

# Lead independent director charter



**If the Chairman of the Board and Chief Executive Officer are the same person, the SEI Board of Directors will annually elect a director who is an “independent director”**

If the Chairman of the Board and Chief Executive Officer are the same person, the SEI Board of Directors will annually elect a director who is an “independent director” as such term is defined in Rule 5605(a)(2) promulgated by The NASDAQ Stock Market, Inc. to serve in a lead capacity (the “Lead Independent Director”). Although annually elected, the Lead Independent Director is generally expected to serve for more than one year.

The Lead Independent Director coordinates the activities of the other independent directors, and performs such other duties and responsibilities as the Board of Directors may determine.

The specific responsibilities of the Lead Independent Director are as follows:

a. In consultation with the independent directors:

- (i) advise the Chairman as to an appropriate number and frequency of board meetings; and
- (ii) review and provide the Chairman with input regarding the agendas and schedules for the Board meetings to assure that there is sufficient time for discussion of all agenda items and other items of interest to the non-employee directors;

b. Approve the quality, quantity and timeliness of information sent to the Board;

c. Authorize the retention of outside advisors and consultants who report directly to the Board of Directors on board-wide issues;

d. Call meetings of the independent directors when necessary and appropriate and preside at all meetings at which the Chairman is not present including executive sessions of the non-employee directors and apprise the Chairman of the issues considered;

e. Preside over the meetings of the directors held to implement the Company’s Board Nomination and Shareholder Communication Policy;

f. Be available for consultation and direct communication with the Company’s shareholders;

g. Perform such other duties as the Board may from time to time delegate.



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