



## Lead Director Job Description

### Lead Director Job Description Adopted July 24, 2003

- Maintain an active, ongoing, positive and collaborative relationship with the Chairman and CEO and keep an open line of communications that provides for discussion, before actions are set in cement, of strategies, possible change in control or restructuring, or key executive changes before they are set in cement.
- Schedule and preside at executive sessions of independent directors. Give the Chairman and CEO feedback on matters discussed.
- Participate with the Chairman and CEO in preparation for board and board committee meetings.
  - Suggest possible agenda items when appropriate.
  - Review and comment on proposals and materials to be presented.
  - Serve as a sounding board on the development and presentation of significant issues, plans and strategies for board consideration.
- Without inhibiting direct communication between the Chairman and CEO and board members, serve as a supplemental channel for communications from board members to the Chairman and CEO and from the Chairman and CEO to board members:
  - Serve as board link and advisor to the Chairman and CEO.
  - Accept suggestions from directors, especially on sensitive issues.
  - As appropriate, discuss directors' issues, concerns and questions with the Chairman and CEO and/or include them on the agenda for executive sessions of independent directors.
  - Accept comments from the Chairman and CEO on director participation and performance.
- Provide counsel to individual directors on the performance of their duties.
- Facilitate the process for the board's self-evaluation.
- Without diminishing the role of the Chairman of the Corporate Governance, Finance and Nominating Committee, keep informed of and respond to the Chairman and CEO's thinking about board size, director qualifications and committee make-up.

[Read Archie Dykes' Bio](#)