



Title	Terms of Reference: Senior Independent Director			Paper Ref	PB.121 3.06.2
PURPOSE (X)		Information		Strategic Objective	Business Plan Objective
Approval	x	Decision	x		
Assurance		Discussion		Always Learning	All
Purpose of the paper	The purpose of this paper is to enable the Board to have sufficient information on which to base a decision as to the terms of reference for role of Senior Independent Director.				
Recommendation	The Board is asked to approve the recommendations for the Terms of Reference of the Senior Independent Director (at 4.).				
Author	Anne Allen	Accountable Director:		Anne Allen Director of Corporate Affairs and Trust Secretary	
RISK ASSESSMENT				Yes	No
Changes to the Corporate Risk Register and/or Board Assurance Framework					No
Resource Implications					No
Legal implications					No
ASSURANCE/COMPLIANCE					
CQC Registration Outcome(s)	Auditors' Local Evaluation		NHSLA Risk Management Standards for Ambulance Trusts		

1. PURPOSE/AIM

The purpose of this paper is to enable the Board to have sufficient information on which to base a decision as to the Terms of Reference for the role of the Senior Independent Director.

2. BACKGROUND/CONTEXT

This paper builds upon that presented at a Trust Board Meeting on 22 November 2011 by the Chairman, where the role of the Senior Independent Director was considered and agreed in the context of:

Senior Independent Director

2.1 Monitor, the independent regulator of NHS Foundation Trusts, has drawn on practice in the private sector and, based on the Combined Code for Corporate Governance, produced the NHS Foundation Trust Code of Governance. Foundation Trusts are required to report against this Code each year in their annual report on the basis of either compliance with the Code's provisions or an explanation where they do not. YAS, in preparing to become a Foundation Trust, will need to review the Code and assess such compliance or consider why it chooses to derogate from the Code.

Code provision A.3.3 - The board of directors should appoint one of the independent Non-Executive Directors to be the senior independent director, in consultation with the board of governors. The senior independent director should be available to members and governors if they have concerns which contact through the normal channels of chairman, chief executive or finance director has failed to resolve or for which such contact is inappropriate. The senior independent director could be the deputy chairman.

2.2 The practice of appointing a Senior Independent Director (SID) is not mandatory (Monitor¹) but is considered 'good practice'.

2.3 Any appointment to Senior Independent Director would need to be approved by the Council of Governors on FT authorisation.

¹ Independent regulator of NHS Foundation Trusts. The Monitor Code of Governance is not mandatory for Foundation Trusts but FTs are encouraged to consider its guidance on a 'comply or explain basis'.

3. PROPOSALS/NEXT STEPS

Nina Wrightson, OBE retired as a Non-Executive Director and as the Senior Independent Director of the Trust, on 31 March 2012.

Before the appointment of a successor to the role of Senior Independent Director and in preparation for our Foundation Trust application, it is timely to formalise the terms of reference for the role.

4. RECOMMENDATIONS

It is recommended that the Terms of Reference of the Senior Independent Director should be to:

- a) Lead a meeting of the Non-Executive Directors, without the Chairman present, at least annually, to appraise the Chairman's performance (taking into account the views of the Executive Directors).
- b) Make her/himself available for confidential discussions with other Non-Executive Directors who may have concerns which they believe have not been properly considered by the Board as a whole.
- c) Act as a point of contact for members of the public and other stakeholders with concerns which contact through the normal channels has failed to resolve or for which such contact is inappropriate.

5. APPENDICES/BACKGROUND INFORMATION

- 1) Monitor Guidance for the Job Description for Foundation Trust Non-Executives.
- 2) YAS Trust Board Meeting in Public, 22 November 2011.