

BOARD OF DIRECTORS MEETING (Open)

Date: 10 October 2018

Item Ref: **16i**

TITLE OF PAPER	Appointment of Senior Independent Director (SID)
TO BE PRESENTED BY	Margaret Saunders, Director of Corporate Governance (Board Secretary)
ACTION REQUIRED	Note the role description and approve the appointment

OUTCOME	A new SID will be in place
TIMETABLE FOR DECISION	10 October 2018
BAF OBJECTIVE No AND TITLE	Strategic Aim: A4 Value for Money Strategic Objective: A4 01 Effective quality assurance and improvement will underpin all we do BAF Risk Number: A401 ii BAF Risk Description: Trust governance systems are not sufficiently embedded.
LINKS TO OTHER KEY REPORTS / DECISIONS	n/a
LINKS TO OTHER RELEVANT FRAMEWORKS, RISK, OUTCOMES ETC	SHSC Constitution paragraph 2.13 NHS Foundation Trust Code of Governance provision A.4.1
IMPLICATIONS FOR SERVICE DELIVERY AND FINANCIAL IMPACT	The SID is a requirement to ensure appropriate governance arrangements are in place for the Board and to allow effective functioning in the event of concerned raised between the governors and the Chair.
CONSIDERATION OF LEGAL ISSUES	n/a

Author of Report	Margaret Saunders
Designation	Director of Corporate Governance (Board Secretary)
Date of Report	5 October 2018

SUMMARY REPORT

Report to: Board of Directors

Subject: Appointment of a Senior Independent Director

From: Margaret Saunders, Director of Corporate Governance (Board Secretary)

Prepared by: Margaret Saunders, Director of Corporate Governance (Board Secretary)

1. Purpose

The purpose of this paper is to seek Board approval in accordance with Annex 8 of the [Trust's Constitution](#), Standing Orders of the Board of Directors, paragraph 2.13, the Board "shall appoint one of the Non-Executive Directors (NED) to be the Senior Independent Director (SID), in consultation with the Council of Governors (CoG)".

2. Summary

The role of SID has been held by Mr Richard Mills, Non-Executive Director (NED) since 11 April 2018 on an interim basis and was noted by the Council of Governors (CoG) at the meeting of 26 April 2018.

Following Mr Mills' interim appointment, the Chair took the opportunity to review NED skills. As a result of the review and having consulted with the Nominations and Remuneration Committee (NRC) of the CoG on 5 October 2018 the Chair is recommending to Board the appointment of Sandie Keene as SID for the duration of her term of office, the role profile is attached at appendix A.

3. Next Steps

Provided the Board agree to the appointment of Ms Keene as SID, the Council of Governors will be informed of the decision at its meeting of 18 October 2018 following which the appointment of Ms Keene will be formalised.

4. Required Actions

The Board is asked to approve the appointment of Ms Keene as SID for the duration of her term of office.

5. Monitoring Arrangements

It is the responsibility of the Director of Corporate Governance (Board Secretary) to ensure that the Trust is fully compliant with the Code of Governance and Trust Constitution.

6. Contact Details

For further information, please contact:

Margaret Saunders

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Senior Independent Director Role Description

The senior independent director is a non-executive director appointed by the board of directors as a whole 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 deputy chair of the board of directors.

The senior independent director will be available to members of the foundation trust and to governors if they have concerns which contact through the usual channels of chair, chief executive, finance director and company 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 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 informing the 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.