



Interpace Diagnostics
POSITION DESCRIPTION:
Lead Independent Director

POSITION SUMMARY:

The Lead Independent Director (“Lead Director”) provides a source of Board leadership complementary to that of the Chairman. The role of the Lead Director shall be to aid and assist the Chairman and the remainder of the Board in assuring effective corporate governance in managing the affairs of the Board and the Company.

APPOINTMENT:

The Lead Director will be appointed and may be removed by the Board. The Nominating and Corporate Governance Committee will review annually this position description and recommend to the Board any changes that it considers appropriate.

DUTIES AND RESPONSIBILITIES:

In addition to the regular duties of all Board members, the Board has determined that the Lead Director should have the following specific duties and responsibilities:

- In consultation with the Chairman and/or the Chief Executive Officer:
 - Reviews and provides input regarding the agendas of the Board meetings
 - Advises on the appropriate schedule of Board meetings
- Presides at all Board meetings in the absence of the Chairman
- Chairs any meeting of the independent directors in executive session and briefs the Chairman and/or Chief Executive Officer on issues arising in the executive sessions
- Has authority to call special meetings of the independent directors
- Facilitates communications between other members of the Board and the Chairman of the Board and/or the Chief Executive Officer; provided, however, that each director shall be free to communicate directly with such individuals
- Monitors information delivered by the management team to the Board in support of its decision-making requirements
- In the absence of the Chairman and/or Chief Executive Officer, acts as a liaison to Interpace Diagnostic’s stockholders and other key constituents of the Company
- Is available as a resource to consult with the Chairman and/or Chief Executive Officer and other Board members on corporate governance practices and policies
- Fulfills such other duties as the Board may provide from time to time