

## **Meetings of the Independent Directors “Charter”**

The Independent Directors of the Board of Directors shall hold at least two (2) regularly scheduled meetings per year without management present. The Independent Directors shall select a different Independent Director to preside at each such meeting, and the annual slate of such Presiding Directors shall be selected at the Board meeting following the Annual Meeting of Shareowners. In between meetings of the Independent Directors, the Presiding Director of the last meeting will serve as the Presiding Director in performing such other functions as the Board may direct, including the scheduling of any special meeting(s) of the Independent Directors and preparation of minutes of meetings held. The Independent Directors may meet without management present at such other times as they may determine in consultation with the Presiding Director.

The Independent Directors will receive no additional compensation for acting as a Presiding Director nor for attending the meetings of the Independent Directors.