



THE ROLE OF THE SENIOR INDEPENDENT MEMBER

The Senior Independent Member is appointed by the Board as a whole to provide advice and guidance to the Board Chair, as required and on its members' behalf, in order to support good standards of corporate governance and the maintenance of collective responsibility. Situations in which that advice and guidance may be required include

- a) Leading the annual appraisal of the Board Chair, alone or in conjunction with the Vice Chair, including ensuring
 - i. All board members have an opportunity to express their views on the Chair's performance over the last year and areas for development over the coming 12 months
 - ii. The Chair is given the opportunity to understand and discuss the collective views with the SIM
 - iii. An annual development plan is agreed with the Chair and the SIM ensures the board is informed of its content
 - iv. If required, the SIM facilitates the provision of information from the appraisal process to the Chair's appointing body (Scottish Government or the Regional Strategic Body)
- b) Intervening with the Chair, on behalf of the Board, if board members, the board secretary or senior staff are concerned that the Chair's actions are undermining good standards of corporate governance and the maintenance of collective responsibility, including if the Chair
 - i. Is unable to fulfil the responsibilities set out in the letter of appointment
 - ii. Fails to make pertinent information available to the Board as a whole
 - iii. Undermines the collective responsibility of the Board as a whole
 - iv. Acts in a manner which brings the Board into disrepute, including failing to address personal conflicts of interest
 - v. Is unable to work with the Principal to ensure that the staff of the organisation provide the Board with the service required, including adequate sources of information and assurance and delivery of performance
- c) Acting as a sounding board for the Chair in pursuit of good standards of corporate governance and collective responsibility.

Should a SIM ever have serious concerns about the propriety, regularity or governance of the college, and these cannot be resolved satisfactorily with the Chair, they should inform the Scottish Funding Council or, in the case of an assigned college, the relevant Regional Strategic Body.