

BLOOMSBURY PUBLISHING PLC

Statement of Division of Responsibilities between the Chairman and Chief Executive

Approved by the Board on 18 May 2015

Pursuant to applying the principles and complying with the provisions of the UK Corporate Governance Code (“Code”), the following sets out the division of responsibilities between the Chairman and the Chief Executive.

The Chairman is responsible for leadership of the Board and creating the conditions for overall Board and individual director effectiveness, both inside and outside the boardroom. The Chief Executive is responsible for running the Group’s business.

1. Reporting Lines		
	Chairman	Chief Executive
1.1	The Chairman reports to the Board (the “Board”).	The Chief Executive reports to the Chairman (acting on behalf of the Board) and to the Board directly.
1.2	The Chairman is not responsible for executive matters regarding the Group’s business. Other than the Chief Executive and the Company Secretary, no executive reports to the Chairman other than through the Board.	The Chief Executive is responsible for all executive management matters affecting the Group. All members of executive management report, either directly or indirectly, to him.
2. Key Responsibilities		
	Chairman	Chief Executive
2.1	The Chairman’s principal responsibility is to use best endeavours to ensure the effective running of the Board of Bloomsbury Publishing Plc.	The Chief Executive’s principal responsibility is executive management of the Group’s business, consistent with the strategy and commercial objectives agreed by the Board.
2.2	The Chairman shall use best endeavours to ensure that the Board as a whole plays a full and constructive part in the development and determination of the Group’s strategy and overall commercial objectives by promoting constructive debate and effective decision-making.	The Chief Executive is responsible for proposing and developing the Group’s strategy and overall commercial objectives, which he does in consultation with the Chairman and the Board.
2.3	The Chairman is the guardian of the Board’s decision-making processes.	The Chief Executive is responsible with the executive team for effecting the Board’s and, where applicable, its Committees’ decisions.

3. Other Responsibilities

	Chairman	Chief Executive
3.1	Running the Board and setting its agenda.	Providing input into the Board's agenda from himself and other members of the executive team.
3.2	Ensuring that Board agendas take full account of the important issues facing the Company, the concerns of all Board members and that they include an appropriate concentration on strategic and other important matters rather than routine ones.	Ensuring that he maintains a dialogue with the Chairman on the important and strategic issues facing the Group, and proposing Board agendas to the Chairman, which reflect these.
3.3	Ensuring that the Board receives accurate, timely and clear information on <ul style="list-style-type: none"> • the Group's performance; • the issues, challenges and opportunities facing the Group; and • matters reserved to it for decision. 	Ensuring that the executive team gives appropriate priority to providing the Board with accurate, timely and clear reports and information.
3.4	Use best endeavours to ensure, with the advice of the Company Secretary where appropriate, that the Board's approved procedures are complied with.	Ensuring, in consultation with the Chairman and the Company Secretary as appropriate, that he and the executive team comply with the Board's approved procedures.
3.5	Arranging, where appropriate, such informal meetings involving Directors, including between non-executive Directors, as may be required to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues.	Ensuring that the Chairman is alerted to forthcoming complex, contentious or sensitive issues affecting the Company of which he might otherwise not be aware.
3.6	Proposing to the Board, in consultation with the Chief Executive (in all cases), company secretary and Committee chairs as appropriate: <ul style="list-style-type: none"> • a schedule of matters reserved to the Board for its decision; • Terms of Reference for each Board Committee; and • other Board policies or procedures 	Providing input to the Chairman, Committee chairs and Company Secretary on appropriate changes to the schedule of matters reserved to the Board and Committee terms of reference.
3.7	Chairing the Nomination Committee and, in that role in consultation with the Chief Executive, initiating change and succession planning in the Board appointments to retain and build an effective and complementary Board, and to facilitate the appointment of effective and suitable members and Committee chairs.	Providing information and advice on succession planning to the Chairman, the Nomination Committee and other members of the Board.
3.8	Proposing, in conjunction with the Nomination Committee, the members of Committees, Committee chairs, the Senior Independent Director and the Audit Committee member with recent and relevant financial experience.	Whilst appointed by the Board, serving on the Nomination Committee.

3.9	Ensuring that there is effective and appropriate communication by the Group with its shareholders, by the Chief Executive, the other Directors and other executive management as applicable and ensuring that all members of the Board develop an understanding of the views of the major investors in the Group and that there is an open dialogue with shareholders..	Leading the communication programme with shareholders.
3.10	With the Company Secretary, ensuring that an appropriate induction programme is provided for new Directors.	Commenting on induction programmes for new directors and ensuring that appropriate management time is made available for the process.
3.11	Taking the lead in identifying and seeking to meet the development needs both of individual Directors and of the Board as a whole, facilitated by the Company Secretary who reports to the Chairman as well as the Chief Executive in this regard.	Ensuring that the development needs of the executive directors and other senior management reporting to him are identified and endeavour to have these met.
3.12	Ensuring that the performance of the Board as a whole, each of its Committees, and each individual Director as regards their Board and/or Committee role(s), is formally and rigorously evaluated at least once a year.	Ensuring that Performance Development Reviews regarding their executive and management duties are carried out at least annually for each executive Director. Providing input to the wider Board evaluation process.
3.13	Promoting the highest standards of integrity and probity, and corporate governance throughout the Group and specifically at Board level.	Promoting and conducting the affairs of the Group with the highest standards of integrity, probity and corporate governance.