

## **TRAFFORD LEISURE**

### **Senior Independent Director (Deputy Chair)**

The role of Senior Independent Director (SID) was introduced by the Trafford Leisure Board at its Board meeting on (date to be added). The current SID is Eamonn O'Rourke. An outline of the duties are as follows:

The SID, in common with all Non-Executive Directors, has the same general legal responsibilities to Trafford Leisure as any other Non- Executive Director. The Board is collectively responsible for promoting the success of Trafford Leisure by directing the Company's affairs.

The Senior Independent Director is responsible for:

#### **1. Meetings**

- Chairing board and general meetings in the absence of the Chair.
- Promoting the highest standards of corporate governance.

#### **2. Directors**

- Providing a sounding board for the Chair and to serve as an intermediary for the other directors when necessary.
- Leading the search for a new Chair, if necessary, with assistance and input from the Chief Executive and members of the People, Nomination & Remuneration Committee.
- Monitor the relationship between the Chair and the Chief Executive, to ensure that it is a well-functioning working relationship.

#### **3. Induction, development, and performance evaluation**

- Leading the assessment of the Chair's performance (annually), to be undertaken in conjunction with the non-executive directors, and in consultation with the executive directors.
- Co-ordinating the removal of the Chair if necessary, following assessment of his/her/there performance, to be undertaken in conjunction with the non-executive directors and in consultation with the executive directors.

#### **4. Relations with shareholders and stakeholders**

- Ensuring sufficient contact with shareholders and stakeholders, to understand their issues and concerns, or if they have reason for concern which contact through the normal channels of Chair, Chief Executive or Finance Director has failed to resolve or for which contact is inappropriate.

#### **The duties which derive from these responsibilities include:**

- Acting as an independent counterbalance to the Chair.
- Upholding the highest standards of integrity and probity.

- Promoting effective relationships and open communication between executive and nonexecutive directors both inside and outside the boardroom, ensuring an appropriate balance of skills and personalities.
- Contributing to good relationships and functions of the board in normal times, but in periods of stress assisting in facilitation of resolution of any situation