THE ROLE OF THE SENIOR INDEPENDENT DIRECTOR (SID)

The Senior Independent Director is a non-executive director appointed by the Board of Directors. The Senior Independent Director may be, but does not have to be, the Deputy Chair of the Board of Directors. The Senior Independent Director will be available to members of the Board and staff if they have concerns that contact through the usual channels of Chair, Chief Executive, Director of Finance and Company Secretary has failed to resolve or where it would be inappropriate to use such channels. In addition to the duties described her the SID has the same duties as the other Non-Executive Directors.

**THE SENIOR INDEPENDENT DIRECTOR, THE CHAIR AND NON-EXECUTIVE DIRECTORS**

The Senior Independent Director has a key role in supporting the Chair in leading the Board of Directors and acting as a sounding board and source of advice for the Chair.

The SID should hold a meeting with the other Non-Executive Directors in the absence of the Chair at least annually as part of the annually as part of the appraisal process. There may be other circumstances where such meetings are appropriate.

**THE SENIOR INDEPENDENT DIRECTOR AND THE BOARD**

In circumstances where the Board is undergoing a period of stress the SID has a vital role in the intervening to resolve issues of concern. These might include; where the relationship between the Chair and Chief Executive is either too close or not sufficiently harmonious, where the Trust’s strategy is not supported by the whole Board or where key decisions are being made without reference to the Board or where succession planning is being ignored.

In the circumstances outlined above, the SID will work with the Chair, other Directors to resolve significant issues. Boards of Directors need to have a clear understanding of when the SID might intervene.