

# **Role of the Board Chair**

## **Description of Duties and Responsibilities of Non-Executive Chair of the Board**

The independent Chair of the Board is a non-executive position; accordingly, the Chair is not an "officer" or "agent" of the Company under Section 142 of the Delaware General Corporation Law or Section 4 of the By-Laws of the Company. The Chair is elected by the Board of Directors for a one-year term of office commencing at the Board meeting immediately following the Company's Annual Meeting of Shareholders, and shall serve at the pleasure of the Board.

The duties and responsibilities of the Chair (or lead director) shall be reviewed and reassessed each year by the Nominating and Corporate Governance Committee of the Board (the "NCGC"), and the NCGC shall submit any proposed changes to the Board of Directors for consideration and approval.

The NCGC shall be responsible for nominating annually a candidate for election as the Chair (or lead director). All independent directors of the Board are eligible to be nominated and elected for this position.

The duties and responsibilities of the independent Chair of the Board shall consist of:

- Presiding at annual or special meetings of shareholders.
- Presiding at meetings of the Board of Directors and meetings of independent directors (including executive sessions).
- Establishing, in consultation with the President and Chief Executive Officer and the chairs of the standing committees of the Board, the agendas for regular or special meetings of the Board of Directors and materials to be provided to the Board in connection therewith.
- Attending and participating (as a non-voting director – unless the Chair is a member of such committee) in meetings of the committees of the Board, except to the extent any committee desires to meet in executive session with members of such committee only.
- Serving as a facilitator of communications and information flow among Directors; provided, however, this is not intended to in any way limit or restrict free and open communications among individual Board members or Board committees.
- Recommending to the NCGC committee membership and committee chair assignments.
- Assigning tasks and other responsibilities to particular committees of the Board, to the extent not otherwise provided for in the committee charters.
- Making such recommendation as he or she considers appropriate regarding the engagement of consultants, counsel or other advisors or experts (collectively, "Advisors") to assist the Board in discharging its duties and responsibilities.
- Serving as a facilitator of communications and information flow between the full Board of Directors and management; provided, however, this is not intended to in any way limit or restrict

free and open communications between individual Board members or Board committees and any member of management, particularly the Chief Executive Officer.

- In accordance with the evaluation process established by the NCGC, initiating, carrying out and coordinating with the NCGC and the Compensation and Human Capital Committee, as appropriate, the determination of specific performance criteria, goals and objectives of the President and Chief Executive Officer and his or her performance evaluation which, in each case, shall be approved by the independent members of the Board of Directors and any Board committees as required.
- In accordance with the evaluation process established by the NCGC, and in coordination with the chair of the NCGC and the chair of the Compensation and Human Capital Committee, as appropriate, communicating to the President and Chief Executive Officer the applicable performance criteria, goals and objectives, the results of his or her performance or other evaluation conducted as provided above, and any matters relating to his or her compensation.
- Communicating as appropriate with members of management to gather needed information but not to give direction to them (except as appropriate after consultation with the Board); and conducting exit interviews with departing executive officers, as he or she deems appropriate under the circumstances; provided, however, this is not intended to discourage any other director from engaging in such communications to seek needed information.
- Meeting with other employees or with shareholders at the request of the Chief Executive Officer, or as otherwise appropriate after consultation with the Board.
- In appropriate circumstances and with the approval of either the Chief Executive Officer or the Board of Directors, serving as the Company's representative at public or private forums.
- Discharging other responsibilities as are assigned, from time to time, by the Board or which are requested by any committee thereof.

The Chair shall have such access to management and financial and other information of the Company, as he or she shall deem appropriate under the circumstances to assist him or her and the Board in the proper discharge of their responsibilities.

Without the knowledge and written authorization of the President and Chief Executive Officer or, in appropriate circumstances, the Board of Directors or the empowered committee thereof, the Chair is not authorized, on behalf of the Company or any subsidiary or business thereof, to enter into any contracts, commitments or other agreements or binding obligations whatsoever or to sign instruments or stock certificates; provided, however, nothing herein shall be deemed to prevent the Chair, on behalf of the Board or, if requested by any Committee, from binding the Company with respect to the compensation of any Advisors.

The Compensation and Human Capital Committee shall recommend for consideration, and the independent members of the Board (excluding the Chair) shall determine, the amount of any additional director fees payable for service as an independent Chair.

Reviewed and re-approved September 16, 2024