

Appendix 3

Senior Independent Director Responsibilities

- **Introduction**

In consultation with the council of governors, the board should appoint one of the independent non-executive directors to be the senior independent director to provide a sounding board for the chairperson and to serve as an intermediary for the other directors when necessary.

The senior independent director should be available to governors if they have concerns that contact through the normal channels of chairperson, chief executive, finance director or trust secretary has failed to resolve, or for which such contact is inappropriate. The senior independent director could be the deputy chairperson.

Led by the senior independent director, the non-executive directors should meet without the chairperson present, at least annually, to appraise the chairperson's performance, and on other such occasions as are deemed appropriate.

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 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 senior independent director also has a role in supporting the chair 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 chair at least annually as part of the appraisal process.

There may be other circumstances where such meetings are appropriate. Examples might include the appointment or re-appointment process for the chair, where governors have expressed concern regarding the chair or when the board 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 chair, the senior independent director is responsible for carrying out the appraisal of the chair on their behalf as set out as best practice in the code of governance.

The senior independent director might also take responsibility for an orderly succession process for the chair 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 understanding of governors' views on the key strategic and performance issues facing the 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 chair; chair's appraisal or setting the chair's objectives for example.

In rare cases where there are concerns about the performance of the chair, 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 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**

In circumstances where the board 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 chair's performance; 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; 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 chair, other directors and/or governors, to resolve significant issues. Boards of directors and councils of governors need to have a clear understanding of the circumstances when the senior independent director might intervene so that the senior independent director's intervention is not sought in respect of trivial or inappropriate matters.