

Title Senior Independent Director

Responsible To The Board of Directors, via the Chair of the Board

Key Relationships All Directors of the Board and the Chair of the Board

Purpose of Role

The Senior Independent Director:

- Leading the assessment of the Chair of the Board
- Provides a sounding board for the Chair of the Board and serve as an intermediary for the other Directors when necessary
- Supports the smooth running of the Society by providing its Members, Board of Directors and Colleagues with an independent conduit for their opinions when normal channels have failed to resolve or for which such contact is inappropriate.
- To act as Whistleblowing Champion

Senior Management Function Conduct Rules:

This role is a Senior Management Function. The Incumbent is therefore required to:

- 1 - act with integrity;
- 2 - act with due skill, care and diligence;
- 3 - be open and cooperative with all regulators;
- 4 - pay due regard to the interests of customers and treat them fairly;
- 5 - observe proper standards of market conduct;
- 6 - take reasonable steps to ensure the business of the firm for which you are responsible is controlled effectively;
- 7 - take reasonable steps to ensure the business of the firm for which you are responsible complies with the relevant requirements and standards of the Regulatory system ;
- 8 - take reasonable steps to ensure any delegation of your responsibilities is to an appropriate person and that you oversee the discharge of the delegated responsibility effectively;
- 9 - disclose appropriately any information of which the FCA or PRA would reasonably expect notice.

(Part of each appraisal will consider any evidence of compliance with or failure to comply with these Conduct Rules)

Tasks and Responsibilities

The Senior Independent Director (SID) has three areas of primary responsibility:

To the Board

The SID supports the Chair of the Board by providing counsel on issues regarding the effectiveness of the Board and in its interpretation of governance standards.

Led by the SID, the NEDs should meet without the Chair present, at least annually, to appraise the Chair's performance, and on other occasions as necessary.

To Colleagues

The SID is available to all colleagues as described in the formal whistleblowing processes.

To Society Members

The SID is available to Members if they have concerns which contact through the normal channels of the Chair, Chief Executive or Chief Financial Officer has failed to resolve or for which such contact is inappropriate.