

**WILTSHIRE FRIENDLY SOCIETY LIMITED
TERMS OF REFERENCE**

Role Senior Independent Director (Senior Independent Board Member)

Responsibility To The Board of Management

Key Objectives	<ol style="list-style-type: none"> 1. To be an independent contact for Society Members and other clients who are dissatisfied with any aspect of the Society's corporate performance. 2. To be responsible for ensuring promotion of Society Member engagement initiatives and providing high level support of such initiatives. 3. To provide high level scrutiny of good conduct within the Society. 4. To provide support to the Chair and Vice Chair in the delivery of their objectives. 5. To ensure that the views of Non-executive Board members are conveyed to the Chair.
Decision Making and Resources	<ol style="list-style-type: none"> 1. To ensure the Board is appropriately informed about all relevant aspects of activities relating to the objectives and to ensure when appropriate, that Board decision and authority is sought in a timely manner and subsequently implemented. 2. To ensure that all regular Society Member engagement and periodic initiatives are appropriately and adequately resourced.
Principal Duties	<ol style="list-style-type: none"> 1. To be available to Society Members and other clients to address any issues and concerns which they might have or perceive. 2. To attend sufficient meetings with Society Members to obtain a balanced understanding of their issues and concerns. 3. To observe and assess the Society's application of good conduct across the business and to provide guidance and support as required. 4. To be available to other Non-executive Board members to address any issues/concerns which have not been dealt with through the normal channels of communication. 5. To act as a sounding board for the Chair and Chief Executive on Board of Management and Society Member matters. 6. To conduct, together with the Society Vice Chair, the Chair's annual performance appraisal in taking account of the views of the Non-executive Board members and Executive Directors. 7. To lead a meeting of the Non-executive Board members without the Chair present at least annually to appraise the Chair's performance (taking into account the views of the executive) and on such other occasions as are deemed appropriate.
Review Of This Terms of Reference	<ol style="list-style-type: none"> 1. This document will be approved on a triennial basis (or more frequently as necessary) by the Staffing, Salaries & Nominations Committee. 2. This document will be reviewed on an annual basis by the Chief Executive and Governance and Compliance Manager with reporting by exception to the Staffing, Salaries & Nominations Committee.