

Senior Independent Director and Vice Chair Role Profile

Overall Responsibilities

Chair of the Board

- Deputises for the Chair of the Board in their absence on any Board or other Committee meetings of which they are chair.
- Chairs the Board Governance and Nominations Committee when it is considering the succession to the role of Chair of the Board.
- Acts as Chair if required in an emergency on a temporary basis.
- Undertakes the personal review of the Chair as part of the annual review of the Non-Executive Directors.
- Provides support and guidance to the Chair.

Board and Directors

- Takes the initiative if required in order to maintain Board stability should circumstances arise that result in stresses in the proper functioning of the Board, working with the Chair and / or other Directors as appropriate. For example if:
 - there is a dispute between the Chair and Chief Executive Officer (CEO);
 - other Directors or members have expressed concerns that are not being addressed by the Chair or the CEO;
 - decisions are being made by the Chair and CEO without the required approval of the full Board or appropriate Committee; or
 - succession planning is not being addressed.

Stakeholders

- Available to the Board's key stakeholders if they have concerns which contact through the normal channels has failed to resolve or is inappropriate and support overall stakeholder engagement to ensure it remains effective.

Workforce Engagement

- Assist the Board in understanding the views of the workforce to enable them to be considered in Board discussions and decision making.
- Monitor the effectiveness of the processes put in place to ensure the Board maintains an understanding of the views of the Society's workforce, including current sentiment and culture.
- Review and challenge where necessary the extent to which the views of the workforce are appropriately raised in Board discussions.