

ITEM: 12/019
Doc: 03

Meeting: Trust Board
Date: 22 February 2012

Title: **Appointment of Senior Independent Director**

Executive Summary: The appointment by the Board of a non-executive director of a Senior Independent Director is a requirement of the Monitor Code of Governance. A role profile is attached, detailing the additional duties, in relation to the Chairman's appraisal, and relationships with the Council of Governors.

Action: 1. To approve the role profile attached to this report
2. To appoint a non-executive director to the role

Report from: David Seabrooke, Interim Company Secretary

Compliance with statute, directions, policy, guidance

Lead: All directors

Reference:

Monitor Code of Governance

Compliance with Auditors' Local Evaluation standards (ALE)

Lead: Director of Finance

Reference:

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Senior Independent Director – Job Description

1. Eligibility

The Senior Independent Director (SID) is to be a non-executive director (NED) who is considered by the Board of Directors to fulfil the criteria of 'independence' set out by Monitor in the NHS Foundation Trust Code of Governance. The Chairman is not eligible. The Vice Chairman is eligible, except while acting as Chairman when the latter position is vacant.

2. Appointment and Accountability

The SID will have been appointed as a NED by the Trust in accordance with the Constitution. The SID will share the general duties of NEDs, and in respect of these duties will be subject to the normal reporting relationships of NEDs. The SID will have specific duties, defined below, in respect of which the SID will be accountable to the Board of Directors. The SID will be appointed by the Board of Directors, having consulted on its nominee with the Council of Governors. The Board of Directors will review the appointment periodically and may re-appoint or remove the SID from this position; otherwise the appointment of SID will lapse when the holder of this position ceases to hold the position of NED.

3. Specific Duties

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

- (a) To be available to Directors, Members or Governors if they have concerns which have not or cannot be resolved through contact with the Chairman, the Chief Executive, or for which such contact is inappropriate.
 - This will involve providing Members and Governors with a convenient means of making contact with the SID, and an obligation on the SID to respond to such contacts and to meet privately with Members or Governors if appropriate.
- (b) To attend sufficient meetings of Members and Governors to gain a balanced understanding of the issues which are important to them and any concerns they may have.
 - This should normally be accomplished by attending ordinary meetings of Members and Governors.
- (c) To ensure that the issues and concerns of Members and Governors are communicated to the other non-executive directors and, where appropriate, the board as a whole.
 - The responsibility for communicating the issues and concerns of Members and Governors does not rest exclusively with the SID. The role of the SID is to monitor the effectiveness of such communications and take action if necessary, in conjunction with the Trust Secretary.
- (d) To facilitate and oversee the performance evaluation of the Chairman, and to report on this to the Council of Governors.
 - This will involve leading an annual evaluation process in consultation with the NEDs, Governors and others as appropriate.