

WILEY

Executive Committee Charter

The Board of Directors of John Wiley & Sons, Inc. (the “Company”) has established the Executive Committee (the “Committee”) with authority, responsibility, and specific duties as described in this charter. The Committee shall review and reassess the adequacy of this charter annually and report its conclusion and any recommendations to the Board of Directors.

I. Purposes and Authority

The Committee, between meetings of the Board of Directors, shall, subject to any limitations imposed by law or the Board of Directors, exercise the powers of the Board as appropriate, and in any case where immediate action is required and the matter is such that a special meeting of the full Board is not deemed necessary or possible.

The Committee shall be provided with such resources as it needs to fulfill its responsibilities, including outside consultants, as appropriate, and shall have sole authority to retain, oversee, terminate, and determine the fees for such resources.

II. Membership

The Committee shall consist of three or more Directors. In consultation with the Governance Committee, the Board Chair shall recommend, for approval by the Board, the members of the Committee and one member to be its Chair. In addition, the Chair and the Chief Executive Officer (“CEO”), if not already a member, as well as any other Board member or Observer, may attend the meetings from time-to-time.

III. Meetings

The Committee will meet on an ad hoc basis as required. A quorum for the transaction of business at any meeting of the Committee shall consist of a majority of the Committee members. The Committee may also act by unanimous written consent of its members.

IV. Responsibilities

The Committee shall be responsible for, but not limited to, the following responsibilities and roles:

1. Act on behalf of the Board of Directors when urgent matters preclude convening a meeting of the Board.

2. Review and provide guidance on the annual objectives of the Chair and CEO and recommend approval by the Board of Directors.
3. Evaluate the performance of the CEO relative to the approved objectives and provide an annual assessment to the Executive Compensation and Development Committee (“ECDC”) to support its responsibility of recommending the compensation of the CEO to the Board of Directors.
4. Evaluate the performance of the Chair of the Board of Directors relative to the approved objectives and provide an annual assessment to the Governance Committee to support its responsibility of recommending the compensation of the Chair to the Board of Directors.
5. Monitor coaching and mentoring of CEO and address any major issues or concerns.
6. Develop and oversee the maintenance of an emergency succession plan for the CEO in the event of death or disability or other unexpected occurrence that would prevent the CEO from continued service. In partnership with the ECDC, identify candidates who would act in an emergency and determine their responsibilities. Review, at least annually, the emergency succession plan, and recommend proposed revisions to the Board, when necessary.
7. Develop and review progress annually on the emergency and non-emergency succession planning for the Chair.
8. Support the ECDC in the monitoring and maintenance of the succession plan for the CEO.
9. Maintain minutes or other records of Committee meetings and activities and report regularly to the Board on the Committee’s findings and recommendations.

Executive sessions will be convened at the end of each meeting.

***Amended and Approved by the John Wiley & Sons, Inc. Board of Directors
September 28, 2022***