

CEDAR FAIR L P
Form DEFA14A
December 30, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Cedar Fair, L.P.

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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- .. Fee paid previously with preliminary materials.

- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On December 30, 2010, Cedar Fair sent to Institutional Shareholder Services the following:

THE CEDAR FAIR, L.P.

RESPONSIBILITIES OF LEAD DIRECTOR

The Lead Director is responsible for coordinating the activities of the independent directors. In addition to the duties of all Board members as set forth under applicable law and the Company's Corporate Governance Guidelines, the specific responsibilities of the Lead Director are as follows:

- ∅ advise the Chairman and Chief Executive Officer as to an appropriate schedule of Board meetings, seeking to ensure that the independent directors can perform their duties responsibly while not interfering with the flow of Company operations;*
- ∅ provide the Chairman and Chief Executive Officer with input as to the preparation of the agendas for the Board and Committee meetings;*
- ∅ advise the Chairman and Chief Executive Officer as to the quality, quantity and timeliness of the flow of information from Company management that is necessary for the independent directors to effectively and responsibly perform their duties; although Company management is responsible for the preparation of materials for the Board, the Lead Director may specifically request the inclusion of certain material;*
- ∅ interview, along with the chair of the Governance Committee, all Board candidates, and make recommendations to the Governance Committee and the Board;*
- ∅ assist the Board and Company officers in assuring compliance with and implementation of the Company's Corporate Governance Guidelines;*
- ∅ recommend revisions to the Corporate Governance Guidelines, as appropriate;*
- ∅ coordinate, develop the agenda for and moderate executive sessions of the Board's independent directors; act as principal liaison between the independent directors and the Chairman and Chief Executive Officer on sensitive issues;*

- Ø evaluate, along with the members of the Compensation Committee, the Chief Executive Officer's performance; meet with the Chief Executive Officer to discuss the Board's evaluation;*

- Ø discuss with the Chairman and Chief Executive Officer and the Governance Committee the membership of the various Board Committees, as well as selection of the Committee chairs;*

- Ø respond to the concerns of any directors, whether or not these concerns are discussed with the full Board;*

- Ø assist the Governance Committee in its role in connection with the annual self-evaluation process of the Board and its committees;*

- Ø act as a resource for, and counsel to, the Chairman and Chief Executive Officer; and*

- Ø perform other responsibilities as delegated by the Board.*