

# BLOOMSBURY PUBLISHING PLC

## Role and Responsibilities of the Senior Independent Director

Approved by the Board on 18 March 2020.

**The Senior Independent Director acts as a sounding board for the Chair of the Board and as an intermediary for the other Directors and shareholders as necessary.**

### Principal duties and responsibilities

#### **1. Chair**

- 1.1 To chair the Nomination Committee when it is considering succession to the role of the Chair of the Board.
- 1.2 To meet with the Non-Executive Directors at least once a year to lead the evaluation of the Chair's performance and on such other occasions as are deemed appropriate.
- 1.3 To convene and chair any meeting of the Board or part of a Board meeting at which the Chair may be conflicted.

#### **2. Shareholders**

- 2.1 To be available to shareholders if they have any concerns which contact through the normal channels of the Chair, Chief Executive and Group Finance Director has failed to resolve, or for which such contact is inappropriate.
- 2.2 To attend sufficient meetings a sufficient range of major shareholders in order to gain a balanced understanding of their views.

#### **3. Issues**

- 3.1 To work with the Chair and other directors and/or shareholders to resolve significant issues in order to maintain Board stability. Examples might include where:
  - There is a dispute between the Chair and Chief Executive;
  - Shareholders or Non-Executive Directors have expressed concerns that are not being addressed by the Chair or the Chief Executive;
  - The strategy is not supported by the entire Board;
  - The relationship between the Chair and Chief Executive is particularly close;
  - Decisions are being made without the approval of the full Board; or
  - Succession planning is being ignored.