

Responsibilities of the Senior Independent Director (SID)

Purpose of role	<p>To:</p> <ul style="list-style-type: none"> act as a sounding board for the Chair, providing them with support in the delivery of their objectives; act as an intermediary for other Directors and shareholder/investors as necessary; lead the evaluation of the chair on behalf of the other directors.
Responsibilities	
<p>UK Corporate Governance Code</p> <p>Provision 12. <i>The board should appoint one of the independent non-executive directors to be the senior independent director to provide a sounding board for the chair and serve as an intermediary for the other directors and shareholders. Led by the senior independent director, the non-executive directors should meet without the chair present at least annually to appraise the chair's performance, and on other occasions as necessary.</i></p> <p>Key Responsibilities</p> <p>To:</p> <ul style="list-style-type: none"> • provide the Chair with additional support and counsel; • lead the independent non-executive directors (INEDs), in meetings without the Chair present, to enable the INEDs to relay to the SID any issues, concerns or observations they may have; • when called upon, meet shareholder/investors in order to develop a balanced understanding of their views; • meet with the INEDs from time to time as the SID may deem appropriate; • be available to the shareholder/investors if they have concerns that contact through the normal channels of Chair, Chief Executive Officer (CEO) or other Directors has failed to resolve or for which such contact is inappropriate, and to relay those concerns to the INEDs; • lead all the non-executive directors in the oversight of the Chair, leading the process that evaluates the performance of the Chair; • provide support to the Chair in their role leading the annual evaluation of the Board; • play a leading role in the planning for the orderly succession process for the Chair, working closely with the Remuneration and Nomination Committee; • work with the Chair, other Directors, and/or shareholders/investors, to resolve significant issues when the Board or Company is undergoing a period of stress. The SID may intervene where: <ul style="list-style-type: none"> ○ there is a dispute between the Chair and CEO or alternatively where the relationship between the Chair and CEO is particularly close; ○ INEDs and/or the shareholder/investors have expressed concerns which are not being addressed by the Chair or CEO; ○ the strategy is not supported by the entire Board; ○ decisions are being made without the approval of the full Board; or otherwise as requested by the Chair, INEDs or shareholder/investors; • ensure there is a clear division of responsibility between the Chair and CEO; • monitor the Board's size and composition, bring any issues with this that they notice to the attention of the Chair and/or the Remuneration and Nomination Committee chair and work with them to rectify those issues; • deputise for the Chair if they are unavailable for a meeting; • be an additional point of the contact for the RoSH and (where relevant) other regulators where required; and • be an additional confidential point of contact for concerns raised through the organisation's whistleblowing process. 	

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