

GENERAL ROLE OF A DIRECTOR

The general responsibility of the board and its directors is governance and oversight. It is not the board function to manage, but to oversee that the corporation is being effectively managed by proactive monitoring.

1. Represent the shareholders honestly and diligently.
2. Review, approve and monitor the Company's major strategies, business plan, and budget; and monitor the Company's progress and performance as compared to business plan and budget.
3. Provide guidance and advice to CEO for achieving Company goals.
4. Participate to set the Company's and the CEO's strategy and objectives for the future, and monitor and evaluate the performance/progress.
5. Evaluate the qualifications and skills needed by the Company's CEO; and determine that current CEO has such qualifications and skills; and hire and fire CEO as needed; and set appropriate limits on the CEO's authority.
6. Study, understand and approve the Company's financial budget and operational plans.
7. Review, revise and approve Company public disclosures of financial information and other information in quarterly and annual reports (Forms 10Q and 10K, and Proxy Statement).
8. Understand the Company's financial reports, and monitor adequacy and accuracy of financial reports (under the guidance of auditors, Audit Committee and management).
9. Understand Company's internal controls and procedures for preparing financial statements and for operating the Company.
10. Understand the key aspects of the Company's business (e.g., technology, product lines, competition, manufacturing, customers, regulatory requirements, market conditions, risks, etc.), and the industry in which the Company operates.
11. Oversight monitoring of Company's compliance with legal and regulatory requirements.
12. Follow "best practices" for corporate governance.
13. Monitor Company's press releases and efforts and to have appropriate corporate transparency.
14. Raise any issues, questions and concerns of the Director relevant to Company's operations and implementation of business plan.
15. Be proactive in giving advice and recommendations, including "thinking outside of the box." Strive to "add value" to the board, or voluntarily get off.

16. Understand Company's compensation programs for employees. Understand and approve entire compensation package of salary, bonus, equity, fringe benefits, severance pay, etc., for all officers.
17. Understand Company's key policies and standard operating procedures, and monitor compliance.
18. Understand Company's organizational structure (both for personnel and functional operations) and reporting relationships among the senior management team members.
19. Identify and disclose any potential conflict of interest or self-dealing transactions; and work with the Board and management to ensure that the situation is properly monitored so that there is no abuse of the conflict of interest situation.
20. Make all decisions and take all actions as a Director in furtherance of the Director's fiduciary duties to the Company's shareholders, based upon the Director's good faith belief as to what is in the best interest of the Company and its shareholders.
21. Become reasonably well informed as to the relevant material facts, alternatives, and consequences for each material Board decision.
22. Comply with applicable legal requirements relative to any purchase and sale of Company stock (e.g., insider trading policy; black-out period; no disclosure or use of non-public information; 16(b) short-swing profits).
23. Work together with the other Directors, the CEO and other members of management to achieve a cooperative working relationship for the best interests of Company and its shareholders.
24. Obtain input from management and other sources in order to understand the principal "enterprise risks" which may potentially affect the Company (e.g., Company's "risk profile," funding, competition, technology, regulatory, manufacturing, etc.); and understand the Company's programs and contingency plans for dealing with such risks.
25. Understand the Company's approach for succession planning for key management positions.
26. Maintain confidentiality as to all Company confidential information and sensitive information until Company makes appropriate public disclosures.

Provided By:
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CDF Corporate Governance Committee