

The Role of the Deputy Chair and Senior Independent Director

This role description was last reviewed and approved by the Board of Directors (“the Board”) on 1 May 2025.

A. In the Chair's absence, the Deputy Chair and Senior Independent Director will deputise for the Chair in respect of all matters. In addition, the Deputy Chair is responsible for the following:

1. Meetings

- Chairing board and general meetings in the absence of the Chair.
- Promoting the highest standards of corporate governance.
- Supporting the Chair in setting the Board agenda, taking into account the issues and concerns of all Board members.

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.
- Supporting the Chair in facilitating the effective contribution of Non-Executive Directors and encouraging active engagement by all members of the Board.

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 their performance, to be undertaken in conjunction with the Non-Executive Directors and in consultation with the Executive Directors.

- In conjunction with the Nomination & Governance Committee, and supporting the Chair as required, ensuring that the performance of the Board, its committees and individual Directors is evaluated at least once a year.

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 Financial Officer has failed to resolve or for which contact is inappropriate.

5. AGM

- Supporting the Chair in respect of AGM related matters.

B. The duties which derive from these responsibilities include:

- Acting as an independent counterbalance to the Chair.
- Upholding the highest standards of integrity and probity, and demonstrating objective judgement throughout the tenure.
- Promoting effective relationships and open communication between Executive and Non-Executive Directors, both inside and outside the boardroom.
- In conjunction with the Nomination & Governance Committee, ensuring an appropriate balance of skills, experience and personalities on the Board.
- 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.
- Supporting the Chair, with the assistance of the Company Secretary, in promoting the highest standards of corporate governance, seeking compliance with the UK Corporate Governance Code. If full compliance is not possible, ensuring that the reasons for non-compliance are fully understood, agreed by the Board and explained to shareholders.
- As required, and in conjunction with the Chief Executive and Chair, representing the company to stakeholders including, but not limited to, consumers, educational institutions and educators, government and regulators, shareholders, financial institutions, business partners, employees, employers, the media, the community and the public.

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

- Independence at the time of appointment and throughout their time in the role, ensuring they exercise their duties efficiently and free from any conflicts.
- Preferably 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, in order to be able to serve as a useful sounding board. The Deputy Chair and Senior Independent Director is not expected to lead the Board, instead they must have the ability to exercise independent judgement, support the Chair where they are in agreement, and know when to assume certain responsibilities.
- Strong interpersonal skills as the Deputy Chair and 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.