Committee, in the case of the evaluation of the senior financial executives, the Compensation Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's senior executives, to be discussed with the Board periodically. The Board shall review the assessments to ensure that the senior executives are providing the best leadership for the Company over both the long- and short-term.
3. Succession of Chief Executive Officer and Senior Executives. The Nominating and Corporate Governance Committee shall be responsible for overseeing the Board's annual evaluation of succession planning for the Chief Executive Officer and senior executives.

I. Annual Performance Evaluation of the Board

The Nominating and Corporate Governance Committee shall oversee an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board. The purpose of this process is to improve the effectiveness of the Board and its committees and not to target individual Board members.

J. Board Interaction with Stockholders, Institutional Investors, the Press, Customers, Etc.

The Board believes that the Chief Executive Officer and his or her designees speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. If requested by a major stockholder, the Chairman of the Board or the Lead Director (if one

is appointed) will make himself or herself available for consultation and direct communication. It is, however, expected that Board members would do so with the knowledge of and, absent unusual circumstances or as contemplated by the committee charters, only at the request of the Company's senior executives.

The Board will give appropriate attention to written communications that are submitted by stockholders and other interested parties, and will respond if and as appropriate. Absent unusual circumstances or as contemplated by the committee charters, the Chairman of the Board (if an independent director), or the Lead Director (if one is appointed), or otherwise the Chairman of the Nominating and Corporate Governance Committee shall, subject to advice and assistance from the General Counsel, (1) be primarily responsible for monitoring communications from shareholders and other interested parties, and (2) provide copies or summaries of such communications to the other directors as he or she considers appropriate.

K. Periodic Review of the Corporate Governance Guidelines

The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval. Notwithstanding the foregoing, the Nominating and Corporate Governance Committee shall consult with the Company's General Counsel prior to recommending any changes to Sections B(1, 3, 5 and 6) and D(5) of the Guidelines.

OCLARO, INC.

Attachment A to Corporate Governance Guidelines

MAJORITY VOTING POLICY FOR THE ELECTION OF DIRECTORS

In order to be considered for nomination for reelection to the Board of Directors (the “Board”) of Oclaro, Inc. (the “Company”), each nominee that is an incumbent director must, prior to his or her nomination, submit in writing or by electronic transmission to the Chairman of the Nominating and Corporate Governance Committee or, in the case that such Chairman is a nominee for reelection, to the Chairman of the Board of Directors, an advance irrevocable resignation that is conditioned upon (i) the director’s failure to receive the affirmative vote of the “majority of votes cast” (as defined in the Company’s bylaws) of stockholders for that director in an uncontested election at the next annual meeting for the reelection of such director at which a quorum is present (the “Required Vote”), and (ii) the Board’s acceptance of such resignation. The form of advance conditional resignation is attached as **Annex A** to this policy. An “uncontested election” means an election where the number of nominees for director does not exceed the number of directors to be elected as of the tenth day preceding the date the Company first mails its notice of meeting for such meeting of the stockholders.

If an incumbent director fails to receive the Required Vote, the Nominating and Corporate Governance Committee (the “Committee”) will promptly consider the director’s resignation tendered under this policy and will recommend to the Board whether to accept the tendered resignation or to take some other action, such as rejecting the tendered resignation and addressing the apparent underlying causes of the “against” votes. In making this recommendation, the Committee will consider all factors deemed relevant by its members including, without limitation, the underlying reasons why stockholders voted “against” the election of such director (if ascertainable), the length of service and qualifications of the director whose resignation has been tendered, the director’s contributions to the Company and the Board, whether by accepting such resignation the Company will no longer be in compliance with any applicable law, rule, regulation or governing document, and whether or not accepting the resignation is in the best interests of the Company and its stockholders.

Except as set forth below, the Board will act on the Committee’s recommendation no later than 90 days following the certification of the stockholder vote. If the result of accepting all tendered resignations then pending from incumbent directors would be that the Company would have fewer than a majority of the directors who were in office before the election of directors or the Company would fail to be in compliance with any applicable law, rule, regulation or governing document, the Board may determine to extend such 90 day period by an additional 90 days (for any or all incumbent directors who did not receive the Required Vote) if it determines that an extension is in the best interests of the Company and its stockholders.

In considering the Committee’s recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant. The Company will promptly publicly disclose the Board’s decision and process in a periodic or current report filed with the Securities and Exchange Commission.

Any director who fails to receive the Required Vote pursuant to this policy will not participate in the Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. However, such director shall remain active and engaged in all other Committee and Board activities, deliberations and decisions during this Committee and Board process.

If a majority of the members of the Committee fail to receive the Required Vote at the same election, then the Board will appoint a special Board committee consisting solely of independent directors who received the Required Vote (and, in the case of an election at which fewer than all the directors were elected, those independent directors who did not stand for election at such election) for the purpose of considering the tendered resignations and to recommend to the Board whether to accept or reject them, as if such special Board committee were the Committee under this policy. This special Board committee may, but need not, consist of all of (a) the independent directors who received the Required Vote and (b) the independent directors who did not stand for election at such election.

If a director's conditional resignation is rejected by the Board, the director will continue to serve for the remainder of his or her term and until his or her successor is duly elected, or his or her earlier death, resignation or removal. If a director's conditional resignation is accepted by the Board, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the number of directors comprising the Board, in each case pursuant to the provisions of the Company's certificate of incorporation and bylaws.

The Board may at any time in its sole discretion supplement or amend any provision of this policy in any respect, repeal the policy in whole or part or adopt a new policy relating to director elections with such terms as the Board determines in its sole discretion to be appropriate. The Board will have the exclusive power and authority to administer this policy, including, without limitation, the right and power to interpret the provisions of this policy and to make all determinations deemed necessary or advisable for the administration of this policy. All such actions, interpretations and determinations that are done or made by the Board will be final, conclusive and binding.

Annex A to Majority Voting Policy for the Election of Directors

FORM OF ADVANCE CONDITIONAL RESIGNATION

To the [Chairman of the Nominating and Corporate Governance Committee/Chairman of the Board of Directors] and the Corporate Secretary of Oclaro, Inc. (the “Company”):

I hereby irrevocably tender my resignation as a director of the Company, which resignation will become effective only upon the occurrence of the following two conditions: (1) I fail, upon nomination, to be reelected as a director of the Company in an “uncontested election” (as defined in the Company’s Majority Voting Policy for the Election of Directors) by the affirmative vote of the majority of the votes cast for my reelection at a meeting for the election of directors at which a quorum is present; and (2) thereafter, the Board of Directors of the Company accepts my resignation as a director.

For purposes of this letter, a “majority of votes cast” shall mean that the number of shares voted “for” my reelection exceeds the number of votes cast “against” my reelection, with abstentions and broker non-votes not counted as a vote cast either “for” or “against” for my reelection.

In the event that I fail to receive the required number of votes for reelection, I will abstain from participating in the decision of the Nominating and Corporate Governance Committee (or other committee appointed by the Board) and of the Board of Directors relating to my resignation.

This resignation shall be irrevocable to the fullest extent permitted by the General Corporation Law of the State of Delaware and shall apply in each election of directors of directors in which I stand for reelection.

[Name of Director]

Date: _____

OCLARO, INC.

Attachment B to Corporate Governance Guidelines

CRITERIA FOR NOMINATION AS A DIRECTOR

General Criteria

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
2. Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
3. Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.
4. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, governmental units, creditors and the general public, and to act in the interests of all stockholders.
5. Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's stockholders and to fulfill the responsibilities of a director.
6. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law. The value of diversity on the Board should be considered.

Application of Criteria to Existing Directors

The renomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Nominating and Corporate Governance Committee shall consider the existing directors' performance on the Board and any committee, which shall include consideration of the extent to which the directors undertook continuing director education.

Criteria for Composition of the Board

The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.

