

# **Appendix B: The Ubiquity Partner Advisory Board**

## **A. The Ubiquity Partner Advisory Board**

Ubiquity believes that adherence to the Ubiquity Charter is key to fulfilling its mission. It also recognises that for members of the Ubiquity Partner Network conducting business with Ubiquity, adherence to the Ubiquity Charter is a unique selling proposition for Ubiquity.

Accordingly, the shareholders of Ubiquity have unanimously resolved that the Company should form the Ubiquity Partner Advisory Board with the Terms of Reference set out in paragraph B. below.

## **B. The Ubiquity Partner Advisory Board Terms of Reference**

### **1. Purpose and Primary Duty**

1.1. The Advisory Board is established by Ubiquity with the remit set out in paragraph 8 below which is granted to the Advisory Board in order for it to have sight of, and provide input into, the Company's strategy and plans to achieve its mission in accordance with its Charter.

1.2 To enable the Advisory Board to operate effectively and productively, the Company will authorise its Chief Executive Officer to provide detailed briefings to the Advisory Board in respect of issues relevant to the achievement of its mission, subject always to:

1.2.1. such issues not being confidential or otherwise commercially sensitive to Ubiquity; or

1.2.2. members of the Advisory Board having given confidentiality undertakings to the Company which it considers sufficiently robust to allow it to share confidential or commercially sensitive information with members of the Advisory Board.

1.3. Likewise, to enable the Advisory Board to operate effectively and productively, it is expected that members of the Advisory Board will provide the Advisory Board with briefings in respect of their own activities, with suggestions as to future plans and strategies that Ubiquity might follow to achieve its mission and on matters (such as market intelligence or knowledge) coming to their attention which are relevant to Ubiquity achieving its mission.

1.4. Subject to paragraph 1.5, the Advisory Board will provide non-binding advice and guidance to Ubiquity on its strategy and plans to achieve its mission to which Ubiquity shall give its reasonable consideration.

1.5. If, in the event that on a proposed change of control of the Company, the proposed majority shareholder does not commit to conduct Ubiquity's business in accordance with the Ubiquity Charter for a period of at least 5 years from the date of the change of control, the Advisory Board may advise Ubiquity not to proceed with the change of control transaction and in such a case Ubiquity will not so proceed.

## **2. Membership**

2.1. The Advisory Board shall comprise at least three members, one of whom shall be the Chief Executive Officer of Ubiquity and another of whom shall be any other director of Ubiquity. Members of the Advisory Board shall be appointed by the board of Ubiquity (the “**Board**”), on the recommendation of the Chief Executive Officer of Ubiquity who shall consult with the Chairman of the Advisory Board before making any such recommendation of a person other than a director of Ubiquity. It is expected that members of the Advisory Board will be executives of institutions which qualify as being within the Ubiquity Partner Network.

2.2. The Advisory Board shall have a maximum of nine members and the initial members of the Advisory Board shall be:

- Gali Halevi, Icahn School of Medicine at Mount Sinai
- Andrew Lockett, University of Westminster
- Nirmala Menon, IIT Indore
- Peter Potter, Virginia Tech
- Wilhelm Widmark, Stockholm University Library
- Brian Hole, CEO, Ubiquity Press
- Tom Mowlam, COO, Ubiquity Press

2.3. The members of the Advisory Board may be removed or replaced and any vacancies shall be filled (at the discretion of the Board) by the Board upon recommendation of the Chief Executive Officer of Ubiquity.

2.4. The Board shall appoint the Advisory Board Chairman who shall be an executive of an institution which is a member of the Ubiquity Partner Network. The first Advisory Board Chairman shall be Peter Potter. In the absence of the Advisory Board Chairman and/or an appointed deputy, the remaining members in attendance at the meeting shall elect one of their number present to chair the meeting. The Advisory Board Chairman shall not have a second or casting vote.

2.5. Appointments to the Advisory Board shall be for a period of one year, which may be renewed annually.

## **3. Secretary**

The Company Secretary of Ubiquity or his/her nominee shall act as the Secretary of the Advisory Board.

## **4. Quorum**

The quorum necessary for the transaction of business shall be two members at least one of whom shall be the Chief Executive Officer of Ubiquity or any director of Ubiquity. A duly convened meeting of the Advisory Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Advisory Board. Decisions of the Advisory Board shall be made by a majority of those present and voting at a quorate meeting of the Advisory Board.

## **5. Frequency of meetings**

5.1. The Advisory Board shall meet at least two times per year, at such time as is required by the Board or otherwise at such times as the Advisory Board may consider necessary. It is anticipated that one of these meetings shall be held remotely via a communication device satisfying the requirements of paragraph 5.2 below and the second meeting shall be held at such place as is convenient to a majority of the members of the Advisory Board to attend in person.

5.2. It shall be acceptable for members of the Advisory Board to participate in a meeting of the Advisory Board by means of a communication device (including a telephone) which allows all the other members of the Advisory Board present at that meeting to hear at all times all other members present at the meeting. A member participating by means of a communication device shall be deemed to be present at the meeting and the meeting shall be deemed to have been held at the place where the majority of the members of the Advisory Board are present in person or if no such majority is present in person, at the place at which the Chairman is present.

## **6. Agenda for Meetings**

The Chairman of the Advisory Board shall develop and set the Advisory Board's agenda, in consultation with the Chief Executive Officer of Ubiquity and the Secretary of the Advisory Board.

## **7. Minutes of Meeting**

The Secretary shall minute the proceedings and resolutions of all meetings of the Advisory Board, including recording the names of those present and in attendance.

## **8. Remit**

The Advisory Board will focus on the following areas (and may review any others that are relevant to Ubiquity's mission):

8.1. the market in which Ubiquity operates and developments, opportunities and challenges arising which may have an impact (positively or negatively) on the Company's ability to achieve its mission by adherence to its Charter;

8.2. the reputation of the Company and its competitors among its customers, publishers, learners and the education community;

8.3. Ubiquity's position on, and plans to influence, anticipate and adapt to, external issues and developments relevant to the achievement of its mission by adherence to its Charter;

8.4. Ubiquity's management of the Ubiquity brand to ensure that its value and reputation is maintained and enhanced amongst its customers, publishers, learners and the education community;

8.5. the impact on the Ubiquity Partner Network of any proposal by the Company to change the terms of the Charter;

8.6. the impact on the Ubiquity Partner Network of any proposed change of control of the Company; and

8.7. the commitment proposed to given at the time of a proposed change of control of the Company as to the conduct of Ubiquity's business in accordance with the Ubiquity Charter.

### **9. Reporting Responsibilities**

The Chairman of the Advisory Board will formally report to the Board after each meeting with such assistance from the Secretary as may be required.

An annual report on the proceedings of the Advisory Board (redacted as necessary for reasons of commercial sensitivity or confidentiality) shall be placed on the Ubiquity website on the same page as the Charter is set out.

### **10. Other**

Ubiquity will pay the reasonably and properly incurred travel and accommodation expenses incurred by members of the Advisory Board in attending meetings of the Advisory Board provided that valid receipts are first provided in respect of such expenses.

### **11. Status**

The Advisory Board is not a committee of the Board and no member of the Advisory Board shall be, or be deemed to be, a director of the Company by virtue of being appointed to sit on the Advisory Board. Membership of the Advisory Board shall not confer or impose upon its members any of the powers, discretions, duties or responsibilities of a director of the Company.

### **12. Governing Law**

To the extent that these Terms of Reference create any legal obligations, rights or duties, they shall be governed by and construed in accordance with English law and the Courts of England shall have exclusive jurisdiction to settle any dispute or claim that arises from or in connection with these Terms of Reference.

### **13. Adoption**

These Terms of Reference were unanimously approved by the shareholders of Ubiquity Press Limited on August 6<sup>th</sup> 2018.