



Pearson

Role of Senior Independent Director

A. The Senior Independent Director is responsible for:

1. Meetings

- Chairing board and general meetings in the absence of the Chair.
- Promoting the highest standards of corporate governance.

2. Directors

- Providing a sounding board for the Chair and to serve as an intermediary for the other directors when necessary.
- Leading the search for a new Chair, if necessary, with assistance and input from the Chief Executive and members of the Nomination & Governance Committee.
- Monitor the relationship between the Chair and the Chief Executive, to ensure that it is a well-functioning working relationship.

3. Induction, development and performance evaluation

- Leading the assessment of the Chair's performance (at least annually), to be undertaken in conjunction with the non-executive directors, and in consultation with the executive directors.
- Co-ordinating the removal of the Chair if necessary, following assessment of his/her performance, to be undertaken in conjunction with the non-executive directors and in consultation with the executive directors.

4. Relations with shareholders and stakeholders

- Ensuring sufficient contact with shareholders and stakeholders, to understand their issues and concerns, or if they have reason for concern which contact through the normal channels of Chair, Chief Executive or Chief Finance Officer has failed to resolve or for which contact is inappropriate.

B. The duties which derive from these responsibilities include:

- Acting as an independent counter-balance to the Chair.
- Upholding the highest standards of integrity and probity.



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- Promoting effective relationships and open communication between executive and non-executive directors both inside and outside the boardroom, ensuring an appropriate balance of skills and personalities.
- Contributing to good relationships and functions of the board in normal times, but in periods of stress assisting in facilitation of resolution of any situation.

C. The Senior Independent Director should possess the following key attributes:

- Be independent at the time of appointment and throughout their time in the role, ensuring they exercise their duties efficiently and free from any conflicts.
- Preferably be an internal appointee from among the existing non-executive directors given the high requirement for knowledge and understanding of the company and board dynamics that is usually gained by prior service on the board.
- A complementary set of skills and experience to the Chair's own to be able to serve as a useful sounding board. The Senior Independent Director is not expected to lead the board, instead they must have the ability to exercise independent judgement, back the Chair where they are in agreement and know when to assume certain responsibilities.
- Strong interpersonal skills as the Senior Independent Director is expected to take the lead in evaluating the Chair's performance, and to serve as an intermediary for the other directors.
- Be in a position to become more knowledgeable about the company, its performance, its markets and its stakeholders than the other non-executive directors.