

Board Operations; Access to Management and Advisors

1. ***Board Meetings.*** The Board will meet as frequently as needed for the directors to discharge properly their responsibilities. Regular meetings of the Board are held at least four times per year and special meetings are held as necessary. The Board will meet in executive session at least once a year only with non-management directors. The Lead Director shall preside over all such executive sessions.
2. ***Agenda for Board and Committee Meetings.*** The Chairman of the Board or Chief Executive Officer will propose an agenda for each Board meeting through the Company Secretary. Each Board member is free to suggest the inclusion of items on the agenda to the Chairman and to the Chief Executive Officer. The chairperson of each Board committee, in consultation with committee members and management, will develop the Committee's agenda for each meeting.
3. ***Director Interaction with Management.*** Board members shall have reasonable access to management and shall coordinate such contact with management through the Chairman of the Board or Company Secretary.
4. ***Access to Independent Advisors.*** In performing its functions, the Board is entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. The Board shall have the authority to retain and approve the fees and retention terms of its outside advisors.