

GENERAL ROLE OF COMMITTEE CHAIR

1. Understand the Committee's Charter; and coordinate efforts of the Committee members to perform the functions and responsibilities set forth in the Committee Charter.
2. Understand the checklist for the Committee; and perform in accordance with the checklist.
3. Schedule the Committee meetings as appropriate to complete the required activities of the Committee, and set the agenda and time schedule budget for the Committee meetings (in consultation with other Committee members and the CEO), and lead the meetings to be completed in the budgeted time.
4. Edit minutes of the Committee meetings.
5. Perform appropriate follow-up and monitoring for implementing the Committee's action items.
6. Report to the full Board on the activities and action items by the Committee.
7. Coordinate communications with outside consultants as needed (e.g., Audit Committee – outside auditor; Compensation Committee – compensation consultant; Governance and Nominating Committee – search firm; Special Investigation – legal counsel; etc., and coordinate with CEO/management regarding engaging of such outside consultants and the scope of services and compensation arrangement).
8. Lead the preparation of the annual objectives, budget and resource requirements for the committee, and communicate to the CEO/management.

Provided By:

Knox Bell

DLA Piper Rudnick Gray Cary US LLP

CDF Corporate Governance Committee