

ROLE DESCRIPTION

TITLE	Senior Independent Director
REPORTS TO	The SID seeks to be independent in all matters and does not have one route of reporting; this will depend on the nature of the matter
ACCOUNTABLE TO	Board of Directors
<p>1. JOB SUMMARY</p> <p>The Senior Independent Director (SID) will be a non-executive director (NED) with all the general duties of a NED in common with other NEDs, but with the enhanced duties of the SID as set out in section 4 below (the SID appointment will not attract any extra remuneration).</p> <p>In summary the SID will be available to directors, governors or members if they have concerns which have not or cannot be resolved through normal contact with the Chair of the Trust, the Chief Executive, or the Trust Board Secretary (Head of Corporate Governance), or where such contact is considered to be inappropriate.</p>	
<p>2. CRITERIA FOR ELIGIBILITY</p> <p>The SID is to be a NED who is appointed by the Board of Directors and who is considered to fulfil the criteria of ‘independent’ as set out by Monitor in the NHS Foundation Trust Code of Governance.</p> <p>The Chair of the Trust is not eligible to be the SID. The Deputy Chair whilst eligible to be the SID, cannot carry out this role when acting as Chair of the Trust, due to the need to be independent of the Chair role. The Senior Independent Director does not have to be the chair of the Audit and Assurance Committee.</p> <p>The Board of Directors will review the appointment normally every two years, and may re-appoint the incumbent SID or choose another person from amongst the independent non-executive directors as it sees fit. For clarity the appointment period for the SID will normally be two years unless there are operational reasons as to why the Board may wish to vary the term of appointment.</p>	

3. WORKING RELATIONSHIPS

The SID will be appointed by the Board of Directors. The Board of Directors should consult the Council of Governors in respect of the individual who is to be appointed.

The SID will have the normal working relationships of a NED, however with specific reference to the role of the SID the main working relationships will be with:

- Governors
- Members
- Directors (including NEDs)
- The Board of Directors
- The Council of Governors
- Chair of the Trust
- Head of Corporate Governance (acting as Trust Board Secretary)

4. PRINCIPLE DUTIES AND AREAS OF RESPONSIBILITY

In addition to the general duties of a NED, the SID will have the following specific duties:

- Be available to directors (executive and non-executive) if they have concerns about the performance of the Board or the welfare of the Trust, which contact through the normal channels of Chair of the Trust, the Chief Executive, or the Trust Board Secretary (Head of Corporate Governance) has failed to resolve or for which such contact is inappropriate
- Be available to governors and members if they have concerns about: the performance of the Board of Directors; the Trust's compliance with the terms of its licence or the welfare of the Trust; where contact through the normal channels of Chair of the Trust, the Chief Executive, or the Trust Board Secretary (Head of Corporate Governance), has failed to resolve or for which such contact is inappropriate
- Help resolve any disagreements that may arise between the Council of Governors and Board of Directors, in accordance with any procedures agreed by the Trust and set out in the Constitution
- Maintain sufficient dialogue with governors (including regularly attending Council of Governors' meetings) in order to develop a balanced understanding of their issues and concerns
- When appropriate ensure that the issues and concerns of members and governors are communicated to the other non-executive directors and, as necessary, the Board as a whole
- Carry out the annual appraisal of the Chair of the Trust and make a report to the Appointments and Remuneration Committee and the Council of Governors on the outcome

- Meet with the non-executive directors, in the absence of the Chair of the Trust, at least annually to discuss his/her performance as part of the annual appraisal process (or for any other reason which may require the NEDs to meet without the Chair of the Trust)
- Chair the Nominations Committee and the Appointments and Remuneration Committee when matters concerning the incumbent Chair of the Trust are being considered
- Support the Chair of the Trust in leading the Board of Directors, acting as a sounding board and source of advice for the chair.

5. TIME COMMITMENT

The Senior Independent Director should ensure they will have sufficient time to meet the rigours of the role and the additional responsibilities.

6. APPROVAL

This role description was approved by the Board of Directors at its meeting held on 30 May 2013.

Any subsequent changes to the role description will be agreed by the Board of Directors.