

JULY 2022**TERMS OF REFERENCE FOR BARBRI GLOBAL ADVISORY BOARD****1. Purpose**

The main purpose of the BARBRI Global Advisory Board (the **Advisory Board**) is to provide feedback, challenge, and guidance on key strategic activities to support BARBRI's overarching vision and growth within the UK market and beyond. (the Purpose)

2. Membership

The Board will be comprised of:

1. A Chair represented by a member of the BARBRI Senior Leadership Team
2. 6-8 external advisors
3. A student representative

Other people may be invited by the Chair to attend all or part of any meeting.

3. Appointments and Terms

- Appointments will be exclusively at the discretion of BARBRI
- Appointments for external advisors and student representatives will initially be for a one-year term but Advisory Board members may be re-appointed for additional terms by mutual agreement
- Members have the possibility of resigning at any time from their position
- When a resignation takes place, the decision to replace the vacant position is at the sole discretion of the BARBRI Senior Leadership Team

4. Chair

In the absence of the appointed Chair in a meeting, the Advisory Board members will appoint a Chair from those individuals present for the duration of the meeting.

5. Quorum

The quorum necessary for the transaction of business shall be one third of the members of the Advisory Board as at the date of the meeting in question.

6. Frequency of Meetings

- The Advisory Board will meet 3-4 times per annum and a timetable of meeting dates will be notified to members not less than 6 months prior to any proposed meeting date
- Meetings may be held virtually or in person, although in person attendance is encouraged.

7. Notice of Meeting

Confirmation of each meeting setting out the venue, time and date, together with an agenda of items to be discussed and supporting papers, will be forwarded to each member and any other person required to attend, no later than five working days before the date of the meeting.

8. Conduct of Meetings

- The agenda will be set and followed and minutes will be taken and circulated after the meeting
- Any member who has a material interest relating to any discussion or decision must declare such interest no less than 24 hours prior to the commencement of the meeting
- All members are encouraged to actively engage in conversation

10. Duties and responsibilities

- Maintain a close advisory partnership with BARBRI to fulfil the Purpose
- Provide market insight and specific knowledge on key topics within the member's area of expertise
- Provide market introductions
- Provide thought leadership and engage with BARBRI's target audience
- Provide insight and feedback on potential market opportunities proposed by BARBRI
- PLEASE NOTE: Not required to advise or comment on financial performance

12. Confidentiality

- All deliberations and discussion pertaining to the Advisory Board are confidential and must be treated as such including minutes, reading and reports issued
- No member is to be named publicly without their prior approval

13. Terms of Reference Review

The Terms of Reference of the Advisory Board will be reviewed annually.

14. Compensation

- Each member will be paid an annum amount
- Travel costs will be covered for in-person meetings

Signed:

Name:

Date: