

Role Profile - Vice Chairman and Senior Independent Director

Overall Responsibility

In addition to the Non-Executive Directors' Accountabilities and Responsibilities, the Vice Chairman, acting as the Society's Senior Independent Director, shall have the following responsibilities to:

- Be a member of the Chairman's Committee and the Board Governance and Nominations Committee.
- Deputise for the Chairman in his absence on any Board or other Committee meeting which is chaired by the Chairman.
- Take over the role of Chairman in an emergency on a temporary basis.
- Undertake the personal review of the Chairman as part of the annual review of the Non-Executive Directors.
- Provide support and guidance to the Chairman.
- Be ready to intervene and work with the Chairman (and other Directors as appropriate) in order to maintain Board stability should circumstances arise that result in stresses in the proper functioning of the Board. For example if:
 - there is a dispute between the Chairman and Chief Executive Officer (CEO);
 - other Directors or members have expressed concerns that are not being addressed by the Chairman or the CEO;
 - decisions are being made by the Chairman and CEO without the required approval of the full Board or appropriate Committee; or
 - succession planning is not being addressed.
- Be available to the Board's key stakeholders if they have concerns which contact through the normal channels has failed to resolve or is inappropriate and support overall stakeholder engagement to ensure it remains effective.