

**SENIOR INDEPENDENT DIRECTOR (SID)
 TERMS OF REFERENCE**

Purpose

The Senior Independent Director (SID) is available to the Society's Members if they have concerns regarding their membership of the Society where contact through the normal channels of either Board Chair or Executive Directors has failed to resolve the matter or for which it is considered inappropriate. The SID is responsible for carrying out the annual appraisal of the Board Chair.

Constitution

In accordance with Rule A4.1 of the UK Corporate Governance Code, the Board will appoint one of the independent Non-Executive Directors to be the SID.

Appointment

The Board is responsible for the appointment of the SID.
 The SID is appointed for a period as defined by the Board but may step down at any time.

Duties

Member Matters

- Act as the Society's Senior Independent Director.
- Act as the main point of contact for the Society's Members if they have concerns which the normal channels of communication with the Chair, Chief Executive or other Executive Directors has failed to resolve or for which such contact is inappropriate.

Board Chair Matters

- Act as a sounding board for the Chair and Chief Executive on Board and Member matters.
- Conduct the Chair's annual performance appraisal, taking account of the views of the Non-Executive Directors and Executive Directors.
- Be the focal point for Board members for any concerns regarding the Chair, or the relationship between the Chair and the Chief Executive.
- Conduct an annual meeting of the Non-Executive Directors, without the chair present, to appraise the Chair's performance.

Full Board Matters

- Act as a trusted intermediary for Non-Executive Directors where this is required to help them to challenge and contribute effectively to the success of the Society.
- Take the initiative in discussions with the Chair or other board members if it should seem that the Board is not functioning effectively.
- To take responsibility for an orderly succession process for the Board Chair by leading the Nominations & Remuneration Committee panel and relaying the recommendation back to the full Nominations & Remuneration Committee and Board.

Reports Received

Board Chair's annual performance appraisal