



Responsibilities of the Lead Director

The Lead Director shall be annually elected by the independent directors. Although annually elected, the Lead Director is generally expected to serve for more than one year.

In addition to the duties of all Board members as and to the extent set forth in Ohio law and the Company's Corporate Governance Guidelines, the responsibilities of the Lead Director are as follows.

- Chair meetings of the Board at which the Chairman is not present.
- Chair executive sessions of the non-management directors. Meet separately with the Chairman after executive sessions to review the matters discussed during the executive sessions.
- Review with the Chairman the schedule for meetings of the non-management directors and set the agenda for such meetings.
- Facilitate communications and serve as the principal liaison on Board related issues between the Chairman and the independent directors. Each director, however, is free to communicate directly with the Chairman.
- Review with the Chairman the schedule for meetings of the Board to help assure that there is sufficient time allocated for discussion of all agenda items.
- Suggest to the Chairman agenda items for meetings of the Board and approve the agenda, as well as the substance and timeliness of information sent to the Board.
- Authorize the retention of independent legal advisors, or other independent consultants and advisors, as necessary, who report directly to the Board on board related issues.
- Act as a resource for, and counsel to, the Chairman.