



## Role of the Senior Independent Director (SID)

### Introduction

The Senior Independent Director (SID) is a Non-Executive Director appointed by the Board of Directors, in consultation with the Council of Governors' Nominations and Remuneration Committee, in accordance with Paragraph 4.7 of the Standing Orders for the Practice and Procedure of the Board of Directors.

The SID may be, but does not have to be, the Vice-Chairman of the Board of Directors.

The SID will be available to members of the Trust and to Governors if they have concerns that contact through the usual channels of the Chairman, the Chief Executive, the Director of Finance or the Trust Secretary has failed to resolve or where it would be inappropriate to use such channels.

In addition to the duties described here the SID has the same duties as the other Non-Executive Directors.

### The SID, the Chairman and Non-Executive Directors

The SID has a key role in supporting the Chairman in leading the Board of Directors and acting as a sounding board and source of advice for the Chairman.

The SID also has a role in supporting the Chairman as Chairman of the Council of Governors.

The SID should hold a meeting with the other Non-Executive Directors in the absence of the Chairman at least annually as part of the process of appraisal of the Chairman.

There may be other circumstances where such meetings are appropriate. For example, informing the re-appointment process for the Chairman, where Governors have expressed concern regarding the Chairman or whether the Board of Directors is experiencing a period of stress, as described below.

### The SID and the Council of Governors

While the Council of Governors, through the Nomination and Remuneration Committee of the Council of Governors, determines the process for the annual appraisal of the Chairman, the SID is responsible for carrying out the appraisal of the Chairman on its behalf as set out as best practice in the Monitor's Code of Governance.

The SID might also take responsibility for an orderly succession process for the Chairman role where a reappointment or a new appointment is necessary.

The SID should maintain regular contact with the Council of Governors and attend meetings of the Council of Governors to obtain a clear understanding of Governors' views on the key strategic and performance issues facing the Trust.

The SID should also be available to Governors as a source of advice and guidance in circumstances where it would not be appropriate to involve the Chairman; for example appraisal of the Chairman or setting the Chairman's objectives.

In rare cases where there are concerns about the performance of the Chairman the SID should provide support and guidance to the Council of Governors in seeking to resolve concerns or in the absence of a resolution in taking formal action. In such circumstances the SID should liaise with the Lead Governor.

### **The SID and the Board of Directors**

In circumstances where the Board of Directors may be undergoing a period of stress, the SID has a vital role in intervening to resolve significant issues of concern, for example; unresolved concerns on the part of the Council of Governors regarding the performance of the Chairman; where the relationship between the Chairman and the Chief Executive is either too close or not sufficiently harmonious, where the Trust's strategy is not supported by the whole Board of Directors or where key decisions are being made without reference to the Board Of Directors or where succession planning is being ignored.

In the circumstances outlined above, the SID will work with the Chairman, other Directors and/or Governors, to resolve such issues.

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