

Role Description

Senior Independent Director

Summary

Role Title	Senior Independent Director (SID)
Accountable To	Board of Directors
Reporting To	The SID seeks to be independent in all matters and, as such, does not have one route of reporting; this will depend on the nature of the matter.
Role Summary	The 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 below. (NB: the SID appointment will not attract additional remuneration)

Responsibilities/Authority

Classification under Senior Management Regime	Senior Management Function SMF 14
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Criteria for Eligibility

The SID will be a NED who is appointed by the Board of Directors and who is considered to fulfil the criteria of 'independent'. For clarity, there are no specific qualifications required, apart from being a current NED of the Society.

The Chair of the Society is not eligible to be the SID. The Deputy Chair, whilst eligible to be the SID, cannot perform this role when deputising for the Chair of the Society, due to the need to be independent of the Chair role.

The Board of Directors will review the appointment annually 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 one year unless there are operational reasons as to why the Board may wish to vary the term of appointment.

Key Relationships

The SID will be appointed by the Board of Directors.

The SID will have the normal working relationships of a NED. However, with specific reference to the role of the SID itself, it is anticipated that the main working relationships will be with:

- Chair of the Society
- The Board of Directors, both Executive Directors and Non-Executive Directors
- Company Secretary
- Senior Society Management
- Members
- Auditors, both Internal and External Auditors
- Regulators

Principal Duties & 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: a) the performance of the Board of Directors; or b) the general well-being of the Society when contact through the normal channels of Chair of the Society, the Chief Executive, or the Director of Risk and Compliance has failed to resolve or for which such contact is not appropriate
- Be available to Members if they have concerns about: a) the performance of the Board of Directors; or b) the general well-being of the Society when contact through the normal channels of Chair of the Society, the Chief Executive, or the Director of Risk and Compliance, has failed to resolve or for which such contact is not appropriate
- Help resolve any disagreements that may arise between individual members of the Board of Directors
- Where there is a disagreement or dispute between the Chair and the Chief Executive, to intervene, seek to identify issues that have caused the situation to arise, and try to mediate and build a consensus
- When appropriate, ensure that the issues and concerns of Members are communicated to the other Non-Executive Directors and, as necessary, the Board as a whole
- Meet with the Non-Executive Directors, in the absence of the Chair of the Society, 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 Society being present)
- Carry out the annual appraisal of the Chair of the Society and make a report to the Chair of the Nominations Committee and the CEO
- Chair the Remuneration Committee and/or the Nominations Committee when matters concerning the incumbent Chair of the Society are being considered
- Support the Chair of the Society in leading the Board of Directors, acting as a sounding board and source of advice for the Chair.

Time Commitment

The SID should ensure they will have sufficient time to undertake and fulfil the duties and the additional responsibilities required.

The list above is not exhaustive and other duties may be required from time to time. In addition, there may be some variation and/or development of the above duties and responsibilities without changing the general nature of the post.

Amendments Summary:

Version Number	Date	Creator	Approved by the Board
1.0	07/03/2019	Neil Rosser	-
2.0	21/02/2023	Catherine Griffiths	23/02/2023