

Senior Independent Director Role Description

The Senior Independent Director is a Non-Executive Director appointed by the Board of Directors in consultation with the Council of Governors to undertake the role described below.

The Senior Independent Director may be, but does not have to be the Trust Vice Chairman.

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

The Senior Independent Director should liaise with the Lead Governor (where one has been appointed) in the areas where their roles are complementary.

In addition to the duties described here, the Senior Independent Director has the same duties as the other Non-Executive Directors.

The Senior Independent Director, the Trust Chairman and Non-Executive Directors

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

The Senior Independent Director should hold a meeting with the other Non-Executive Directors in the absence of the Trust Chairman at least annually as part of the Trust Chairman's appraisal process.

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

The Senior Independent Director and the Council of Governors

While the Council of Governors determines the process for the annual appraisal of the Trust Chairman, the Senior Independent Director is responsible for carrying out the appraisal of the Trust Chairman on their behalf as set out as best practice in Monitor's Code of Governance.

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

The Senior Independent Director should maintain regular contact with the Council of Governors and attend meetings of the Council of Governors to obtain a clear

Author : Julie Hill, Trust Board Secretary Document Approved by: Brian Stables, Trust Chairman Agenda Item:11	Date: 02 October 2014 Version: 1.0 Page 1 of 2
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understanding of Governors' views on the key strategic and performance issues facing the NHS Foundation Trust.

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

In rare cases where there are concerns about the performance of the Trust Chairman, the Senior Independent Director 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. Where the NHS Foundation Trust has appointed a Lead Governor the Senior Independent Director should liaise with the Lead Governor in such circumstances.

The Senior Independent Director and the Board of Directors

In circumstances where the Board of Directors is undergoing a period of stress the Senior Independent Director has a vital role in intervening to resolve issues of concern. These might include unresolved concerns on the part of the Council of Governors regarding the Trust Chairman's performance; where the relationship between the Trust Chairman and Chief Executive is either too close or not sufficiently harmonious; where the trust's strategy is not supported by the whole Board of Directors; where key decisions are being made without reference to the board or where succession planning is being ignored.

In the circumstances outlined above the Senior Independent Director will work with the Trust Chairman, other Directors and/or Governors, to resolve significant issues.

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Author : Julie Hill, Trust Board Secretary Document Approved by: Brian Stables, Trust Chairman	Date: 02 October 2014 Version: 1.0
Agenda Item:11	Page 2 of 2