



The Diocese of  
**Southwark**

# Handbook of Governance

Synodical Triennium 2018 /2021 Edition V1 - 05 Jul 19

John 10:10, 'I came that they might have life, and life in abundance'

Walking | Welcoming | Growing

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## BACKGROUND TO THE HANDBOOK 2019/21 Triennium

In July 2015, the Diocesan Synod of the Diocese of Southwark approved a report, The Fit for Purpose Report, which made detailed proposals to unify and simplify Diocesan governance and administration in support of mission. Synod directed its implementation. During 2018, the initial implementation was reviewed and found by Trustees and Synod to be, as the original report intended, fit for purpose.

The Fit for Purpose Report, which was adopted by Synod in 2015, was used as the draft handbook during the initial implementation phase in the synodical triennium 2015/2018, during which time a number of key tasks instructed by Synod were undertaken, including the amendments of the Articles of Association. During this time, it has been finalised into this edition as implementation took place and forms and terms of reference were implemented. Those familiar with the Fit for Purpose Report will see that it is an updated version of that report, with appropriate appendices and further clarification that has resulted from queries as they have occurred during the last three years, reflecting the implementation. It will be made available online on the website for the triennium.

This version will serve as the handbook for the triennium 2018/21 and further changes will be minimal for 2021/2024. But nevertheless, the Diocesan Secretary will review and propose any changes for trustees to consider before the DCT triennium ends in October 2021.

A diocese is both an administrative unit and a pastoral body, under the pastoral, missionary and spiritual care of its bishop, through which ‘the members may have the same care for one another’ as Christ has for us. We belong to the body of Christ, we are members of one another and we seek each others’ flourishing.

In this context, we seek to discern the activity of the Spirit in the places of our Diocese and to formulate our strategies in that activity’s light. The theological intent of policy is then to enable, and to draw others into, the living of Christ-like lives.

The following summary highlights the main features of the implementation during the triennium 2015/2018.

The creation of an umbrella Diocesan Council of Trustees. All members now have trustee responsibilities and are simultaneously:

- a. members of the Bishop’s Council
- b. members, Directors and Trustees of the Diocesan Board of Finance
- c. members of the Diocesan Parsonages Board
- d. members of the Diocesan Mission and Pastoral Committee.

This structure is represented in Appendix A. (Since 2015, changes include the Diocesan Minority Ethnic Affairs Committee of the Bishop’s Council which has been added to the formal structure).

This has unified meetings that used to deal with policy and with finance separately, ensuring that areas of large expenditure and decisions about priorities are fully integrated. We also enable policy and finance decisions to sit alongside considerations

about the shape of mission on the ground (pastoral reorganisation, Bishop's Mission Orders) and the presence of clergy in parishes (with parsonages) to support and enable mission.

The Articles of Association of the South London Church Fund and Southwark Diocesan Board of Finance were revised and adopted in May 2017, at Appendix B. The accompanying Memorandum of Understanding was also adopted in May 2017 and is at Appendix C.

**1. The creation of a much smaller sub-committee structure, a consequent reduction in the number of subsidiary meetings and in the hours of staff time needed to service these:**

The Diocesan Council of Trustees (DCT) has two sub-committees: Audit and Governance, now Audit and Risk (from October 2018) and Policy and Finance. Policy and Finance is the standing committee of the DCT. The Policy and Finance committee has two sub-committees: Investment and Remuneration. These changes ended the practice of Diocesan Heads of Department being managed by committees. The Brief for Chairs of the DCT and Committees is at Appendix D. It increases accountability as all Heads of Department, who are Diocesan employees, report directly to the Diocesan Secretary who reports to the Bishop of Southwark. Heads of Department who are clergy office holders have dual accountabilities to both the Bishop of Southwark and to the Diocesan Secretary. The organisation chart of the Diocese of Southwark is at Appendix E.

**2. A change of culture and behaviour:**

Members of new committees need to appreciate and take seriously an outward facing, ambassadorial role within the Diocese to ensure that parishes and deaneries feel engaged with the activities of the Diocesan and area offices and the service they offer the churches. To speak of membership reminds us that we are the body of Christ and members of that body (I Cor 12:27), in order that our contribution may be for the building up of the body of Christ (Ephesians 4: 13).

The connection between the Diocesan Council of Trustees and the deaneries is represented through elections to the Diocesan Synod, by and largely from which the members of the Diocesan Council of Trustees are elected. Role descriptions for trustees have been developed. The Model rules for Deaneries is at Appendix F.

**3. The adoption of principles of good diocesan governance:**

The so-called Nolan principles of the Seven Standards of Public Life inform the principles of Good Governance, and the Code of Conduct for trustees is at Appendix G. In order to have the most effective governance body possible, the Diocese asks potential trustees to complete a skills audit. An example is shown at Appendix H. Synod members and Trustees are also asked to complete the Demographic data form which enables the Diocese to try and ensure that its leadership represents the diversity of the communities it serves, see appendix I. There are a number of external guides on governance. As the Diocese of Southwark is one of the largest charities, the Charity Governance Code for larger charities is useful, see appendix J. However the Church of England is a complex structure with its own legal instruments known as the Ecclesiastical measures and these are referred to in the appropriate Diocesan bodies and committees.

The Southwark Governance Principles are:

1. **Christian values:** Trustees will seek to model and espouse Christlikeness and service. They will be people of prayer. They will be committed to supporting approved Diocesan strategy for the furtherance of the mission of the Diocese of Southwark;
2. **Selflessness:** Trustees should act solely in terms of the interests of the Church as the Body of Christ, the Diocese and the wider public. They should not do so in order to gain financial or other benefits for themselves, their family or their friends. They should take seriously their role as representatives, bringing parish views to meetings and reporting back to their electorate;
3. **Integrity:** Trustees should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties;
4. **Objectivity:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit;
5. **Accountability:** Trustees are accountable for their decisions and actions and must submit themselves to whatever scrutiny is appropriate to their office;
6. **Openness:** Trustees should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands it;
7. **Honesty:** Trustees have a duty to declare any private interests relating to their charitable, synodical or company duties and to take steps to resolve any conflicts arising in a way that protects the interest of the Diocese of Southwark, the wider Church and society;
8. **Leadership:** Holders of public office should promote and support these principles by leadership and example.

Diocesan governance should support Diocesan mission. The Diocese of Southwark is committed to Southwark Vision, which is communicated as Walking, Welcoming, Growing and a summary is at Appendix K

#### 4. The introduction of fixed terms of service for elected and nominated members of the proposed Diocesan Council of Trustees and its associated governance bodies:

This is to ensure that new people with different skills and fresh eyes are regularly brought into the governance structures, as well as a pool of experienced people remaining to offer continuity and perhaps to offer mentoring and other support.

The maximum term of service will be three consecutive terms of three years, after which members will cease to be eligible for election or nomination for one term of three years. The norm is likely to be two consecutive terms of three years service unless there are exceptional reasons why a member should stand for a consecutive third term. Members may resign at any time. Fixed terms of service are not here proposed for Diocesan or Deanery Synods.

The elections take place at the outset of each of the three year 'triennium' of Synod and current holders of office continue in place between the ending of one Synod triennium and the start of the next, that is until these elections have taken place.

## 5. The development of new practices to enhance work:

These include the provision of the role descriptions and also training, induction and development opportunities for Synod members, trustees and chairs of constituent bodies and committees, and their members. These are designed to ensure that electors and candidates alike are aware of the significant responsibilities both of Synod members and those who stand for election as trustees.

They also underline the duty of those elected to communicate with those who elect them, either the members of their own deanery or a deanery to which they are asked to relate for this purpose.

### A Framework for Governance

Diocesan Synod is the overarching governance body, but it is through the Diocesan Council of Trustees that the compliance with charity law, financial reporting regulations, and relevant company legislation is ensured. In the pages below, the headings of Purpose, Procedure, Membership and Legalities structure the description of the following bodies of Diocesan governance:

- The Diocesan Council of Trustees
  - The Bishop's Council*
  - The Diocesan Board of Finance*
  - The Diocesan Mission and Pastoral Committee*
  - The Diocesan Parsonages Board*
- The Policy and Finance Committee (standing committee of the DCT)
- The Audit and Risk Committee
- The Investment (Sub) Committee
- The Remuneration (sub) Committee

Following the 2018 review of the implementation of the governance changes approved in 2015, there were a few changes. For example, Trustees reserve ongoing governance issues to themselves now that the implementation of Fit for Purpose has taken place and the Audit Committee is to become Audit & Risk, from Audit and Governance, reflecting developments also in the legal reporting requirements of charities.

In order to assist trustees and committee members, a list of acronyms is at Appendix L.

## DIOCESAN SYNOD

The Standing Orders and Constitution of Diocesan Synod are at Appendix M . Electing members of Diocesan Synod for their qualities and potential contribution, including because some are skilled for service as Diocesan Council of Trustees members, can improve communication concerning governance. Such an informed process offers transparency and enables those voting to know more about their fellow-Christians. The composition of local government bodies suggests that majority ethnic and BAME candidates alike come through such a process.

Enhancing the role of Diocesan Synod brings theological as well as practical benefits. The skills that Synod members bring are the honing and developing of God-given gifts offered in the Church's service. It is important that we continue to think theologically along these lines as we go forward: to enhance Diocesan Synod, to ensure the membership and the qualities needed for good governance and to reflect on our own participation.

### Purpose

Diocesan Synod is our primary elected, representative body and brings people together from across the Diocese. It considers resources, holds vision, drives mission, sets strategy and shapes priorities. It may respond to questions put to it by the General Synod. It is an advisory and deliberative body. It is not an executive body.

If the Diocesan Synod is carrying out its primary purpose, it debates the vision and sets the strategy and priorities, which the Diocesan Council of Trustees will take further. Diocesan Synod considers the Diocesan budget, which does not become the budget without Synod's acceptance; it receives and adopts the Diocesan accounts. The Synod responds to inquiries from General Synod and conducts debates on matters requested by General Synod. A self-review question for Diocesan Synod could be, 'How far are our debates mission focused?'

Members of Diocesan Synod elect some of their number to the constituent bodies of the Diocesan Council of Trustees. In this way, and in accordance with the Diocesan Boards of Finance Measure, 1925:

- three quarters of the membership of the Diocesan Council of Trustees (Diocesan Board of Finance) are elected by the Diocesan Synod
- of that three quarters so elected, two thirds are also members of the Diocesan Synod.

Diocesan Synod is therefore the electing body of the Bishop's Council, the Diocesan Board of Finance, the Diocesan Mission and Pastoral Committee and the Diocesan Parsonages Board.

Members of Diocesan Synod embrace the role of providing effective reporting back to and from parishes and deaneries. As many members as possible bring the qualities required for trusteeship, as well as for discerning vision and debating strategy. Such qualities include the ability to ask questions for clarification and information, as well as to draw on a diversity of understanding of church and Diocesan life. The mission of the Diocese is on their hearts as they offer themselves for service.



## Membership

Members of Diocesan Synod are elected by members of Deanery Synods every three years as follows:

- Annual Parochial Church Meetings (APCMs) elect PCC members
- APCMs elect members of Deanery Synod every three years. Those members become ex officio members of PCCs to create channels of communication between parish and Deanery
- Deanery Synods elect the members of the Diocesan Synod, also every three years. Those members become ex officio members of Deanery Synods - again, to enable communication.

The number of representatives to each Deanery Synod increases with the size of the parish electoral roll. Similarly, the number of members each Deanery elects to the Diocesan Synod is in proportion to the electoral roll numbers of the parishes in the Deanery.

Any priest or deacon who is a member of Deanery Synod may be elected to Diocesan Synod. Any lay person who is an actual communicant of sixteen years or upwards and whose name is entered on the roll of any parish in the Deanery, may be elected to the Diocesan Synod.

Lay representatives to the Diocesan Synod do not have to be members of the Deanery Synod but become ex officio members of Deanery Synod by election to Diocesan Synod. Members remain members for three years unless resigning. There is no limit to the number of terms which can be served.

The Diocesan Synod also has ex officio members and total membership is of up to 199 people of whom about half must be clergy and about half lay.

The Diocesan Synod consists of a House of Bishops, a House of Clergy and a House of Laity. The composition of each is set out below:

### House of Bishops

Bishop of Southwark (President of Synod), Area Bishops (4)

### House of Clergy

*ex-officio:* the Dean (1), the Archdeacons (6), the clergy on General Synod (7); other members of the House of Clergy of General Synod who reside in the Diocese (0).

*elected:* clergy - one per six clergy members of Deanery Synod elected by Deanery Synod (73)

*co-opted:* up to five clergy members co-opted by the House of Clergy (5)

*nominated:* up to five clergy members nominated by the Diocesan Bishop (5)



**House of Laity**

- ex-officio*: the chancellor (1), the chair of the Diocesan Board of Finance (1), the chair of the Diocesan Advisory Committee (1), the members elected from the Diocese to the House of Laity of the General Synod (7); *ex-officio* or co-opted members of the House of Laity of General Synod (0)
- elected*: one per 500 members on the total electoral rolls of the parishes of the Deanery elected from and by Deanery Synods (78);
- co-opted*: up to five lay members co-opted by the House of Laity (5)
- nominated*: up to five lay members nominated by the Diocesan bishop (5)

The Diocesan Secretary is the secretary to the Diocesan Synod.

Other senior officers and Heads of Department are usually in attendance. The organisation chart of those likely to be in attendance at Synod is at Appendix E.

**Legalities**

The Synodical Government Measure, 1969, Section 4, says that the functions of the Diocesan Synod shall be:

1. to consider matters concerning the Church of England and to make provision for such matters in relation to their diocese, and to consider and express their opinion on any other matters of religious or public interest
2. to advise the bishop on any matters on which he may consult the Synod
3. to consider and express their opinion on any matters referred to them by the General Synod, and in particular to approve or disapprove provisions referred to them by the General Synod under Article 8 of the Constitution
4. to consider proposals for the annual budget for the Diocese and to approve or disapprove them
5. to consider the annual accounts of the Diocesan Board of Finance of the Diocese.

Provided that the functions referred to in paragraph (a) hereof shall not include the issue of any statement purporting to declare the doctrine of the Church on any question.

Section 4(3) of the 1969 Measure states that *“it shall be the duty of the bishop to consult with the Diocesan Synod on matters of general concern and importance to the diocese.”*

The Church Representation Rules (2011), rule 30, defines the membership.

## THE DIOCESAN COUNCIL OF TRUSTEES

### Purpose

The Diocesan Council of Trustees holds, through its four constituent bodies, responsibility for the policy, financial and pastoral decisions necessary to implement the vision and strategy of Diocesan Synod. At the Diocesan peer review in 2017, there was a positive comment about the revised governance arrangements in bringing together policy and finance with coterminous membership. See Appendix N.

The four constituent bodies of the Diocesan Council of Trustees are:

- the Bishop's Council
- the Diocesan Board of Finance
- the Diocesan Mission and Pastoral Committee
- the Diocesan Parsonages Board.

These remain legally distinct bodies with identical membership. Their meetings are normally distinct within the agenda of the Diocesan Council of Trustees but not held on separate occasions as membership is coterminous. Synod directs the DCT through the Bishop's Council constituent body.

All members, whether elected or nominated, of the Diocesan Council of Trustees are full voting members of all its constituent bodies. They engage in debate and decision from the perspective of all these bodies.

As members of the Diocesan Board of Finance, members are also Directors and Trustees. Members of the Diocesan Council of Trustees therefore have all the usual responsibilities of trustees. Trustees complete forms in respect of Companies house as Directors of the Charity and also the Diocesan Business Ethics declaration at Appendix O.

As Trustees, members take responsibility for timely, accurate and local communication. They are expected to consult with and to report to deaneries and parishes by means of whose election they become members.

### Governance

- a. Having due regard to best practice in the Church of England and charity sector generally, the Chairs of the constituent bodies of the Diocesan Council of Trustees take responsibility, on behalf of trustees, to review and ensure the appropriateness of the mix of skills and up-to-date experience on the various committees and sub-committees
- b. trustee and committee member induction, training and succession planning
- c. the maintenance of a Register of Interests for all members, directors and trustees of the Diocesan Council of Trustees and other committees, and compliance with the Business Ethics and Declaration of trustees, senior staff and contractors (see appendix O) and the Code of Conduct (see appendix G)
- d. adherence to terms of office, and attendance, and improvement of representation by variety and diversity of membership.

## **Procedure**

The Diocesan Council of Trustees normally meets five times per year. Papers are circulated electronically two weeks before the meeting; hard copies will be posted second class the following day upon request. Diocesan Synod receives minutes of the Diocesan Council of Trustee meetings. One meeting is usually an All Day meeting for strategy.

One Diocesan Council of Trustees meeting, following a budget meeting, receives the accounts and constitutes the AGM of the Diocesan Board of Finance. This meeting reviews the past year and looks forward to the coming year. It scrutinises and reviews the performance of the Diocesan administration and considers future plans.

Remaining meetings will normally:

1. receive updates in the form of papers for noting, sent and read in advance; questions on papers should be submitted to the Diocesan Secretary 48hrs in advance of the meeting. Where no questions are submitted, papers for noting will be considered deemed business. This is to ensure proper scrutiny of papers by trustees in advance and to enable substantive debate on items for discussion and decision at meetings;
2. take a finance item including any reporting back on the Parish Support Fund;
3. take at least one significant item of policy for discussion and normally decision by the four constituent bodies of the Diocesan Council of Trustees. Examples of such policy items could include, but are not, of course, limited to: Communications; Fresh Expressions, new churches and other new mission initiatives; Lay and ordained patterns of training before and after ordination; Parsonages; work in relation to the Southwark Diocesan Board of Education; the work of the Diocesan Advisory Committee (DAC).

The Diocesan Secretary, as secretary of the Diocesan Synod, is also the secretary of the Diocesan Council of Trustees and its constituent bodies, save that the Deputy Diocesan Secretary may be secretary to the Diocesan Mission and Pastoral Committee.

Items of Any Other Business must be notified to the Diocesan Secretary 48hrs in advance of the meeting to be taken at the discretion of the Chair of the relevant body.

The Diocesan Council of Trustees (all constituent bodies) is quorate in accordance with the Memorandum of Agreement and Articles of Association of the Diocesan Board of Finance, and the non-conflicting requirements of any other governing instrument of any of its constituent bodies. If the Diocesan Council of Trustees is not quorate, the chairs of its constituent bodies shall determine if each independent body is quorate and transact such business as may be possible.

Procedure in addition to that set out here is detailed below under the heading of each constituent body or contained in the relevant church law and regulation, save that apologies for the meeting should be sent to the Diocesan Secretary, and accepted in advance by the chair of the relevant body directly or through the Diocesan Secretary.

Elected or appointed members absent for three consecutive meetings without such apologies and such acceptance of apologies, shall be deemed to have resigned from all constituent bodies of the Diocesan Council of Trustees.

## Membership

Membership is largely determined by the legislative requirements of the constituent bodies of the Diocesan Council of Trustees: the Diocesan Board of Finance, the Bishop's Council, the Diocesan Mission and Pastoral Committee and the Diocesan Parsonages Board. All members are members of all four bodies and Directors and Trustees of the Diocesan Board of Finance.

Elected members normally serve for one or two terms of three years and may serve for three terms of three years. Members elected by and from Diocesan Synod cease to be eligible for the trustee body as members of Synod when no longer on Synod, save that membership of the Diocesan Council of Trustees continues until new members are elected after the triennial Synod elections. Terms are counted from these elections. All elected members cease to be eligible for the trustee body for one term of three years upon having served for three terms of three years.

### Clergy

The President of the Diocesan Synod  
(*ex-officio*)

1

The Archdeacons (*ex-officio*)

6

Up to three Area Bishops being  
members of the House of Bishops,  
elected by the House of Bishops

3

The Chair of the House of Clergy  
elected by the House of Clergy to be  
Chair of House and a member of the  
Diocesan Council of Trustees

1

Two licensed or beneficed clerics  
from each episcopal area being  
members of the House of Clergy,  
elected by the House of Clergy

6

### Laity

The Chair of the Board of Finance  
nominated by the Diocesan Bishop  
elected by the Diocesan Board of Finance  
and *ex-officio* thereby a member of the  
House of Laity

1

The Vice-Chair of the Board of Finance  
nominated by the Diocesan Bishop,  
elected by the Diocesan Board of Finance

1

The Chair of the House of Laity  
elected by the House of Laity to be  
Chair of House and a member of the  
Diocesan Council of Trustees

1

Twelve lay persons being members of  
the House of Laity, elected by the  
House of Laity, of whom at least three  
shall be from each episcopal area

12

Six lay persons with up to date  
financial expertise elected by  
the House of Laity but not necessarily  
members of the House of Laity

6\*

\*In the first instance, elected by and from the current Diocesan Board of Finance to serve as members and directors for not more than three years

Clergy:

17

Laity:

21

The Diocesan Bishop, after appropriate consultation, may nominate up to four further members for their relevant and up-to-date expertise. Of these, not more than two shall be clergy and all shall have full voting rights. All nominated members serve for three years and may normally serve for a second term of three years. They may serve for a third term of three years and shall then stand down for at least one term.

The maximum membership of the Diocesan Council of Trustees is 42.

**In attendance:**

Normally, Heads of Department when necessary to support papers relating to their work or for questions on minutes or circulated papers, and only for that part of the meeting. An indicative list of those who may be in attendance from time to time would include those on the organisation chart at Appendix E.

**Always in attendance**

The Bishop's Chaplain

The Diocesan Secretary, who is Secretary to the Diocesan Council of Trustees' constituent bodies

The Diocesan Secretary's EA (minutes).

The Deputy Diocesan Secretary (who is a nominated deputy of the Diocesan Secretary)

The Director of Finance and Financial Investment (who is a nominated deputy of the Diocesan Secretary)

**Legalities**

The President of the Synod is the Diocesan Bishop who is *ex officio* on the Diocesan Council of Trustees by virtue of the Diocesan Boards of Finance Measure, 1925, Section 1(2)(d). The Archdeacons are *ex officio* members of the Diocesan Council of Trustees by virtue of the Repair of Benefice Buildings Measure, 1972, Section 1(4) and the Mission and Pastoral Measure, 2011, Schedule 1(4).

## **DIOCESAN COUNCIL OF TRUSTEES: BISHOP'S COUNCIL**

The Bishop's Council is one of the four constituent bodies of the Diocesan Council of Trustees. Membership is coterminous with the other bodies of the Diocesan Council of Trustees.

### **Purpose**

The Bishop's Council is the Standing Committee of the Diocesan Synod. It:

- approves policy to implement strategy
- sets targets and scrutinises performance in key areas of activity e.g. progress under Southwark Vision, the Implementation of lay leadership and Lay Ministry initiatives
- receives reports preliminary to or on behalf of Synod in accordance with an agreed cycle or exceptionally on the recommendation of the Policy and Finance Committee, e.g. from WelCare, Diocesan departments (Vocations, Training, Mission), the Southwark Diocesan Board of Education
- may carry out Synod's work when Synod is not in session
- advises the Bishop when he so requests
- is subject to Synod's direction; plans its business; initiates proposals for its action.

It also nominates members to other bodies, e.g. WelCare.

The Diocesan Minority Ethnic Affairs Committee is a committee of the Bishops Council.

### **Procedure**

The procedure of the Bishop's Council is set out in standing orders of the Diocesan Synod, and the Church Representation Rules 34(1)(k).

### **Legalities**

The Church Representation Rules state that 'there shall be a bishop's council and standing committee of the Diocesan Synod with such membership as may be provided by standing orders and with the functions exercisable by it under section 4(4) of the Measure and such other functions as may be provided by the standing orders or by these rules or by any Measure or Canon'.

## DIOCESAN COUNCIL OF TRUSTEES: DIOCESAN BOARD OF FINANCE

The Diocesan Board of Finance is one of the four constituent bodies of the Diocesan Council of Trustees. All members are Directors and Trustees. Membership is coterminous with other bodies of the Diocesan Council of Trustees.

### Purpose

The Diocesan Board of Finance is an incorporated charitable body, empowered to act as a Committee of the Diocesan Synod. Members are Directors and Trustees. They are responsible for the corporate governance of the Diocese as a charity and for the statutory Annual Report and Financial Statements made each year to the Charities Commission and Companies House. It has responsibilities for:

1. raising and disbursing money
2. setting targets and scrutinising performance in key areas of Diocesan life e.g. progress under Southwark Vision employing staff
3. managing the assets of the Diocese
4. providing administration
5. holding property on behalf of Diocesan Synod.

The Board provides information and advice on financial matters to clergy, PCCs and Treasurers. It also nominates members to other bodies e.g. The Southwark Diocesan Board of Education (SDBE) and the Multi Academy Trust, and WelCare.

### Procedure

Diocesan Board of Finance procedure is set out in the Diocesan Board of Finance Measure, 1925, its Memorandum of Agreement and Articles of Association and such procedural rules for the Diocesan Council of Trustees as do not conflict with the Measure, Memorandum and Articles (see Appendix B and C). Trustees have a duty to consult with, and to provide feedback to, those who elect them. They hold the responsibility for timely, accurate and local communication. It is important that the members of all the constituent bodies refer back to the parishes and deaneries but particularly important in the case of the Diocesan Board of Finance. Members are one of several strands ensuring effective communication to parishes and deaneries, not least concerning the stewardship of parish pledges for the Parish Support Fund.

### Legalities

The Diocesan Boards of Finance Measure, 1925, stipulates that every Diocese shall have a Diocesan Board of Finance which shall be registered as a Company and empowered, amongst other things:

1. to hold real and personal property for purposes connected with the Church of England
2. to perform, work and to transact business in connection with the Church of England and the Diocese and to act as a committee of the Diocesan Synod
3. to have such other powers as the Diocesan Synod of the Diocese concerned may think necessary or expedient in view of the requirements of the Diocese.



The Measure also stipulates that:

- a majority of the Board shall be lay
- three quarters of the membership shall be elected by the Deanery or Diocesan Synods as specified in the Memorandum of Agreement and Articles of Association
- two thirds of the three quarters, howsoever elected, must be members of Diocesan Synod
- remaining members shall be elected, nominated or co-opted as allowed by the Memorandum of Agreement and Articles of Association
- there must be a maximum membership specified.

The Board of Finance is the body which ensures that the Diocese has good, or better, corporate governance in line with current Company legislation and Charity Commission guidance, and the recommendations of our auditors. The Charity Governance Code for Larger Charities is one of the guides that trustees will find helpful. See Appendix J. The Diocesan Secretary reports to Bishop Christopher and is also accountable to the Chair of the Board of Finance, who chairs the Charity and signs the statutory report and accounts annually on behalf of trustees. Among those matters of which its members, directors and trustees must be mindful are:

- 1) best practice for Trustees as indicated by the Charity Commission:
  - a. understanding their role
  - b. ensuring delivery of organisational purpose
  - c. working effectively both as individuals and as a team
  - d. exercising effective control
  - e. behaving with integrity
  - f. being open and accountable.
- 2) the fulfilment of the statutory duties of directors - in summary, these are:
  - a. to act within powers in accordance with the company's constitution and to use those powers only for the purposes for which they were conferred
  - b. to promote the success of the company for the benefit of its members;
  - c. to exercise independent judgement;
  - d. to exercise reasonable care, skill and diligence;
  - e. to avoid conflicts of interest;
  - f. not to accept benefits from third parties;
  - g. declare an interest in a proposed transaction or arrangement.

## DIOCESAN COUNCIL OF TRUSTEES: PARSONAGES BOARD

The Diocesan Parsonages Board is one of the four constituent bodies of the Diocesan Council of Trustees. Membership is coterminous with the other bodies of the Diocesan Council of Trustees.

### Purpose

A Parsonages Board provides for the repair and replacement of parsonage houses, and for repair or other work to any building belonging to a benefice.

### Procedure

The procedure of the Parsonages Board is set out in the Diocesan Synod's Scheme which provides for the Board; see below, Legalities.

Members will have a duty, as indicated above, to consult with, and to provide feedback to, those who elect them. They hold the responsibility for timely, accurate and local communication. It is important that the members of all the constituent bodies refer back to the parishes and deaneries not least over the matter of parsonages, which represent significant Diocesan assets for mission and ministry.

### Legalities

The Repair of Benefice Buildings Measure, 1972 stipulates that:

every Diocesan Synod shall provide by scheme either—

- (a) for the appointment of a Board for the purposes of this Measure, which shall be known as the Parsonages Board for the diocese concerned; or
- (b) for designating the Diocesan Board of Finance as the Board for the purposes of this Measure.

The Diocese has chosen to have a Parsonages Board coterminous with the other bodies of the Diocesan Council of Trustees in order to have distinct visibility of parsonages and parish property. A Parsonages Board shall be a body corporate, with perpetual succession and a common seal, and the purposes of the Board shall be the furtherance of the work of the Church of England by the exercise of their functions under this Measure. They shall, in the exercise of those functions, have power to enter into contracts, hold property, borrow money, execute works (whether by entering into contracts or by the employment of direct labour) and have such other ancillary powers as may be provided by scheme of the Diocesan Synod.

The Repair of Benefice Buildings Measure, 1972, further says that:

(6) [...] the constitution and procedure of a Parsonages Board shall be prescribed by scheme of the Diocesan Synod, and provision may be made for the appointment of committees and the exercise of functions by them [...].

(7) A Parsonages Board shall present an annual report and annual accounts to the Diocesan Synod, and within one month of such presentation the secretary of the Synod shall send a copy of the report and accounts to the Commissioners together with a copy of any resolutions passed thereon by the Synod. As the Board is coterminous with the other parts of the DCT, the annual statutory report and accounts serves this purpose for Commissioners.

(8) The Board shall comply with any such directions as may be given to them by resolution of the Diocesan Synod.

## **DIOCESAN COUNCIL OF TRUSTEES: DIOCESAN MISSION AND PASTORAL COMMITTEE**

The Diocesan Mission and Pastoral Committee is one of the four constituent bodies of the Diocesan Council of Trustees. Membership is coterminous with the other bodies of the Diocesan Council of Trustees.

### **Purpose**

The Diocesan Mission and Pastoral Committee makes recommendations to the Diocesan Bishop, after local consultation, concerning arrangements for pastoral supervision and care in the Diocese including in relation to:

- pastoral reorganisation - changes to boundaries, uniting benefices, creating teams and so on - for the betterment of the mission of the Church
- strategies or proposals (which the Committee draws up) for making better provision for the cure of souls, which may include reorganisation
- the future of churches no longer required for public worship.

### **Procedure**

The procedure of the Diocesan Mission and Pastoral Committee is prescribed in the Constitution of the Committee provided by the Diocesan Synod; see below, Legalities.

Members will have a duty, as indicated above, to consult with, and to provide feedback to, those who elect them. They hold the responsibility for timely, accurate and local communication. It is important that the members of all the constituent bodies refer back to the parishes and deaneries not least in the matter of pastoral reorganisation which may present parishes and deaneries with considerable change.

### **Legalities**

The Mission and Pastoral Measure, 2011, obliges the Diocesan Synod to provide the Diocesan Mission and Pastoral Committee with a constitution. The Measure requires the committee to give an annual account of its activities to the Diocesan Synod. Sections 2 and 3 of the Mission and Pastoral Measure, 2011, specifies its duties in more detail:

## **2 Appointment of mission and pastoral committees**

- (1) The Diocesan Synod of every diocese shall establish a committee which shall have the functions conferred on it under this Measure.
- (2) The committee established under subsection (1) may be called by such name as the Diocesan Synod may decide but, in this Measure and in any other enactment, instrument or document, shall be known as the Mission and Pastoral Committee.
- (3) The Mission and Pastoral Committee shall not be the same body as the Pastoral Committee established under section 1 of the 1983 Measure unless it is reconstituted in accordance with subsection (4) but, otherwise, subject to that subsection, may be an existing body or a new body established to carry out the functions referred to in subsection (1) and may have other functions in addition to those functions.

- (4) The Diocesan Synod shall provide the mission and pastoral committee with a written constitution or, if the committee is reconstituted as mentioned in subsection (3), an amended or new written constitution, which shall comply with the provisions of Schedule 1.
- (5) The Mission and Pastoral Committee shall present annually to the Diocesan Synod a report on its activities during the preceding year and shall also present annually to the Commissioners a report on the exercise of its functions under section 3(3)(e).

### 3 Functions of mission and pastoral committees

In carrying out any of its functions the mission and pastoral committee shall, without prejudice to section 1, have regard to worship, mission and community as central to the life and work of the Church of England.

In carrying out any of its functions the mission and pastoral committee shall also have regard to:

- (1) the financial implications for the Diocese and the Church of England as a whole;
- (2) subject to subsection (5), the need to allocate appropriate spheres of work and to ensure that appropriate conditions of service are enjoyed by those employed or holding office in the Diocese and, where relevant, that reasonable remuneration is provided for all those engaged in the cure of souls;
- (3) the traditions, needs and characteristics of particular parishes; and
- (4) any other aspects of the policies of the Diocesan Synod to which the Synod has requested the committee to have regard in discharging its responsibilities.
- (5) It shall be the duty of the mission and pastoral committee:
  - (a) to make or assist in making better provision for the cure of souls in the Diocese as a whole and, to the extent that the committee thinks appropriate, in particular parts of the Diocese or in particular parishes;
  - (b) from time to time, as the bishop may direct, or as the committee thinks fit, to review arrangements for pastoral supervision and care in the Diocese as a whole and, to the extent that the committee thinks appropriate, in particular parts of the Diocese or in particular parishes (including sharing agreements in respect of a church or parsonage house and any proposals for sharing agreements);
  - (c) from time to time, as the bishop may direct, or as the committee thinks fit, to prepare strategies or proposals for carrying out the committee's functions under paragraphs (a) and (b) for submission to the bishop and the Diocesan Synod for their approval;
  - (d) to maintain an overview of matters relating to church buildings in the Diocese and their use, other than matters which are within the jurisdiction of the consistory court or within the functions of the Diocesan Advisory Committee;

- (e) in the case of listed buildings or buildings in a conservation area, to make, in accordance with section 55, every endeavour to find a suitable alternative use or suitable alternative uses for churches which are proposed to be closed and buildings which have been closed for regular public worship in the Diocese under a pastoral church buildings scheme and, in the case of any other such building, to develop proposals for the suitable alternative use or uses of the building or for the demolition of the building and the disposal of its site;
  - (f) where it considers it desirable, to make recommendations to the bishop in accordance with section 6 or 21 for any of the matters for which provision may be made under this Measure (other than section 50) by a pastoral scheme or order; and
  - (g) to carry out any other functions conferred upon a mission and pastoral committee of a Diocese by any enactment.
- (6) The mission and pastoral committee shall, in carrying out any of its functions, to the extent that it thinks appropriate, consult any other persons or bodies, whether within the Church of England or not, which exercise functions or carry out activities relevant to the functions of the committee.
- (7) Nothing in this section shall enable the mission and pastoral committee:
  - (a) to exercise functions conferred on any other person or body by or under any enactment, or
  - (b) to fix or alter the terms of service of any person employed or holding office in the Diocese.

## AUDIT AND RISK COMMITTEE

### *(A sub-committee of the Diocesan Council of Trustees)*

#### Purpose

The Audit and Risk Committee has a wide remit on behalf of trustees which will normally be reviewed each triennium together with terms of reference. The committee will be focussing more on Risk at the request of the DCT now that the review of implementation of the revised governance arrangements has been successfully concluded and by reference to the Principal Risks which, since 2016, are part of Charity Commission requirements. Its oversight includes specific work on behalf of the Diocesan Board of Finance, which is the legal company and charity of the Diocese.

It has authority from the Diocesan Council of Trustees:

1. To support the Diocesan Council of Trustees in scrutinising risk in the areas covered by the Diocesan Council of Trustees and its constituent bodies. This includes those areas described as the Principal Risks in the Statutory Accounts;
2. To support the trustees' role in governance issues covered by the constituent bodies of the DCT, mindful that governance in a large charity would normally be considered one of the principal risks;
3. To inquire as to the numbers of committee meetings, cancellations of meetings and additional meetings of Diocesan governance bodies throughout the year, as well as to note the number of non-governance meetings;
4. To support the Diocesan Council of Trustees (Diocesan Board of Finance) in overseeing all issues of financial probity and make recommendations to the Chair of the Board of Finance and trustees;
5. Investigate any activity particularly at the request of the Chair of the Diocesan Board of Finance;
6. Seek any information that it requires from any employee of the Board, normally through the Diocesan Secretary to whom the request should be made - all employees will be directed to co-operate with any request made;
7. Obtain outside professional advice as deemed necessary; such advisors may attend meetings as invited.

#### Responsibilities

##### A. External Auditor

1. Review appointment of external auditor, including rotation of firm/audit partner; ensure terms of engagement and audit scope are appropriate;
2. Review audit scope and auditor's procedures (as appropriate) in response to changes in regulatory requirements;
3. Receive and respond appropriately to external auditor's Management Letter.

##### B. Annual Report and Statutory Accounts

1. Review draft annual report and financial statements, review the auditor's procedures in responding to changes in regulatory requirements, ensuring that all trustee responsibilities are properly satisfied.



**C. Risk**

1. Review the risk register, with particular focus on risks with the highest likelihood of occurrence or highest potential impact, for recommendation to trustees;
2. Agree the principal risks that should be disclosed in the annual financial statements;
3. Review the overall approach to risk management;
4. Internal Controls and Governance.

**Procedure**

The Audit and Risk Committee shall meet at least four times a year, but the chair may determine that there should be more meetings in any one year. The meeting shall be quorate when three members, of whom one is a member of the Diocesan Council of Trustees, are present. Papers are sent out two weeks in advance. Minutes are received by the Diocesan Council of Trustees (Diocesan Board of Finance). Meetings should coincide with key dates in the Diocesan Board of Finance reporting cycle and should include:

1. pre year-end agreement terms of reference with both management and external auditors
2. receipt of draft financial statements and review of effectiveness of the audit process
3. progress/other meetings as required
4. external auditors and management may severally or jointly request a meeting via the committee chair if they consider this to be necessary.

**Reporting Procedures**

1. The secretary shall circulate minutes to all members of the Diocesan Council of Trustees (Diocesan Board of Finance).
2. The committee shall conduct an annual review of its work and make recommendations to the Diocesan Council of Trustees (Diocesan Board of Finance), where appropriate through the Policy and Finance Committee.
3. The committee's duties shall be disclosed in the annual financial statements;
4. The committee chair shall attend Diocesan Council of Trustees meetings and answer questions on the Committee's activities and responsibilities;
5. The committee chair may also attend meetings of the Policy and Finance Committee.

**Membership**

The Committee and its Chair are appointed by the Diocesan Council of Trustees (Diocesan Board of Finance). The Chair shall normally be a member of the Diocesan Council of Trustees but shall not be the Chair or Vice-Chair of the Diocesan Board of Finance. There are no stipulations concerning clerical or lay membership but the Board shall appoint, in addition to the chair:

- five members with relevant and up-to-date expertise, of which at least two must be members of the Diocesan Council of Trustees but not including the Chair or Vice-Chair of the Diocesan Board of Finance;

In addition:

- the Chair of the committee, and at least one Diocesan Council of Trustees member of the committee, shall have significant relevant and up-to-date governance, financial or regulatory experience, e.g. as an auditor or finance director
- the Chair of the Diocesan Board of Finance and other trustees may attend if invited by the Audit and Risk Committee Chair
- the external auditors must attend at least one meeting a year without management present, and secretarial arrangements must be made to enable this.

The Diocesan Secretary is the secretary to the committee. The Director of Finance and the Deputy Diocesan Secretary are in attendance.

Members are appointed initially for one three year term and normally for a second three year term. They may be appointed for a third three year term. Elected members of the Diocesan Council of Trustees who are appointed to the Audit and Risk Committee cease to be eligible for the Committee as members of the trustee body once their membership of the trustee body ceases.

Apologies for the meeting should be sent and accepted in advance. Members absent for three consecutive meetings without such apologies and such acceptance of apologies, shall be deemed to have resigned.

**Legalities**

There is no requirement for a diocese to have an audit committee.

## POLICY AND FINANCE COMMITTEE

### *(A sub-committee of the Diocesan Council of Trustees and its Standing Committee)*

#### Purpose

The Policy and Finance Committee is a sub-committee of the Diocesan Council of Trustees and acts as its Standing Committee. It therefore fulfils a range of functions: e.g. in respect of the Diocesan Council of Trustees (Bishop's Council) for strategic policies and vision for mission and ministry, and also for the charity and company in law (Diocesan Council of Trustees (Diocesan Board of Finance)). Members who are not Trustees receive minutes from the DCT, and the DCT receives minutes from the Committee.

The Policy and Finance Committee makes recommendations for policy in line with strategy. It resources the Diocesan Council of Trustees for good decision-making; it supports the Diocesan Council of Trustees in its work as the Standing Committee of the Diocesan Synod. It advises the Diocesan Council of Trustees on how proposals for the use of Synod's resources can make effective progress. It advises and guides management in the work of Diocesan administration, scrutinising the draft budget and acting as the Stipends Committee. The Diocesan Secretary is accountable to the Chair of the Diocesan Board of Finance, and reports to the Diocesan Bishop. The Committee holds the work of the Diocesan Secretary and, through the Diocesan Secretary, the work of members of the Senior Management Team to account. An organisation chart is at Appendix E. Members of the Senior Management Team may be asked to attend, through the Diocesan Secretary, by the Chair of the Committee for the purpose of scrutiny and accountability. It may appoint working groups to support its work. Its secretary is the Diocesan Secretary who attends all meetings.

Following the introduction of the Southwark Vision 2017-2025, and national initiatives such as Renewal and Reform, Simplification, and Setting Gods People Free, the principal work of the Committee reflect these Diocesan and National priorities.

#### Responsibilities.

1. Under delegated authority from the Diocesan Council of Trustees (Diocesan Board of Finance), and through the Diocesan Secretary and the Senior Management Team, to account for:
  - a. financial propriety and responsibility in Diocesan administration
  - b. the delivery of strategic policies which the Diocesan Council of Trustees (Bishop's Council) approved for implementation
  - c. compliance with statutory requirements
  - d. the parish support fund and the use and deployment of sites;
  - e. progress towards agreed annual objectives.
2. Under delegated authority from the Diocesan Council of Trustees (Diocesan Mission and Pastoral Committee) to conduct necessary work relating to churches proposed for closure for public worship.

3. To review progress towards medium term objectives and to review and monitor three- and /or five-year plans - for example, for integrated databases or major property projects.
4. To review, scrutinise and, where appropriate, advise, on policies to be brought to the Diocesan Council of Trustees in relation to parsonages, redundant churches and other sites the ownership or administration of the Diocesan Council of Trustees (Diocesan Board of Finance) including glebe and benefice property.
5. To initiate ideas for strategic policy, and to further ideas received from officers or other committees. The Diocesan Secretary and the Senior Management Team will develop these for review and for recommendation to the Diocesan Council of Trustees (Bishop's Council).
6. To review any strategic policy proposals from the Diocesan Secretary and the Senior Management Team before they are prepared for the Diocesan Council of Trustees.
7. To review the annual plans prepared for approval by the Diocesan Secretary and the Senior Management Team as part of the budget planning process.
8. To scrutinise in detail the prepared budget and annual plan.
9. To approve the budget prior to presentation to the Diocesan Council of Trustees.
10. To agree the annual cost of living pay award for employees (normally as part of the budget planning) and to hear any appeals on remuneration, having the remuneration committee as its sub-committee.
11. To give advice, guidance and support to the Diocesan Secretary and the Senior Management Team in their development of the professional staff of the Diocese.
12. To discuss management reports, finance reports and other reports prepared for committee and providing feedback and challenge.

### **Procedure**

The Committee normally meets five times a year. The meeting is quorate with 50% of the clergy and 50% of the laity, normally with either the Chair of the Committee, or the Chair of the Diocesan Board of Finance, present. Papers are sent out two weeks in advance. Minutes are received by the Diocesan Council of Trustees.

Apologies for the meeting should be sent and accepted in advance. Members absent for three consecutive meetings without such apologies shall be deemed to have resigned.

**Membership**

Clergy		Laity	
The Diocesan Bishop ( <i>ex-officio</i> )	(1)	The Chair of the Diocesan Board of Finance	1
An Area Bishops elected by the Area Bishops	1	The Vice-Chair of the Board of Finance	1
An Archdeacon from each episcopal area elected by the Archdeacons	3	The Chair of the Investment Committee	1
Up to two clergy licensed or beneficed in the Diocese nominated by the Diocesan Bishop on the basis of expertise and taking into account any recommendation of the Audit and Risk Committee (of whom one must be also a member of the Diocesan Council of Trustees) elected by the Diocesan Council of Trustees.	2	Up to five lay people who are actual communicants and on the electoral roll of a parish in the Diocese, nominated by the Bishop on the basis of expertise and taking into account the recommendation of the Audit and Risk Committee (of whom one must be also a member of the Diocesan Council of Trustees) elected by the Diocesan Council of Trustees.	5
<b>Total clergy members</b>	<b>6</b>	<b>Total lay members</b>	<b>8</b>

The Bishop appoints the Chair who can be the Chair of the Board of Finance. If the nominated Chair is not the Chair of the Diocesan Board of Finance, the position will be included in the numbers of lay members of the Committee.

The Chair, if not member of the Diocesan Synod or Diocesan Council of Trustees, becomes members of each, subject to the normal formal approval of Diocesan Synod.

The Bishop, if present, may take the Chair and has the right, but not the obligation, to attend. The Chair of the Diocesan Board of Finance shall chair at least one item of business, usually finance items, with the agreement of the Chair of the Committee. The Diocesan Secretary is the secretary to the Committee. The Deputy Diocesan Secretary and the Director of Finance are in attendance. Other members of the Senior Management Team may be in attendance, as the business of the Committee requires.

Members are elected or appointed initially for one three-year term and normally for a second three-year term. They may be elected or appointed for a third three-year term. Elected members of the Diocesan Council of Trustees who are elected to the Policy and Finance Committee cease to be eligible for the Committee once their membership of the trustee body ceases.

**Legalities**

There is no requirement for a Diocese to have a Policy and Finance Committee.

## THE INVESTMENT COMMITTEE

### *(A sub committee of the Policy & Finance Committee)*

#### Purpose

1. To advise the Diocesan Council of Trustees (Diocesan Board of Finance,) directly or through the Policy and Finance Committee, on Investment Policies, management of the Glebe, and alternative investment proposals;
2. To implement such policies on behalf of the Policy and Finance Committee and actively monitor their effectiveness;
3. To determine the optimal means of realising such incomes as are required by the agreed Diocesan budget,
4. To review the performance of investment managers, comparing performance achieved with relevant indices, and make appropriate decisions concerning appointing and removing managers in line with Diocesan policy and committee purpose;
5. Review asset allocation and make recommendations to the Policy and Finance Committee concerning any changes to the statement of Investment Principles;
6. Recommend the selection of relevant and current professional advisers, notably in relation to the Glebe and Investment management;
7. Initiate proposals, within the sphere of this committee, aimed at optimising the financial effectiveness of the Diocese, including the investment of any surplus funds available for investment;
8. Undertake, on behalf of the Policy and Finance Committee, other appropriate functions as required by the Glebe and Endowments Measure 1976 and successor legislation.

#### Procedure

The Committee will meet at least once a quarter. It shall be quorate when four members, of whom at least one shall be the Chair or the Vice-Chair of the Diocesan Board of Finance, are present.

Papers will be sent out two weeks in advance and minutes are received by the Finance and Policy Committee for onward recommendation to the Diocesan Council of Trustees.

Apologies for the meeting should be sent and accepted in advance. Members absent for three consecutive meetings without such apologies shall be deemed to have resigned.

**Membership**

1. The Chair and Vice-Chair of the Diocesan Board of Finance.
2. One Archdeacon appointed by the Bishop, nominated by the Archdeacons taking into account the recommendation of the Policy and Finance Committee.
3. Up to six members, nominated by the Bishop on the basis of relevant and up-to-date expertise, and appointed after appropriate scrutiny by the Policy and Finance Committee, who need not themselves be members of the Policy and Finance Committee.

The chair shall be a member of Diocesan Council of Trustees (Diocesan Board of Finance). The Diocesan Secretary is in attendance and acts as secretary to the committee. At the invitation of the Chair, the Board's Investment Advisers may attend and receive papers for the part or parts of the meeting relevant to their role. The Director of Finance may attend each meeting. Other members of the Senior Management Team may attend as the business of the Committee requires.

Members are elected or appointed initially for one three-year term and normally for a second three year term. They may be elected or appointed for a third three-year term. Elected members of the Diocesan Council of Trustees who are appointed to the Investment Committee cease to be eligible for the Committee once their membership of the trustee body ceases.

**Legalities**

There is no requirement for a diocese to have an Investment Committee.



## **REMUNERATION SUB-COMMITTEE**

### **(A sub-committee of the Policy and Finance Committee)**

#### **Purpose**

The sub committee shall, on receipt of appropriate recommendations from the Diocesan Secretary:

1. review and agree the remuneration for Diocesan Secretary, and members of the Senior Management Team
2. agree any changes carrying a material financial implication to employment policies
3. scrutinise and approve the Diocesan expenses policy prepared by the Diocesan Secretary.

#### **Procedure**

The Remuneration Committee shall meet annually. Papers are sent out two weeks in advance and briefing shall be received by the Policy and Finance Committee for onward recommendation to the Diocesan Council of Trustees (Diocesan Board of Finance). The meeting shall be quorate when three members, of whom at least two shall be on the Diocesan Board of Finance, are present.

Apologies for the meeting should be sent and accepted in advance. Members absent for three consecutive meetings without such apologies shall be deemed to have resigned.

#### **Membership**

The Diocesan Bishop (Chair). The Bishop shall nominate members on the basis of relevant and up-to-date expertise, taking into account the recommendation of the Audit and Risk Committee, for appointment by the Policy and Finance Committee. Members shall normally include:

1. the Chair and Vice-Chair of the Diocesan Board of Finance
2. up to two up-to-date specialists in HR and remuneration nominated by the Policy & Finance Committee and appointed on an annual basis.

The Diocesan Secretary is the secretary to the meeting, withdrawing when under discussion.

#### **Legalities**

There is no requirement for a diocese to have a remuneration committee.

## THE ARCHDEACONRY MISSION AND PASTORAL COMMITTEES

### Purpose

The AMPCs form one level in consultation concerning pastoral reorganisation. They enable parishes, where suspension and/or pastoral reorganisation is considered, to meet with the archdeacon and a small group of members elected from Deanery Synods to express their views. The committees make representation to the Diocesan Mission and Pastoral Committee. They form an intermediate body between the Deanery and the Diocese. They are chaired by the relevant Archdeacon. Archdeaconry Mission and Pastoral Committees allow the practical implications of reorganisation to be considered in their own right, as well as in the light of (a) a strategic overview of the effective deployment of resources and (b) the missionary and spiritual lead given by the Area Bishop.

### Procedure

The meeting meets as needed, but at least twice per year to ensure good communication concerning local mission. Papers are sent out a week in advance and the meeting is quorate when the Archdeacon and one member from each Deanery are present. Apologies are sent and accepted in advance. Minutes or extracts therefrom are received by the Diocesan Council of Trustees (Diocesan Mission and Pastoral Committee) where necessary to inform discussion and decision concerning pastoral reorganisation.

### Membership

	Clergy	Laity
	The Archdeacon of the Archdeaconry	
	One cleric elected from the Deanery Synod by the Deanery Synod per 6 parishes and of whom one shall be <i>ex-officio</i> on the Deanery Mission and Pastoral Working Group	One lay member elected by the Deanery Synod from the Deanery Synod per 6 parishes and of whom one shall be <i>ex-officio</i> on the Deanery Mission and Pastoral Working Group.
<b>Croydon</b>	7 clergy	7 lay
<b>Reigate</b>	6 clergy	6 lay
<b>Lambeth</b>	6 clergy	6 lay
<b>Wandsworth</b>	6 clergy	6 lay
<b>Lewisham &amp; Greenwich</b>	7 clergy	7 lay
<b>Southwark</b>	4 clergy	4 lay
	<b>In attendance</b>	The area dean and lay chair of the Deanery under discussion and, if not otherwise represented, one clerical and one lay member of the DMPWG.

Elected members of Deanery Synods serve for the three year term of their election. If they are re- elected to Deanery Synod, they may be re-elected to the Archdeaconry Mission and Pastoral Committee for a second term of three years. Where appropriate, if they are re-elected to the Deanery Synod for a third term they may serve for a third three-year term on the Archdeaconry Mission and Pastoral Committee if they are elected.

The Archdeaconry Mission and Pastoral Committees do not have any sub-committees.

**Legalities**

There is no requirement for dioceses to have any Mission and Pastoral Committee other than the Diocesan Mission and Pastoral Committee.

## DIOCESAN MINORITY ETHNIC ANGLICAN CONCERNS COMMITTEE

### Background

The DCT sitting as Bishop's Council will be asked to endorse the revised terms of reference at its meeting in December. These are being submitted following successful embedding of Area MEACCs terms of reference (attached for noting following approval by Diocesan MEAC).

Following publication of *A World in a Diocese* at the end of 2014, the Diocesan MEAC was relaunched, chaired by Bishop Christopher and the Black, Asian and Minority Ethnic (BAME) Forum has been successfully integrated into the Diocesan MEAC.

The Diocesan MEAC is an advisory committee to the DCT (Bishop's Council). The Area MEACCs have developed terms of reference and a system of small grants has been set in place to support their work and the work of Diocesan MEAC.

Southwark Vision (2017-2025) was launched in 2017 and one of the strategic goals is, *'by 2025 to grow leadership and representation that reflects the rich diversity of our Diocese and especially focussing where the data suggests groups are underrepresented; through ethnicity.....(et al)'*.

### Support

Secretariat support for Diocesan MEAC is provided by the Secretariat as is the administrative support for the Area grants and other enquiries.

Research is led by the Department of Justice, Peace and the Integrity of Creation.

### Membership

Members are to be appointed by Bishop Christopher, after consultation with the Diocesan Secretary.

Membership includes:

Chair of Area MEACCs

Vice Chairs or one other nominee of each Area MEACCs

BAME Vocations Champion

Other nominees of the Bishop, currently including Michael Phillips, former Chair of the BAME forum and Patricia Dyer.

### In attendance

The Diocesan Secretary

Director of HR

Director of Ordinands or nominee

Director of Discipleship & Ministry, or nominee

Director of the Department of Justice, Peace and the Integrity of Creation or nominee

Other Departmental heads as and when appropriate, e.g. Press & Communications

**Remit**

- 1) To affirm the commitment of the Diocese to diversity and inclusion, and to support and promote this by working to bring about greater BAME representation (lay and ordained) at all levels within Diocesan structures;
- 2) To secure greater BAME representation in senior leadership positions (lay and ordained);
- 3) To help ensure a more diverse and inclusive leadership in the churches and chaplaincies of the Diocese, and to encourage this by working with Ministry and Training department in the development and provision of a leadership course for BAME members, lay and ordained;
- 4) To support the work of the Diocesan Vocations Department to encourage and increase vocations to authorise lay and ordained ministry from within the BAME community;
- 5) To support BAME young people in churches, parishes and schools, and to enable leaders in those places to reflect on the issues and challenges of BAME youth and their representation and participation in church and community;
- 6) To share good practices with national CMEACC;
- 7) To undertake research and disseminate findings to inform the work of the Diocese and Area MEACCs;
- 8) To encourage and support the work of Area MEACCs.

This remit must at all times have reference to the Southwark Vision 2017-2025.

**Duration**

The Diocesan MEAC is a standing advisory committee of the DCT (Bishop's Council).

## **OTHER MEETINGS relevant to the governance framework**

During 2019 a Lay Council is expected to be developed to implement recommendations of the lay leadership and Ministry Implementation group.

At Deanery level the development of Deanery leadership teams, working alongside or integrating Deanery Synods is underway.

In any environment, people meet each other. Other meetings in Diocesan life are not, however, governance meetings. They are working meetings, working groups or ad hoc meetings for particular projects or work. For example, the monthly meeting between Archdeacons and Diocesan Secretary and the monthly meeting of the Senior Management Team. The Bishop has a meeting of senior staff up to 10 times a year, to advise and inform the Bishop of the Diocese on matters dealt with at area and archdeaconry level or by members of the Senior Management Team. The meeting makes no governance decisions or decisions with financial implications which are not within the already agreed policies of the Diocese. Meetings which continue as part of Diocesan life include:

1. the Diocesan Advisory Council
2. the Diocesan Board of Patronage
3. the Diocesan Safeguarding Advisory Panel
4. the Vacancy-in-See Committee
5. the Wychcroft Users group, Wychcroft being the Diocesan training and conference centre
6. the Diocesan Liturgical Committee.

The Diocesan Liturgical Committee reports directly to the Bishop. The Diocesan Advisory Committee, Diocesan Board of Patronage, Diocesan Safeguarding Advisory Panel, and the Vacancy-in-See Committee are mandatory.

## SCHEME OF DELEGATION

### Background to 2018/2021 triennium.

*Schemes of Delegation separate governance and management and make the locus of decision making clear. They reserve to higher bodies those matters appropriate to them: in the Diocese, for example, Synod has a role to approve, endorse or ratify decisions (and at times to direct) and may express ownership of business by early contribution and final sign-off. The Scheme of Delegation is subject to review by trustees not less than every three years. Within each Diocese overall leadership lies with the Diocesan Bishop who is also President of Synod and Chairs the Bishop's Council, which is a constituent body of the Southwark Diocesan Council of Trustees and referred in governance as DCT (Bishop's Council). The Diocesan Bishop is also one of the members and trustees of the South London Church Fund and Southwark Diocesan Board of Finance (DBF). The DBF is both a company limited by guarantee and a registered charity, referred to throughout as DCT (DBF). The Chair of the DBF has formal accountabilities and responsibilities on behalf of trustees for the company and the charity. All Trustees are both members of the company and trustees of the charity.*

*During 2015/2018 the Scheme of Delegation followed the Fit for Purpose illustrative scheme, as below, with minor amendments. During the initial implementation, there were minor amendments made by both chairs of the DBF reflecting the changes in culture and structure with the new Diocesan Secretary in place in a revamped role, leading to the introduction of new, tighter financial and accounting policies, the establishment of the Senior Management Team, and the more rigorous control of expenditure in the management following difficult years prior to 2015.*

### Matters reserved for the Diocesan Council of Trustees in its constituent bodies

Certain matters must always be reserved for the Diocesan Council of Trustees and cannot be delegated to the executive administration or to the Council's sub-committees or the Chairs of its constituent bodies unless specified.

Where matters reserved for the Diocesan Council of Trustees are on occasion delegated to committees accountable to it, or to chairs of committees/constituent bodies, the Chair of each relevant committee with delegated authority must be a full member of the Diocesan Council of Trustees and report to it on behalf of the committee concerned. Delegated matters must return to the Diocesan Council of Trustees before onward recommendation to Synod.

Matters reserved for the Diocesan Council of Trustees include:

1. approval of Diocesan strategy and vision, strategic objectives, and strategic policies to fulfil our core purposes for onward recommendation to Diocesan Synod
2. approval of the annual budget (which is underpinned by an annual plan of work) for onward recommendation to Diocesan Synod
3. approval of the annual accounts
4. approval of medium (3-5 year) and long term (5 years plus) plans for onward recommendation to Diocesan Synod



5. responsibility for governance, with delegation to the Audit and Risk Committee, to enquire on its behalf on governance issues (which is normally one of the principal risks reviewed by that committee)
6. responsibility for the Remuneration for the Diocesan Secretary and senior staff\*, with delegation to the Chair of the Board of Finance and Vice Chair of the Diocesan Board of Finance through the remuneration sub- committee chaired by the Diocesan Bishop, with briefing to trustees as requested by trustees
7. responsibility for the job description, key performance indicators and performance management of the Diocesan Secretary as the lead employed officer serving the Diocese, - who reports to the Diocesan Bishop and is accountable to the Chair of the Board of Finance\*. The work of the Diocesan executive administration is evidenced and held to account through the Diocesan Secretary by the Policy and Finance Committee whose Chair shall brief the trustees as requested
8. responsibility for compliance with law and regulation: ecclesiastical, charity, company/corporate, employment and other law and regulations, including Synodical and legislative regulation of the Bishop's Council, Diocesan Board of Finance, Diocesan Mission and Pastoral Committee and the Parsonages Board.

\*These matters will normally be held and disseminated/briefed under confidential cover.

### **Committees reporting to the Diocesan Council of Trustees**

1. There are two committees with delegated responsibilities:
  - a. Policy and Finance
  - b. Audit and Risk

Each committee has a designated number of members, detailed in the specifications for each committee. The Chair of each must be a member of the Diocesan Council of Trustees. In addition to its delegated powers, each committee may encourage strategic thinking, initiate policy ideas for the Diocesan Secretary and for her team to consider and on which they, through her, shall report to the Policy and Finance Committee, monitor progress towards agreed goals, and provide guidance and advice to the Diocesan Secretary and other senior staff.

2. The Policy and Finance Committee also has two committees with delegated powers. These are:
  - a. The Investment Committee;
  - b. The Remuneration Committee.

The Policy and Finance Committee also has advisory and working groups as needed.

The Archdeaconry Mission and Pastoral Committees recommend detailed schemes for approval and ratification by the DCT but the formal decision has to be through the DMPC and this is an area of work being reviewed in 2019 as trustees are seeking the DMPC to be more strategic and missional.

The Diocesan Minority Ethnic Affairs Committee does not have delegated powers from trustees but is an advisory body.

### **Nominations, Memberships and Terms of Reference**

All committees have terms of reference and specified membership agreed by the Diocesan Council of Trustees. These include terms of office, representational duties where appropriate, and a requirement for membership to include relevant and up-to-date experience.

The chairs of committees shall normally be nominated by the Diocesan Bishop. However, suggestions for nominations may be made, through the Diocesan Council of Trustees, to the Diocesan Secretary, and submitted as recommendations for the Diocesan Bishop's consideration. It is the responsibility of the Diocesan Secretary to seek *curricula vitae* where not provided and to ensure that any other appropriate scrutiny (e.g. whether a DBS declaration is required) is satisfactorily undertaken.

Nominations for membership of the committees may be made to the Diocesan Secretary by any baptised person whose name appears on the electoral roll of a parish in the Diocese. Nominees must be eligible for election to Diocesan Synod (but need not be elected to Diocesan Synod). The Diocesan Secretary consults the chair of the appropriate committee and carries out the necessary scrutiny before commending the name to the chair of the committee; the secretariat will then forward for approval by the Bishop and ratification by the Diocesan Council of Trustees.

Members of the Diocesan Council of Trustees, its committees and other areas, Archdeaconry or Diocesan committees, uphold the business ethics policy of the Diocese of Southwark and its Code of Conduct. Skills Audits and Role Descriptions are part of the governance framework.

Declarations of Interest are explicitly sought annually and members of any committee are required, during the year, to declare any conflict of interest which emerges during the year.

Committee chairs and members have a briefing document and each member is required to observe a confidentiality statement.

The Diocese expresses its clear policy of attracting nominations from black and minority ethnic Anglicans, given their underrepresentation at all levels of Diocesan structures and a demographic and ethnicity form monitors diversity.

The briefing for Chairs of Committees sets out exceptional circumstances where meetings may be cancelled (Appendix D).

**Delegations to the Diocesan Secretary and Senior Management Team**

The Articles of Association and Memorandum of Understanding 2017 explain that the Diocesan Secretary, as Secretary of the Diocesan Synod is also the company secretary of the Diocesan Board of Finance and the Secretary of the Diocesan Council of Trustees and its constituent bodies, save that the Deputy Diocesan Secretary may be the Secretary to the DMPC. The Diocesan Secretary is entitled to attend and speak at meetings of the DCT but is not entitled to vote.

The Articles of Association of the company and charity state that the Trustees are responsible for (but do not undertake) the executive management of the charity's business. Fit for Purpose sought to clearly separate management and governance. Its implementation review concluded that it had done so successfully - no employees are managed by committees, but through a structure reporting directly to the Diocesan Secretary. Heads of Department who are clergy office holders have a dual accountability to the Bishop and to the Diocesan Secretary.

The Diocesan Secretary reports to the Diocesan Bishop and is accountable to trustees as its Company Secretary through the Chair of the Board of Finance. The work of the Diocesan Secretary and through her, the Senior Management Team, is accountable to the Policy and Finance Committee as the standing committee of the DCT. As the Audit and Risk Committee includes a scrutiny role much of the work of the executive administration, through the Diocesan Secretary, is also held to account by that committee.

The Diocesan Secretary will manage the day to day organisation within the annual plan and budget approved, establishing operational policies to exercise due care and control of resources as the operational chief executive of the Diocese, reporting to the Bishop and accountable to trustees. At the regular monthly meeting between the Diocesan Secretary and the Chair of the Board of Finance (and Vice Chair of the Board of Finance) details of any cumulative overspend such as property maintenance will be discussed as will other material issues, for example, internal allocation of 'windfall' monies to the Southwark Vision Development Fund. The job description of the Diocesan Secretary reflects this enhanced management role and is available to members of the Diocesan Council of Trustees. (See Appendix P) The annual objectives of the Diocesan Secretary, and the key performance objectives, will be agreed by the Chairs of the Bishop's Council and Diocesan Board of Finance. The annual principal risks are prepared by the Senior Management Team and presented to the Audit and Risk Committee for its consideration and recommendation to the Council of Trustees.

To provide for day-to-day management, a contingency budget of 1% of annual operating costs shall be made available as part of the balanced budget to the Diocesan Secretary as part of ensuring swift response to emerging needs. Any spend on any individual project not in the annual plan and budget must be referred to the Chair of the Board of Finance for approval for any amount in excess of £100,000 and to the Diocesan Council of Trustees for any amount over £250,000. The Diocesan Secretary shall normally have accounting authority for spend up to £100,000 without referral.

**Reporting and Accountability from the Diocesan Secretary and Senior Management Team.**

Monthly Finance reports are provided to the Chair and Vice Chair of the Board of Finance, to the Chair of the Policy and Finance Committee and to the Diocesan Bishop. These include the full management accounts and the full capital plan in full detail as provided to the Diocesan Secretary by the finance team. The Diocesan Secretary meets with the Chair of the Board of Finance (and Vice Chair of the Board of Finance) monthly to discuss these reports and for a financial and management briefing; normally the Director of Finance is also in attendance.

The Diocesan Secretary will lead the staff in preparing an annual plan of work for scrutiny, amendment and approval which undergirds the budget. She will report on this to every meeting of the Policy and Finance Committee through the finance report, and other management reporting. Annual objectives and strategic objectives will be reviewed regularly. Key performance indicator metrics are provided at each DCT meeting.

Committees will be updated through progress reports against the approved annual plans and decisions will be implemented in accordance with approved plans. Any major exceptions to planned projects and budget spend will be brought to the attention of the Diocesan Council of Trustees through the Management Report and latest monthly Finance Report (this is a summary report which includes the summary management accounts and capital plan), which is sent to trustees ahead of each of their meetings, and the Diocesan Secretary's oral report at each meeting. Major exceptions will be noted and brought to the attention of trustees. In addition, new financial policies brought in by the Diocesan Secretary post 2015 have transparent levels of authorisation including reference to Chair and Vice Chair of the Policy and Finance Committee and the main trustee body, the latter for new unbudgeted items such as loans more than £250k. In addition, the Capital Plan is updated monthly and attached to the finance report.

Members of the Policy and Finance Committee are sent the Finance Report in advance of each of their meetings and it is discussed at each meeting. There is a mid-year review presented by the Diocesan Secretary and Director of Finance and other members of the Senior Management Team. Other members of the Senior Management Team will be in attendance at meetings as needed, to be held to account for the specific responsibilities they discharge.

Diocesan officers will prepare policy proposals, major project proposals and management information to enable the Diocesan Council of Trustees to order its work in accordance with the vision, values and objectives of the Diocese.

The Diocesan Staff Values are:

- Effective Stewardship of Resources
- Collaborative Team Working
- Respect for All
- Transparent Accountability.

## ADDITIONAL GOVERNANCE CONSTITUTIONS

### CONSTITUTION FOR ARCHDEACONRY MISSION AND PASTORAL COMMITTEES

Each Archdeaconry shall have an Archdeaconry Mission and Pastoral Committee (AMPC).

#### Purpose

The function of the AMPC is to consider matters before they come to the Diocesan Mission and Pastoral Committee (DMPC), and occasionally to other Diocesan committees, in considerably greater detail than would be possible at DMPC meetings and make formal recommendations to the DMPC. They also monitor pastoral and legal matters pertaining to reorganisation within the archdeaconry. They may refer items to Deanery meetings - for example, the Synod, Standing Committee, and Deanery Mission and Pastoral Working groups; they also expect to receive advice and information from the Deanery Mission and Pastoral Working Groups. They may refer items to other archdeaconry (e.g. meetings of Area Deans) bodies.

#### Procedure

“It shall be the duty of any person or body carrying out functions under this Measure to have due regard to the furtherance of the mission of the Church of England.”

*(Mission and Pastoral Measure, 2011 Section 1)*

“In carrying out any of its functions, the Mission and Pastoral Committee shall, without prejudice to section 1, have regard to worship, mission and community as central to the life and work of the Church of England.” *(Mission and Pastoral Measure, 2011 Section 3(1))*

#### Membership

	Clergy	Laity
	The Archdeacon of the Archdeaconry	
	One cleric elected from the Deanery Synod by the Deanery Synod per 6 parishes and of whom one shall be <i>ex-officio</i> on the Deanery Mission and Pastoral Working Group	One lay member elected by the Deanery Synod from the Deanery Synod per 6 parishes and of whom one shall be <i>ex-officio</i> on the Deanery Mission and Pastoral Working Group.
Croydon	7 clergy	7 lay
Reigate	6 clergy	6 lay
Lambeth	6 clergy	6 lay
Wandsworth	6 clergy	6 lay
Lewisham & Greenwich	7 clergy	7 lay
Southwark	4 clergy	4 lay
In attendance	The area dean and lay chair of the Deanery under discussion and, if not otherwise represented, one clerical and one lay member of the DMPWG.	

Elected members of Deanery Synods serve for the three-year term of their election. If they are re-elected to Deanery Synod, they may be re-elected to the Archdeaconry Mission and Pastoral Committee for a second term of three years. Where appropriate, if they are re-elected to the Deanery Synod for a third term they may serve for a third three-year term on the Archdeaconry Mission and Pastoral Committee if they are so elected.

Note: Archdeaconry Mission and Pastoral Committee membership changes from 1 January in the year following Deanery Synod Elections. AMPC members who may not have been re-elected to the Diocesan Synod nevertheless continue in office until 1 January.

The Archdeacon chairs the meeting which may appoint a vice chair from among its members. Members may co-opt a secretary if one is appointed who is not a member of the meeting. The area or archdeaconry ecumenical officer may be co-opted if not a member.

Area Deans and Lay Chairs, if not members in their own right, may be invited to attend, but without voting rights, for matters relating to their deaneries.

The Secretary or the Deputy Secretary of the DMPC may attend an AMPC meeting in an advisory capacity, if requested.

## ADDITIONAL GOVERNANCE CONSTITUTION FOR THE DIOCESAN MISSION AND PASTORAL COMMITTEE

PROVIDED UNDER SCHEDULE 1 OF THE MISSION AND PASTORAL MEASURE 2011

### Purpose

The functions of the Diocesan Mission and Pastoral Committee (DMPC) are defined in Section 3 of the Mission and Pastoral Measure 2011 (*MPM 2011*) - see Schedule 1 attached. Duties include:

“It shall be the duty of any person or body carrying out functions under this Measure to have due regard to the furtherance of the mission of the Church of England.”  
(*Section 1*)

“In carrying out any of its functions the mission and pastoral committee shall, without prejudice to section 1, have regard to worship, mission and community as central to the life and work of the Church of England.”  
(*Section 3(1)*)

### Procedure

The Bishop of Southwark may chair the Diocesan Mission and Pastoral Committee. If the Diocesan Bishop is not the chair, he shall appoint the chair. The committee shall appoint a vice-chair from amongst its members. The meeting shall be quorate when not less than two thirds of its members are present or when the Diocesan Board of Finance is quorate.

Every question submitted to a meeting of the committee shall be decided by a majority of those present and voting, and the chair of the meeting shall have a second or casting vote in the case of an equality of votes.

Elected members shall normally serve for one or two terms of three years and may serve for three terms of three years. Members elected by and from Diocesan Synod cease to be eligible for the Diocesan Mission and Pastoral Committee as members of Synod when no longer on Synod. All members other than those whose membership is conferred by law through the office they hold, cease to be eligible for the Diocesan Mission and Pastoral Committee for one term of three years upon having served for three terms of three years. The committee may act notwithstanding any vacancy in its membership.

The committee shall have the power to appoint additional sub-committees or working groups, which shall appoint secretaries, and to appoint thereto persons who are not members of the committee as may be required.

The committee may delegate any of its functions to a sub-committee except the duty under section 6(5) or 21(4) to afford opportunities to incumbents of benefices and vicars in team ministries and persons subject to Common Tenure to meet the committee itself and its functions under Schedule 4 of the Measure.

Subject to the provisions of the Measure and to any directions given by the Diocesan Synod, the Committee shall have power to regulate its own procedure and that of any sub-committee and to provide for any other matters which it thinks fit. The secretary to the committee shall be the Diocesan Secretary except that the Deputy Diocesan Secretary may be the secretary.



## Membership

The Committee shall be one of the four constituent bodies of the Diocesan Council of Trustees whose members shall be coterminous and shall be:

Clergy		Laity	
The President of the Diocesan Synod ( <i>ex-officio</i> )	1		
The Archdeacons ( <i>ex-officio</i> )	6	The Chair of the Board of Finance nominated by the Diocesan Bishop elected by the Diocesan Board of Finance and <i>ex officio</i> thereby a member of the House of Laity	1
Up to three Area Bishops being members of the House of Bishops, elected by the House of Bishops	3	The Vice-Chair of the Board of Finance nominated by the Diocesan Bishop, elected by the Diocesan Board of Finance	1
The Chair of the House of Clergy elected by the House of Clergy to be Chair of House and a member of the Diocesan Council of Trustees	1	The Chair of the House of Laity elected by the House of Laity to be Chair of House and a member of the Diocesan Council of Trustees	1
Two licensed or beneficed clerics from each episcopal area being members of the House of Clergy, elected by the House of Clergy	6	Twelve lay persons being members of the House of Laity, elected by the House of Laity, of whom at least three shall be from each episcopal area	12
		Six lay persons with up to date financial expertise elected by the House of Laity but not necessarily members of the House of Laity	6*

\*In the first instance, elected by and from the current Diocesan Board of Finance to serve as members and directors for not more than three years

**Clergy: 17      Laity: 21**

The Diocesan Bishop may nominate up to four further members, of whom not more than two shall be clergy and two lay: for their relevant and up-to-date expertise after appropriate scrutiny and taking into account the recommendation of the Audit and Risk Committee. All nominated members serve for three years and may normally serve for a second term of three years. They may serve for a third term of three years and shall then stand down for at least one term.



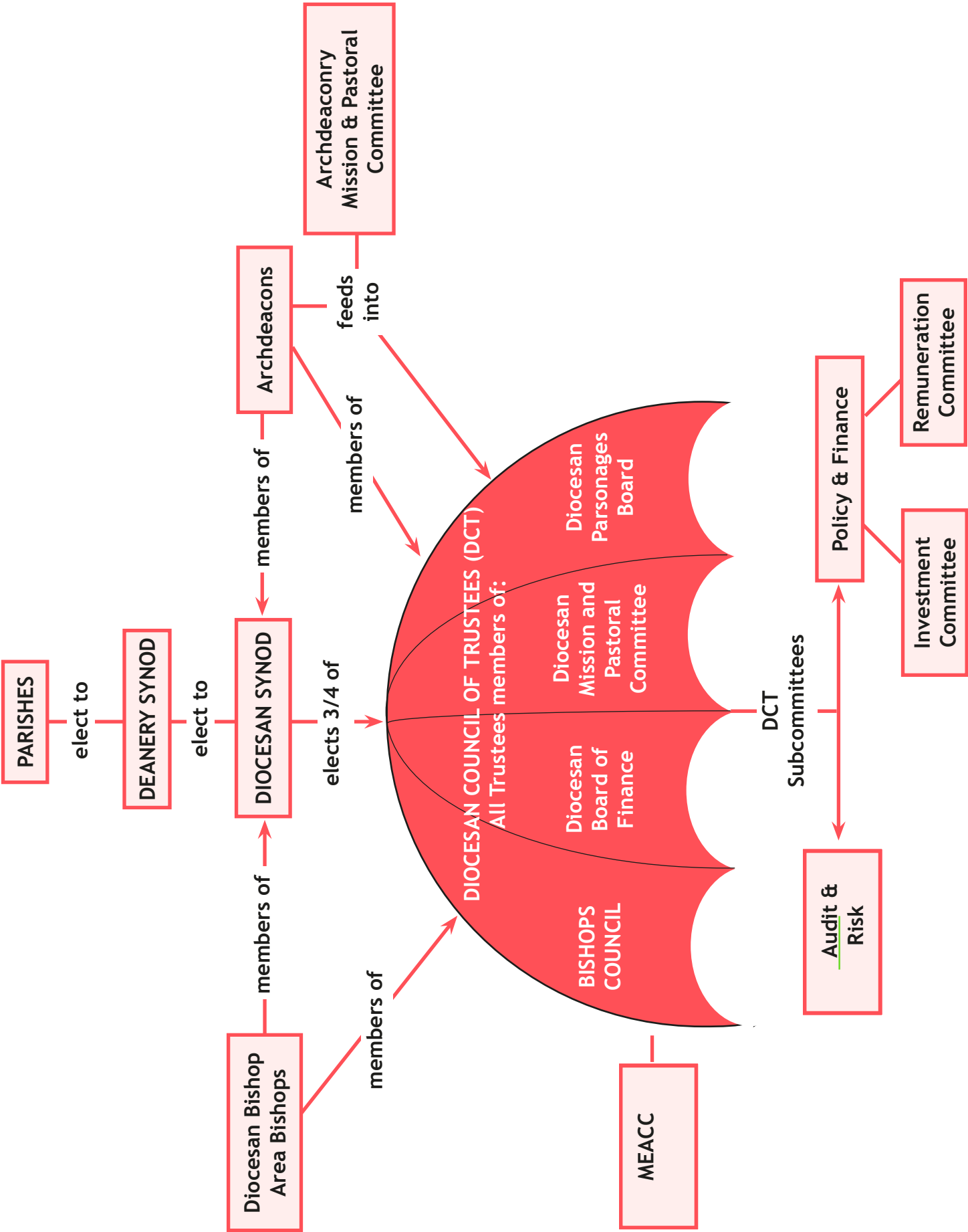
**SCHEDULE 1**

Extract from MISSION AND PASTORAL MEASURE 2011

**3 Functions of mission and pastoral committees**

- 1) In carrying out any of its functions the Mission and Pastoral Committee shall, without prejudice to section 1, have regard to worship, mission and community as central to the life and work of the Church of England.
- 2) In carrying out any of its functions the Mission and Pastoral Committee shall also have regard to –
  - a) the financial implications for the Diocese and the Church of England as a whole;
  - b) subject to subsection (5), the need to allocate appropriate spheres of work and to ensure that appropriate conditions of service are enjoyed by those employed or holding office in the Diocese and, where relevant, that reasonable remuneration is provided for all those engaged in the cure of souls;
  - c) the traditions, needs and characteristics of particular parishes; and
  - d) any other aspects of the policies of the Diocesan Synod to which the Synod has requested the committee to have regard in discharging its responsibilities.
- 3) It shall be the duty of the Mission and Pastoral Committee –
  - a) to make or assist in making better provision for the cure of souls in the Diocese as a whole and, to the extent that the committee thinks appropriate, in particular parts of the Diocese or in particular parishes; .
  - b) from time to time, as the Bishop may direct, or as the committee thinks fit, to review arrangements for pastoral supervision and care in the Diocese as a whole and, to the extent that the committee thinks appropriate, in particular parts of the Diocese or in particular parishes (including sharing agreements in respect of a church or parsonage house and any proposals for sharing agreements);
  - c) from time to time, as the Bishop may direct, or as the committee thinks fit, to prepare strategies or proposals for carrying out the committee's functions under paragraphs (a) and (b) for submission to the Bishop and the Diocesan Synod for their approval;
  - d) to maintain an overview of matters relating to church buildings in the Diocese and their use, other than matters which are within the jurisdiction of the consistory court or within the functions of the Diocesan Advisory Committee;
  - e) in the case of listed buildings or buildings in a conservation area, to make, in accordance with section 55, every endeavour to find a suitable alternative use or suitable alternative uses for churches which are proposed to be closed and buildings which have been closed for regular public worship in the Diocese under a pastoral church buildings scheme and, in the case of any other such building, to develop proposals for the suitable alternative use or uses of the building or for the demolition of the building and the disposal of its site;

- f) where it considers it desirable, to make recommendations to the Bishop in accordance with section 6 or 21 for any of the matters for which provision may be made under this Measure (other than section 50) by a pastoral scheme or order; and
  - g) to carry out any other functions conferred upon a Mission and Pastoral Committee of a Diocese by any enactment.
- 4) The Mission and Pastoral Committee shall, in carrying out any of its functions, to the extent that it thinks appropriate, consult any other persons or bodies, whether within the Church of England or not, which exercise functions or carry out activities relevant to the functions of the committee.
- 5) Nothing in this section shall enable the mission and pastoral committee:
  - a) to exercise functions conferred on any other person or body by or under any enactment, or
  - b) to fix or alter the terms of service of any person employed or holding office in the Diocese.





**NEW SOUTHWARK DBF ARTICLES**

Company number 00236594  
Charity number 249678

COMPANIES ACT 2006  
A COMPANY LIMITED BY GUARANTEE  
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
**THE SOUTH LONDON CHURCH FUND AND  
SOUTHWARK DIOCESAN BOARD OF FINANCE**

ADOPTED ON 11 May 2017

**Ruth Martin**



... 18 May 2017

- Secretary of the Diocesan Synod
- Company Secretary of the [Southwark] Diocesan Board of Finance
- Secretary of the Diocesan Council of Trustees and its constituent bodies

Companies Act 2006

Company limited by guarantee and not having a share capital

ARTICLES OF ASSOCIATION OF  
**THE SOUTH LONDON CHURCH FUND AND  
SOUTHWARK DIOCESAN BOARD OF FINANCE**

1. **NAME**

The name of the Charity is the South London Church Fund and Southwark Diocesan Board of Finance.

2. **LIMITED LIABILITY**

The liability of Members is limited.

3. **GUARANTEE**

Every member promises, if the Charity is dissolved while he, she or it remains a Member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while he, she or it was a Member.

4. **OBJECTS**

The Objects are for the public benefit to assist, promote and further the religious and other charitable work (including, but not limited to, the educational work) of the South London Church Fund and Southwark Diocesan Board of Finance within the Diocese, and any other diocese which shall at any time be formed, wholly or in part out of the Diocese, either with or without the addition of any part or parts of other dioceses.

5. **POWERS**

The Charity has the following powers, which may be exercised by the Trustees only in promoting the Objects:

**Function**

- 5.1 To serve as the financial governance body of the Church of England in the Diocese, to perform, work and transact business in connection with the Church and Diocese and to act as the Parsonages Board for the Diocese within the meaning of the Repair of Benefice Buildings Measure 1972;

**Funds**

- 5.2 To raise funds (but not by means of Taxable Trading);

5.3 From time to time to determine or assist in determining the manner in which the several deaneries and parishes within the Diocese should contribute funds to the Charity;

5.4 To make grants or loans of money and to give guarantees;

#### **Investments and reserves**

5.5 To set aside funds for special purposes or as reserves against future expenditure;

5.6 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a Financial Expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);

5.7 To delegate the management of investments to a Financial Expert, but only on terms that:

5.7.1 the investment policy is set down in writing for the Financial Expert by the Trustees;

5.7.2 every transaction is reported regularly to the Trustees;

5.7.3 the performance of the investments is reviewed regularly with the Trustees;

5.7.4 the Trustees are entitled to cancel the delegation arrangement at any time;

5.7.5 the investment policy and the delegation arrangement are reviewed at least once a year;

5.7.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are reported regularly to the Trustees on receipt; and

5.7.7 the Financial Expert must not do anything outside the powers of the Trustees;

#### **Joint Working**

5.8 To co-operate with other bodies, including (but not limited to) other Church dioceses, churches of any denomination and Christian charities (whether Church charities or otherwise);

5.9 To support, administer or set up other charities;

5.10 To establish or acquire subsidiary companies to assist or act as agents for the Charity;

- 5.11 To acquire or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;

#### **Agents, staff and advisers**

- 5.12 Subject to article 12, to employ paid or unpaid agents, staff or advisers;
- 5.13 Subject to article 12, to provide for the maintenance of the clergy and other persons connected with the ministry or work of the Church of England;
- 5.14 Subject to article 12, to make provision for any person who is or has been in the employment of the Charity or connected with the ministry or work of the Church and their husband, wife, civil partner, widow, widower, surviving civil partner, children and/or dependants, including (but not limited to) the payment of wages, pensions and other support and the endowment (temporary or permanent) of benefices;
- 5.15 Subject to article 12, to train (or pay for the training of) clergy, curates, ordinands, other ministers, candidates for the ministry, lay workers and other paid or unpaid agents or staff;

#### **Property**

- 5.16 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act);
- 5.17 To hold real and personal property for purposes connected with the Church;
- 5.18 To buy, take on lease or exchange, or otherwise acquire or hire property of any kind;
- 5.19 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 5.20 To build, maintain, restore, renew, improve, alter, enlarge and repair property of any kind;
- 5.21 To acquire, hold and administer advowsons;
- 5.22 To arrange for investments or other property of the Charity to be held in the name of a Nominee Company acting under the control of the Trustees or of a Financial Expert acting under their instructions, and to pay any reasonable fee required;
- 5.23 To deposit documents and physical assets with any company registered or having a place of business in England and Wales as Custodian, and to pay any reasonable fee required;



## **Education**

5.24 To advance religious education, including by (but not limited to):

5.24.1 acquiring buildings, sites for building, land and other assets for Church schools and colleges;

5.24.2 equipping, improving and repairing Church schools and colleges;

5.24.3 managing Church schools and colleges;

5.24.4 founding scholarships; and

5.24.5 co-operating and working with educational authorities.

## **Insurance**

5.25 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;

5.26 To purchase and maintain at the expense of the Charity Indemnity Insurance for the benefit of any Trustee or former Trustee in respect of any loss or liability of the Trustees which by virtue of any rule of law has been or may be incurred by them in respect of any negligence, default, breach of trust or breach of duty of which he may be guilty in connection with that Trustee's duties or powers in relation to the Charity;

5.27 Any Indemnity Insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard to whether it was a breach of trust or breach of duty or not and any such Indemnity Insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Directors of the Charity;

## **General**

5.28 To enter into contracts to provide services to or on behalf of other bodies;

5.29 To promote or carry out research;

5.30 To provide advice;

5.31 To print, publish, sell, give away and/or distribute information, books, pamphlets and other literature;

5.32 To promote or oppose or to join in promoting or opposing legislative and other measures affecting or likely to affect any of the objects or work of the Charity or any body of persons the aid or benefit of which is within the objects of the Charity;

- 5.33 To act as executor and/or trustee, either alone or jointly with any other person or persons;
- 5.34 To pay the costs of forming the Charity; and
- 5.35 To do anything else within the law which promotes or helps to promote the Objects or which the Diocesan Synod of the Diocese deems necessary or expedient in the interests of the Diocese.

## **6. MEMBERS AND TRUSTEES OF THE CHARITY**

- 6.1 The Members for the time being of the Charity shall (subject to the provisions of article 7) be the members for the time being elected or nominated to or ex officio the members of the Diocesan Council of Trustees (the standing committee of the Diocesan Synod) who shall have agreed to become Members of the Charity. The qualification, election and removal of members of the Charity shall therefore (subject as aforesaid) be governed by any rules relating to the qualification, election and removal of members of the Diocesan Council of Trustees.
- 6.2 The Charity must maintain a register of Members (which shall be the same as the membership of the Diocesan Council of Trustees for the time being) from time to time.
- 6.3 The Directors of the Charity for the time being shall be the same as the Members of the Charity for the time being (referred to as the “**Trustees**”).
- 6.4 There shall be no more than 42 Trustees or such other number as the Trustees shall by ordinary resolution of the Charity decide.
- 6.5 Every Trustee after appointment must sign a declaration of willingness to act as a Charity Trustee of the Charity before he or she may vote at any meeting of the Trustees.
- 6.6 As required by section 1 of the Diocesan Boards of Finance Measure 1925:
  - 6.6.1 the Diocesan Bishop as the President of the Diocesan Synod shall be a Trustee;
  - 6.6.2 not less than 75% of the other Trustees shall be elected by the Diocesan Synod not less than two-thirds of whom shall be members of the Diocesan Synod; and
  - 6.6.3 a majority of the Trustees shall at all times be lay persons.
- 6.7 If at any time any vacancy or vacancies shall occur which give rise to an equality of lay and clerical Trustees or to a lay minority, no clerical Trustees shall be elected or nominated, as the case may be, to fill such vacancy or vacancies until such time as there shall be a lay majority of Trustees unless, in the case of the election or

nomination of several Trustees together, there shall be a lay majority as the result of such election or nomination.

- 6.8 No person shall be elected, appointed or co-opted as a Trustee unless he or she is a communicant member of the Church.
- 6.9 The Charity may act notwithstanding any vacancy in the number of Trustees, so long as the number of Trustees does not fall below the quorum set out in article 8.5.
- 6.10 Membership or Trusteeship of the Charity is not transferable.

## **7. TERMINATION OF APPOINTMENT**

- 7.1 A Trustee's term of office automatically terminates if he or she:
  - 7.1.1 has served three consecutive terms (each term being for three years) but this shall apply only to licensed or beneficed members of the House of Clergy elected by the House of Clergy from among their number, and to members of the House of Laity elected by the House of Laity from among their number;
  - 7.1.2 ceases for whatever reason to be a member of the Diocesan Council of Trustees including receipt by the Diocesan Council of Trustees of written notice of the resignation of the Trustee;
  - 7.1.3 ceases to be a Director or a Member of the Charity for whatever reason;
  - 7.1.4 resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the resignation is to take effect);
  - 7.1.5 is a Trustee ex officio and for whatever reason no longer holds the office which confers the right to be a Trustee of the Charity;
  - 7.1.6 dies, or in the case of an Trustee ex officio, if their office ceases to exist or if the individual ceases to hold that office;
  - 7.1.7 is absent from all meetings of the Diocesan Council of Trustees for a period of twelve months without due reason;
  - 7.1.8 is absent from three consecutive meetings of the Diocesan Council of Trustees without due reason;
  - 7.1.9 is disqualified from being nominated, chosen or elected or from serving as a member of any synod under the Church Representation Rules 2011;
  - 7.1.10 ceases to be a communicant member of the Church;

- 7.1.11 being a Trustee elected from Diocesan Synod pursuant to article 6.6.2 ceases to be a member of Diocesan Synod;
- 7.1.12 is disqualified under the Charities Act from acting as a Charity Trustee (unless the disqualification is for the time being subject to a waiver by the Commission under section 181 of the Charities Act) or is prohibited by law from being a director of a company;
- 7.1.13 is prohibited from acting as a Trustee under the provisions of the Safeguarding Vulnerable Groups Act 2006;
- 7.1.14 is, in the opinion of the other Trustees, at any time incapable, whether mentally or physically, of managing his or her own affairs; or
- 7.1.15 is removed by resolution of the Trustees present and voting at a general meeting (but only if at least two Trustees will remain in office) after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.

## **8. GENERAL MEETINGS OF THE MEMBERS**

- 8.1 A meeting of the Diocesan Council of Trustees sitting in their capacity as Members of the Charity shall constitute a general meeting of the Charity.
- 8.2 Where a meeting of the Diocesan Council of Trustees purports to do anything in respect of the Charity required to be done by the Members in accordance with the Companies Acts, then the Diocesan Council of Trustees shall be deemed to be sitting as a general meeting of the Charity provided always that the provisions of this article 8 have been met in relation to that meeting.
- 8.3 A general meeting may be called at any time by the Diocesan Secretary and must be called within 14 days of a written request from at least five of the Trustees. Meetings are called on at least seven days' written notice specifying the business to be discussed and the time and place of the meeting and including a statement informing the Trustee of his rights under section 324 of the Companies Act 2006.
- 8.4 Trustees and the Diocesan Secretary are entitled to attend general meetings either personally or by suitable means agreed by the Trustees in which all participants may communicate with all the other participants.
- 8.5 There is a quorum at a meeting if the number of Trustees present in person or by means otherwise agreed pursuant to article 8.4 is at least nine and no business shall be transacted at such general meeting unless a quorum is present.
- 8.6 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee elected by those present presides at a meeting.
- 8.7 Except for the Chairman of the meeting who has a casting vote, every Trustee has one vote on each issue on a show of hands.

- 8.8 A written resolution signed by a majority of those entitled to vote at a meeting (or, where article 8.11 requires, a greater majority) is as valid as a resolution actually passed at such a meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature required to reach the relevant majority.
- 8.9 The Diocesan Secretary is entitled to attend and speak at a general meeting of the Trustees but is not entitled to vote.
- 8.10 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 8.11 Except where otherwise provided by
- 8.11.1 the Articles;
  - 8.11.2 any regulations, standing orders or by-laws of the Charity, or
  - 8.11.3 the Companies Acts,
- every issue is decided by a simple majority of the votes cast at a general meeting.
- 8.12 The Charity shall be required to hold at least one general meeting in any year, each general meeting not being more than fifteen months after the holding of the preceding general meeting.

**9. TRUSTEES' PROCEEDINGS AS DIRECTORS**

- 9.1 A meeting of the Diocesan Council of Trustees sitting in their capacity as Directors of the Charity shall constitute a board meeting of the Charity.
- 9.2 Where a meeting of the Diocesan Council of Trustees purports to do anything in respect of the Charity required to be done by the Directors in accordance with the Companies Acts, then the Diocesan Council of Trustees shall be deemed to be sitting as a meeting of the board of the Charity provided always that the provisions of this article 9 have been met in relation to that meeting.
- 9.3 A board meeting may be called at any time by the Diocesan Secretary and must be called within 14 days of a written request from at least five of the Trustees. Meetings are called on at least seven days' written notice specifying the business to be discussed and the time and place of the meeting.
- 9.4 Trustees and the Diocesan Secretary are entitled to attend meetings either personally or by suitable means agreed by the Trustees in which all participants may communicate with all the other participants.

- 9.5 There is a quorum at a meeting if the number of Trustees present in person or by means otherwise agreed pursuant to article 9.4 is at least nine and no business shall be transacted at such general meeting unless a quorum is present.
- 9.6 The Chairman or the Vice Chairman shall preside at each meeting, or, if the Chairman or Vice Chairman is unable or unwilling to do so, some other Trustee chosen by the Trustees present shall preside at such meeting.
- 9.7 Except where otherwise required by the Companies Acts, every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by a majority of the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 9.8 Except for the Chairman of the meeting who has a casting vote, every Trustee has one vote on each issue.
- 9.9 The Diocesan Secretary is entitled to attend and speak at a board meeting of the Trustees but is not entitled to vote.
- 9.10 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

## **10. CHAIRMAN AND SECRETARY**

- 10.1 The Diocesan Bishop shall nominate such persons (who are not otherwise prevented from being Trustees) as Chairman and Vice Chairman for election by the Trustees and the Trustees shall elect the persons so nominated as Chairman and Vice Chairman.
- 10.2 The Chairman and Vice Chairman shall be elected at a general meeting of the Charity for a term of one year (which may be renewed for a period of up to six years) in accordance with this article 10.
- 10.3 The Diocesan Bishop may withdraw his nomination at any time upon which the Chairman or Vice Chairman shall cease to hold such role with immediate effect.
- 10.4 When there is a vacancy in the See of Southwark, the Chairman shall continue in the role of Chairman until such time as another Chairman is appointed in accordance with this article 10.
- 10.5 If the position of Chairman falls vacant when there is a vacancy in the See of Southwark, the Vice Chairman shall become the Chairman until such time as the vacancy in the See of Southwark is filled.
- 10.6 The Diocesan Secretary from time to time shall act as Secretary in accordance with Companies Acts.

## **11. TRUSTEES' POWERS**

11.1 Subject to the articles and to such directions as may be given from time to time by the Diocesan Synod, the Trustees are responsible for (but do not undertake) the executive management of the Charity's business, for which purpose they may exercise all the powers of the Charity in accordance with the Charity's objects as set out in article 4.

11.2 The Trustees have the following powers in the administration of the Charity:

11.2.1 to delegate any of their functions to committees consisting of two or more individuals appointed by them;

11.2.2 to make standing orders consistent with the Articles and the Companies Acts to govern proceedings at general meetings;

11.2.3 to make rules consistent with the Articles and the Companies Acts to govern their proceedings and proceedings of committees;

11.2.4 to make regulations consistent with the Articles and the Companies Acts to govern the administration of the Charity and the use of its seal (if any); and

11.2.5 to establish procedures to assist the resolution of disputes or differences within the Charity.

## **12. BENEFITS TO MEMBERS AND TRUSTEES**

12.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members but:

12.1.1 Trustees who are also beneficiaries may receive charitable benefits in that capacity; and

12.1.2 Trustees who are clergy or lay persons of the Church of England may receive grants, pensions and benefits.

12.2 A Trustee must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Charity except:

12.2.1 as mentioned in articles 5.12 to 5.15, 5.26 or 12.1;

12.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;

12.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);



12.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding; or

12.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).

12.3 A Trustee may not be an employee of the Charity, but a Trustee or a Connected Person may enter into a contract with the Charity to supply goods or services in return for a payment or other Material Benefit if:

12.3.1 the goods or services are actually required by the Charity;

12.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in article 12.5; and

12.3.3 no more than a minority of the Trustees are interested in such a contract in any financial year.

Payments or other Material Benefits provided under article 5.15 or 12.1.2 shall be disregarded for the purposes of this article.

12.4 Whenever a Trustee has a personal interest in a matter falling within articles 12.1, 12.2 and 12.3, which is to be discussed at a meeting of the Trustees or a committee, he or she must comply with the procedure in article 12.5.

12.5 Where this article applies, a Trustee must:

12.5.1 Declare an interest before the meeting or at the meeting before discussion begins on the matter;

12.5.2 Be absent from the meeting for that item unless expressly invited to remain in order to provide information;

12.5.3 Not to be counted in the quorum for that part of the meeting; and

12.5.4 Have no vote on the matter and be absent during the vote if so requested by the other Trustees.

12.6 This article may not be amended without the written consent of the Commission in advance.

### **13. CONFLICTS OF INTEREST**

13.1 Trustees must avoid Conflicts of Interest and wherever a Conflict of Interest arises in a matter to be discussed at a meeting of the Trustees (whether pursuant to article 8 or article 9) or a committee, a Conflicted Trustee must comply with the procedure set out in article 12.5.



13.2 Subject to article 12, if a Conflict of Interest matter is proposed to the Trustees, the Trustees may agree to:

13.2.1 authorise that matter; or

13.2.2 authorise a Conflicted Trustee to act in his or her ordinary capacity as a Trustee and carry out all the duties and powers of a Trustee in relation to that matter.

13.3 Where the Unconflicted Trustees consider an authorisation to act notwithstanding a Conflict of Interest, the Conflicted Trustee must comply with the procedure set out in article 12.5.

13.4 This article may not be amended without the written consent of the Commission in advance.

#### **14. COMPANY SEAL**

14.1 The Charity may have a company seal as determined from time to time by a meeting of the Trustees.

14.2 While the Charity has a company seal, the Trustees shall provide for the safe custody of the Charity's company seal.

14.3 Any company seal may only be used by the authority of the Trustees.

14.4 Any documents bearing the Charity's company seal and purporting to be attested by two Trustees or the Secretary shall, in the absence of proof to the contrary, be deemed to have been duly sealed by the Trustees.

14.5 The Secretary shall keep a record of every occasion on which the Charity's company seal is used.

#### **15. RECORDS AND ACCOUNTS**

15.1 The Trustees must comply with the requirements of the Companies Acts and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission of relevant filings to the Registrar of Companies and the Commission.

15.2 The Trustees must keep proper records of:

15.2.1 all proceedings at meetings of the Trustees whether at a general meeting or a board meeting;

15.2.2 all reports of committees; and

15.2.3 all professional advice obtained.

15.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours.

15.4 A copy of the Charity's latest available audited financial statements must be supplied on request to any Trustee. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs

## **16. NOTICES**

16.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means.

16.2 The only address at which a Trustee is entitled to receive notices sent by post is an address in the UK shown in the register of Members.

16.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

16.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

16.3.2 two clear days after being sent by first class post to that address;

16.3.3 three clear days after being sent by second class or overseas post to that address;

16.3.4 on being handed to the Member personally; or

16.3.5 if earlier, as soon as the Member acknowledges actual receipt.

16.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

## **17. DISSOLUTION**

17.1 If the Charity is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

17.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;

17.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects; or

17.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.

17.2 A final report and statement of account must be sent to the Commission.

17.3 This article may not be amended without the written consent of the Commission in advance.

## 18. **INTERPRETATION**

In the Articles, unless the context indicates another meaning, the defined terms shall have the following meanings:

**"the Articles"** means the Charity's articles of association

**"Bishop's Council"** means the constituent body of the Diocesan Council of Trustees which is the standing committee of the Diocesan Synod appointed pursuant to the Church Representation Rules as amended from time to time

**"Chairman"** means such person elected as Chairman of the Charity in accordance with article 10 and is ex officio thereby a member of the House of Laity

**"the Charity"** means the company governed by the Articles

**"the Charities Act"** means the Charities Act 2011

**"Charity Trustee"** has the meaning prescribed by section 177 of the Charities Act

**"Church"** means the Church of England

**"clear day"** means 24 hours from midnight following the relevant event

**"the Commission"** means the Charity Commission for England and Wales

**"the Companies Acts"** means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity

**"Conflict of Interest"** includes a conflict of interest and duty and a conflict of duties

**"Conflicted Trustee"** means any Trustee who has a conflict of Interest in relation to a matter to be discussed or voted upon at a meeting of the Trustees

**"Connected Person"** means any person who is a connected person in relation to a Trustee as such term is defined in section 252 of the Companies Act 2006

**“Custodian”** means a person or body which undertakes safe custody of assets or of documents or records relating to such assets and is a custodian trustee by virtue of the Parochial Church Councils (Powers) Measure 1956 (as amended) and the Incumbents and Churchwardens (Trusts) Measure 1964

**“Diocesan Bishop”** means the Bishop for the time being of the Diocese

**“Diocesan Council of Trustees”** means the strategic decision-making council of the Diocesan Synod whose members are members of the Bishop’s Council (being the Standing Committee of the Diocesan Synod), the Charity, Diocesan Mission and Pastoral Committee and Diocesan Parsonages Board as constituted from time to time in accordance with the relevant measures

**“Diocesan Mission and Pastoral Committee”** means the constituent body of the Diocesan Council of Trustees appointed pursuant to the Mission and Pastoral Measure 2011 responsible for arrangements for pastoral supervision and care in the Diocese

**“Diocesan Parsonages Board”** means the constituent body of the Diocesan Council of Trustees appointed pursuant to the Repair of Benefice Buildings Measure 1972 responsible for the repair and replacement of parsonage houses and any building belonging to a benefice

**“Diocesan Secretary”** means the secretary for the Diocesan Synod who is also the secretary of the Diocesan Council of Trustees and company secretary to the Charity (or, where there is a vacancy, the acting Diocesan Secretary)

**“Diocesan Synod”** shall be as constituted by the Synodical Government Measure 1969

**“Diocese”** means the Church of England diocese of Southwark

**“Director”** means a director of the Charity and includes any person occupying the position of director, by whatever name called

**“Financial Expert”** means any person who is authorised to give investment advice under the Financial Services and Markets Act 2000

**“financial year”** means the Charity’s financial year

**“Indemnity Insurance”** means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of such duty

**“Material Benefit”** means a benefit which may or may not be financial but has a monetary value

**“Member”** has the meaning given in section 112 of the Companies Act 2006 and **“Membership”** refers to company membership of the Charity

**“month”** means calendar month

**“Nominee Company”** means a corporate body registered or having an established place of business in England and Wales

**“the Objects”** means the Objects of the Charity as defined in article 4

**“Secretary”** means the company secretary of the Charity

**“Taxable Trading”** means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax

**“Trustee”** means a person who is both a Director and a Member of the Charity and a **“meeting of the Trustees”** means a meeting in their capacity as Directors pursuant to article 8 or their capacity as Members pursuant to article 9

**“Unconflicted Trustee”** means any Trustee who has no Conflict of Interest in relation to a matter to be discussed or voted upon at a meeting of the Trustees

**“Vice Chairman”** means such person elected as Vice Chairman of the Charity in accordance with article 10

**“written”** or **“in writing”** refers to a legible document on paper including a fax message or in electronic format

**“year”** means calendar year

18.1 Expressions used in these Articles which are defined in the Companies Acts have the same meaning as defined in those acts.

18.2 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.



**Ruth Martin**

... 18 May 2017

- Secretary of the Diocesan Synod
- Company Secretary of the [Southwark] Diocesan Board of Finance
- Secretary of the Diocesan Council of Trustees and its constituent bodies

# DIOCESAN COUNCIL OF TRUSTEES MEMORANDUM OF UNDERSTANDING THE DIOCESE OF SOUTHWARK

Adopted 11 May 2017  
By the Diocesan Council of Trustees

## **Interpretation**

All defined terms used in this document shall have the same meaning as given to them in the Articles of Association of the South London Church Fund and Southwark Diocesan Board of Finance ("**Diocesan Board of Finance**") and shall be construed accordingly.

## **Purpose**

The Diocesan Council of Trustees holds, through its four constituent bodies, responsibility for the policy, financial and pastoral decisions necessary to implement the vision and strategy of Diocesan Synod.

The four constituent bodies of the Diocesan Council of Trustees are:

- i. the Bishop's Council;
- ii. the Diocesan Board of Finance;
- iii. the Diocesan Mission and Pastoral Committee; and
- iv. the Diocesan Parsonages Board.

These remain legally distinct bodies with identical membership. Their meetings are normally distinct but not separate.

## **Trustees**

All trustees, whether elected or nominated, of the Diocesan Council of Trustees are full voting members of all its constituent bodies (subject to any terms to the contrary in the governing documents of the relevant bodies). They engage in debate and decision from the perspective of all these bodies.

As trustees of the Diocesan Board of Finance, members are also directors, members and charitable trustees of that entity. Members of the Diocesan Council of Trustees therefore have all the usual responsibilities of charitable trustees.

All trustees take responsibility for timely, accurate and local communication. They are expected to consult with and to report to deaneries and parishes by means of whose election they become trustees.

Membership of the Diocesan Council of Trustees is largely determined by the legislative requirements of the constituent bodies of the Diocesan Council of Trustees: the Diocesan Board of Finance, the Bishop's Council, the Diocesan Mission and Pastoral Committee and the Diocesan Parsonages Board.

Elected trustees normally serve for one or two terms of three years and may serve for three terms of three years. Trustees elected by and from Diocesan Synod cease to be eligible for the trustee body as members of Synod when no longer on Synod, save that membership of the Diocesan Council of Trustees continues until new trustees are elected after the triennial Synod elections. Terms are counted from these elections. All elected trustees cease to be eligible for the Diocesan Council of Trustees for one term of three years upon having served for three terms of three years.



Not less than 75% of the trustees (excluding the Diocesan Bishop) shall be elected by the Diocesan Synod not less than two-thirds of whom shall be members of the Diocesan Synod and a majority of the trustees shall at all times be laymen.

If at any time any vacancy or vacancies shall occur which give rise to an equality of lay and clerical members on the Diocesan Council of Trustees or to a lay minority, no clerical members shall be elected or nominated, as the case may be, to fill such vacancy or vacancies until such time as there shall be a lay majority of members unless, in the case of the election or nomination of several members together, there shall be a lay majority as the result of such election or nomination.

No person shall be elected, appointed or co-opted as a trustee unless he or she is a communicant member of the Church.

The membership of the Diocesan Council of Trustees is as follows:

### **Clergy**

The President of the Diocesan Synod (which shall be the Diocesan Bishop)	1
The Archdeacons	6
Area Bishops being members of the House of Bishops, elected by the House of Bishops	3
The Chair of the House of Clergy elected by the House of Clergy to be Chair of House and a member of the Diocesan Council of Trustees	1
Two licensed or beneficed clerics from each episcopal area being members of the House of Clergy, elected by the House of Clergy	6
<b>Total Clergy</b>	<b>17</b>

### **Laity**

The Chair of the Diocesan Board of Finance nominated by the Diocesan Bishop elected by the Trustees of the Diocesan Board of Finance in accordance with the articles of the Diocesan Board of Finance and ex officio thereby a member of the House of Laity	1
The Vice Chair of the Board of Finance nominated by the Diocesan Bishop, elected by the Trustees of the Diocesan Board of Finance in accordance with the articles of the Diocesan Board of Finance	1
The Chair of the House of Laity elected by the House of Laity to be Chair of House and a member of the Diocesan Council Trustees	1
Twelve lay persons being members of the House of Laity, elected by the House of Laity, of whom at least three shall be from each episcopal area	12
Six lay persons with up-to-date financial or other relevant expertise nominated by the Diocesan Secretary in consultation with the Diocesan Bishop, the Chair of the Diocesan Board of Finance and elected by, but not necessarily members of, the House of Laity. Such nominations may be revoked at any time following which the	6

person so nominated will cease to be a trustee with immediate effect.

## **Total Laity**

**21**

The Diocesan Bishop, after appropriate consultation and taking into account the recommendation of the Audit and Governance Committee, may nominate up to four further members for their and relevant and up-to-date expertise. Of these, not more than two shall be clergy and all shall have full voting rights. All nominated members serve for three years and may normally serve for a second term of three years. They may serve for a third term of three years and shall then stand down for at least one term.

The maximum membership of the Diocesan Council of Trustees is 42.

## **Termination of membership**

Membership of the Diocesan Council of Trustees and all the constituent bodies is automatically terminated if a trustee ceases for whatever reason to be a member of any one constituent body.

## **Behaviour of the trustees**

The trustees will at all times carry out their activities in relation to the Diocesan Council of Trustees in a manner which is:

- i. transparent;
- ii. clear;
- iii. exhibiting subsidiarity;
- iv. communicable;
- v. liberating (of clergy and laity, with simpler structures and fewer meetings);
- vi. doable (and in the case of staff) manageable and managed;
- vii. accountably delegated;
- viii. collaborative;
- ix. commanding the confidence, goodwill and engagement of parishes;
- x. skills based and time specific;
- xi. affordable; and
- xii. demonstrating coherence between structure and policy, mission and finance.

In addition, each trustee shall complete the form titled "Trustees and Committee Members Declarations of Eligibility, Responsibility and Conflicts of Interest" ("Declaration Form"). If the trustee does not complete the Declaration Form within 3 months of the date on which they were elected then

they shall cease to be a trustee.

The trustees shall have regard to the Southwark Governance Principles, based on the Nolan Principles in Public Life which are:

- i. **Christian values:** Trustees will seek to model and espouse Christlikeness and service. They will be people of prayer. They will be committed to supporting approved diocesan strategy for the furtherance of the mission of the Diocese of Southwark;
- ii. **Selflessness:** Trustees should act solely in terms of the interests of the Church as the Body of Christ, the Diocese and the wider public. They should not do so in order to gain financial or other benefits for themselves, their family or their friends. They should take seriously their role as representatives, bringing parish views to meetings and reporting back to their electorate;
- iii. **Integrity:** Trustees should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties;
- iv. **Objectivity:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit;
- v. **Accountability:** Trustees are accountable for their decisions and actions and must submit themselves to whatever scrutiny is appropriate to their office;
- vi. **Openness:** Trustees should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands it;
- vii. **Honesty:** Trustees have a duty to declare any private interests relating to their charitable, synodical or company duties and to take steps to resolve any conflicts arising in a way that protects the interest of the Diocese of Southwark, the wider Church and society;
- viii. **Leadership:** Holders of public office should promote and support these principles by leadership and example.

## Procedure

The Diocesan Council of Trustees normally meets five times per year. Papers will be circulated electronically two weeks before the meeting by the Diocesan Secretary. Hard copies will be posted second class the following day upon request.

The trustees and Diocesan Secretary will ensure at all times that the meetings of the trustees comply with the procedural requirements for meetings set out in the Articles.

In the notice of the meeting the Diocesan Secretary will make it clear whether the business of the meeting will require the trustees to sit in their capacity as the board of directors of the Diocesan Board of Finance or as a general meeting of the members of the Diocesan Board of Finance.

Diocesan Synod receives minutes of the Diocesan Council of Trustees meetings.

Meetings will normally include:

- i. Receiving updates in the form of papers for noting, sent and read in advance; questions on papers should be submitted to the Diocesan Secretary 48hrs in advance of the meeting. Where no questions are submitted, papers for noting will be considered deemed business.

This is to ensure proper scrutiny of papers by trustees in advance and to enable substantive debate on items for discussion and decision at meetings; and

- ii. Taking a finance item including any reporting back on the Parish Support Fund;

Items of Any Other Business must be notified to the Diocesan Secretary 48hrs in advance of the meeting to be taken at the discretion of the Chair of the relevant body

The Diocesan Council of Trustees (as all constituent bodies) is quorate in accordance with the Articles, and the non-conflicting requirements of any other governing instrument of any of its constituent bodies. If the Diocesan Council of Trustees is not quorate, the chairs of its constituent bodies shall determine if each independent body is quorate and transact such business as may be possible.

Procedure in addition to that set out here is detailed in the constitutional document of each constituent body or contained in the relevant church law and regulation, save that apologies for the meeting should be sent to the Diocesan Secretary, and accepted in advance by the chair of the relevant body directly or through the Diocesan Secretary.

#### **In attendance**

##### **Normally in attendance:**

Bishop's Chaplain

Director of Finance and Investment

The Deputy Diocesan Secretary

##### **Always in attendance:**

The Diocesan Secretary

An assistant responsible for recording the minutes of the meeting

#### **General meetings of the Diocesan Board of Finance**

At least one meeting of the Diocesan Council of Trustees sitting in their capacity as members of the Diocesan Board of Finance shall constitute a general meeting of the Diocesan Board of Finance. Following a budget meeting, the trustees will receive the accounts and review the past

year and look forward to the coming year. The trustees will scrutinise and review the performance of the diocesan administration and consider future plans.

### **The Diocesan Secretary**

The Diocesan Secretary, as secretary of the Diocesan Synod, is also the company secretary of the Diocesan Board of Finance, the secretary of the Diocesan Council of Trustees and its constituent bodies, save that the Deputy Diocesan Secretary may be secretary to the Diocesan Mission and Pastoral Committee.

The Diocesan Secretary is entitled to attend and speak at a meeting of the Diocesan Council of Trustees but is not entitled to vote.

### **Status of this Memorandum**

If there is an inconsistency between any of the provisions of this Memorandum and the provisions of any one of the constitutional documents of the constituent bodies, the provisions of the relevant constitutional document shall prevail.





# THE DIOCESE OF SOUTHWARK

## Briefing for Chairs of Constituent Bodies of the Diocesan Council of Trustees and Chairs of the Committees in the Governance Structure of the DCT

### Background

1. The Bishop's Council, the Diocesan Board of Finance, the Parsonages Board and the Diocesan Mission and Pastoral Committee now (since late 2015) meet together under the umbrella of the Diocesan Council of Trustees (DCT), enabling policy and resource decisions and strategic direction to be brought together through coterminous membership.<sup>i</sup>
2. In 2017 the Articles of Association and Memorandum of Understanding in relation to the DBF were fully modernised and updated to reflect this significant change and to enable the diocese to continue to comply with the historical ecclesiastical measures whilst recognising the development of the modern organisation<sup>ii</sup> [the governance structure is appended to this paper together with the 'end notes' which provide further links to source documents].
3. Two thirds of the Diocesan Council of Trustee members are elected by the Diocesan Synod, and of those, three quarters (or half the total membership) must be on Synod. Diocesan Synod is therefore the electing body of the Bishop's Council, the Diocesan Board of Finance, the Diocesan Mission and Pastoral Committee and the Parsonages Board.
4. The DCT is Synod's standing committee and from time to time synod will instruct the DCT. Ensuring that synodical governance is upheld with unity of purpose across those bodies under synodical oversight is the responsibility of the Diocesan Secretary guided by the Bishop as President of Diocesan Synod.

### Chairs of Constituent Bodies of the DCT and its committees and members not directly elected form Diocesan Synod.

5. Bishop Christopher nominates the Chairs of the constituent bodies of the DCT, all other committee leadership roles and those individual members not directly elected by synod. The Diocesan Secretary works closely with him in these matters.

### Chairs of Constituent parts of the DCT.

6. The Chairs of the different constituent bodies of the DCT meet together several times each year with the Diocesan Bishop and the Diocesan Secretary to ensure the DCT meetings with coterminous membership work well. The Chairs of the DMPC and Parsonages Board are normally Archdeacons. Bishop Christopher personally chairs the Bishop's Council. The Chair of the DBF is a lay person nominated by the Bishop and elected by the DBF (as is the Vice Chair of the DBF, who is also a lay person).

## **The Chair of the DBF**

7. The DBF is the charity in law and the Chair of the DBF has particular responsibilities in law to sign the annual report and accounts. It is therefore the Chair of the DBF's role to attain sufficient oversight of the resources, including the finances, to be able to discharge this important duty in law on behalf of all trustees. He/she presents the annual report and accounts (SoFA) to Diocesan Synod for final approval. The Chair of the DBF also presents the annual budget to Diocesan Synod. In order to undertake this role effectively the Chair of the DBF is a member of the Investment Committee, the Policy and Finance Committee and the Remuneration Sub-Committee. He/she also may attend the Audit and Risk committee at the invitation of its Chair. The Chair of the DBF has open access to the Diocesan Secretary to support him/her in discharging these duties and may also be asked by the Bishop to chair one of the committees.

## **8. Key Responsibilities of Chairs of Committees**

9. The Chair of any Committee ensures that the committee undertakes the work delegated by the DCT, which enables more focussed time to be given to key issues within its particular remit, usually with the benefit of additional members as nominated experts. Chairs of Committee will be expected to be able to report back to trustees as needed in writing or in person, to ensure that minutes accurately reflect key points of discussion and actions, and to work through the Diocesan Secretary (or a nominated deputy) and her office for any business in between meetings. The Diocesan Secretary works collaboratively with all chairs of committees to ensure effective engagement with the Diocesan governance structures.
10. The *Policy and Finance Committee* is the standing committee of DCT which supports the DCT in upholding Southwark Vision and in enabling it to be fulfilled. It guides strategy, comments and provides oversight for policies and the resourcing of those, including the draft annual budget and annual objectives presented by the Diocesan Secretary and the Executive Team (Senior Management Team).
11. The *Audit and Risk Committee* is the standing committee of the DCT which provides assurance to trustees on risks, providing challenge and scrutiny to the Executive Team on risk management and its mitigation. This includes responsibility for an effective annual audit of the accounts, as well as guidance and approval of matters such as the risk register and Key Performance Indicators. Whilst the Chair of the DBF and Vice Chair may attend the Committee meetings at the invitation of the Chair of the Audit and Risk Committee, they are not members of it, as the Audit and Risk Committees has governance oversight on behalf of trustees.
12. The *Investment Committee*, *Remuneration Sub Committee*, and the *Diocesan Minority Ethnic Anglican Affairs Committee* have their own specific remits, as does the DAC<sup>iii</sup>.

## **Key Responsibilities of all Trustees and Committee members**

13. The role of a member of the Diocesan Council of Trustees is to represent its parishes, deaneries and communities and be accountable, in law, for the oversight of the work of the Diocese<sup>iv</sup>. Members of committees who are not trustees will have been nominated by the Bishop to provide additional expertise to the trustees.
14. Trustee bodies pay particular attention to strategic policy development. Trustees also have a duty to hold 'the most senior member of staff'<sup>v</sup> - in our case, the Diocesan Secretary - to account so that they receive assurance regarding the effective management of resources, delivery of policies and compliance with law.



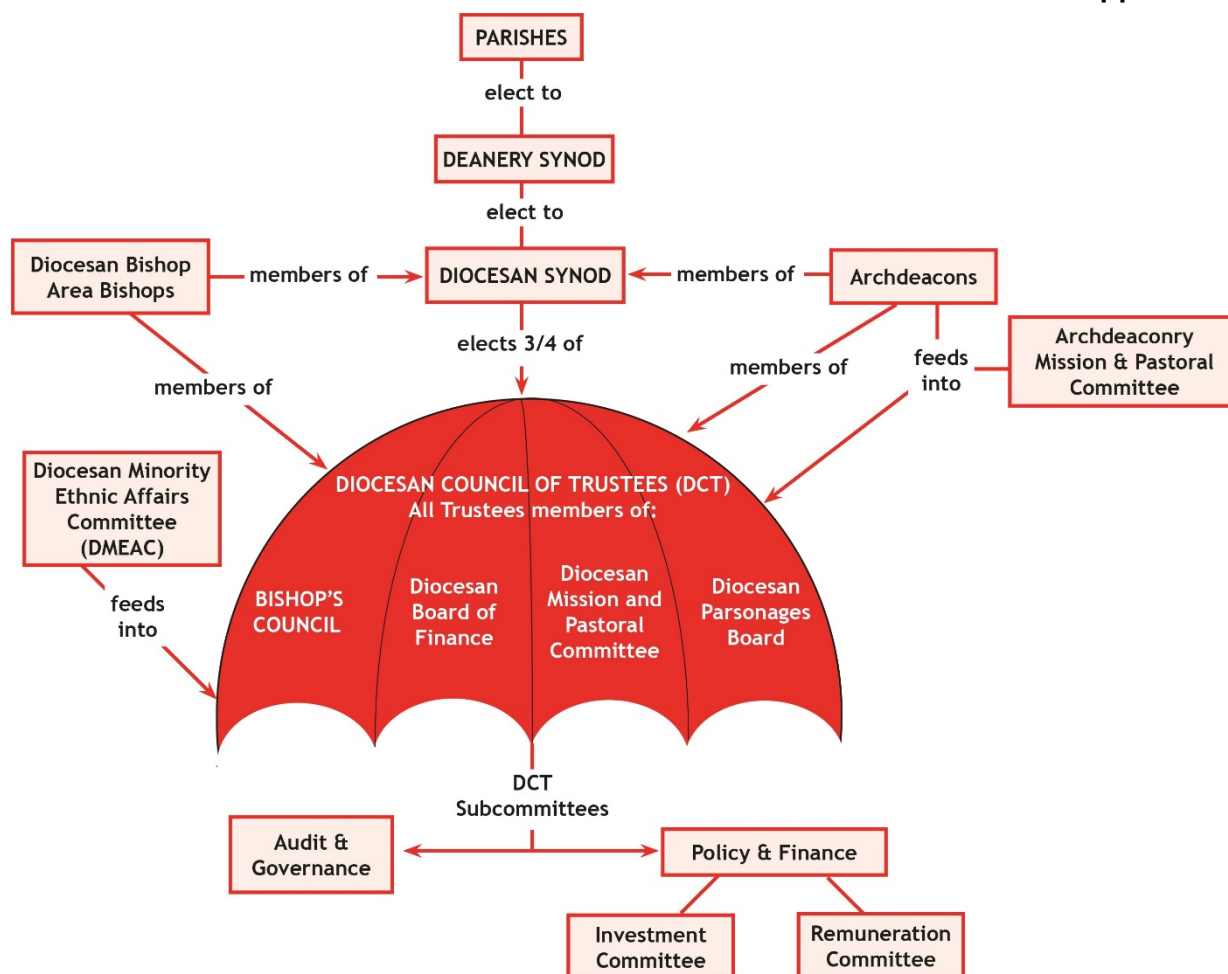
15. Trustees achieve this through offering a combination of support, advice and guidance together with challenge, scrutiny and oversight. By fulfilling these roles, Trustees work for the good of the whole Diocese and thus for the flourishing of all our parishes. Trustees and Committee members are required to complete the Diocesan Ethical Practices form upon appointment and to declare any conflicts of interest at each meeting. All are asked to uphold the Governance Structure, supporting Fit for Purpose and Lead, Enable, Serve. All are required to comply with any Code of Conduct of the Diocese<sup>vi</sup>

### **The Diocesan Executive team**

16. The changes which led to the DCT in 2015 also involved the intentional development of the Executive Team, through the initiative Lead, Enable, Serve, with a clearer delineation between the role of Trustee and the Executive. This is also in line with developments for larger charities<sup>vii</sup> -the Diocese is in the top 300 of more than 160,000 charities. The Diocesan Secretary reports directly to the Bishop and is operationally in effect the Chief Executive of the Diocese. There is also a Deputy Diocesan Secretary, who together with the Director of Finance, are her nominated deputies.
17. Accountability of the Executive Team to the DCT and its constituent bodies is through the Diocesan Secretary who leads a Senior Management Team (SMT) of executive directors and departmental heads. Following Fit for Purpose, Departmental heads and other staff attend DCT and Committee meetings on a need to attend basis and individual attendance can also be requested by the Chair; the whole of the SMT attends the all day budget meeting of the Policy and Finance Committee and the all day strategy day of the DCT. Most members of the SMT attend synod meetings.
18. The Diocesan Secretary is also expected to develop effective relationships with other parts of the diocesan leadership team including those areas outside the remit of the DCT (e.g. SDBE, Cathedral), as part of the synodical common purpose, and to develop and have good relationships with the clergy leadership team. In this she is guided by the Bishop. The whole leadership team is committed to Diocesan values: *Lead, Enable, Serve*.

### **Diocesan Vision and Southwark Vision through the DCT and its committees**

19. In 2017 the Diocese brought together the significant strands of thinking and learning from 2011-2016, especially in relation to ministry and mission, and developed the synodically approved Southwark Vision 2017-2025<sup>viii</sup>. The DCT will resource this vision through its policies as well as continuing to ensure full compliance with the ecclesiastical measures which underpin so much of the Diocesan responsibilities day to day (work such as clergy stipends, pensions, training and housing).
20. The Diocese, as part of Southwark Vision, has specific strategic objectives it seeks to achieve by 2025, summarised as 'Walking, Welcoming and Growing'. Thank you for being willing to play your part in this journey .



<sup>i</sup> Fit for Purpose Diocesan Synod paper DS 17/15 is the source document for the governance changes can be found at [Diocesan Website](#)

<sup>ii</sup> The Articles of Association and Memorandum of Understanding can be found at [Companies House](#)

<sup>iii</sup> See 'Fit for Purpose'. The DAC was not subject to Fit for Purpose but its members are approved by the DCT (Bishop's Council).

<sup>iv</sup> Fit for Purpose op. cit. contains more detail

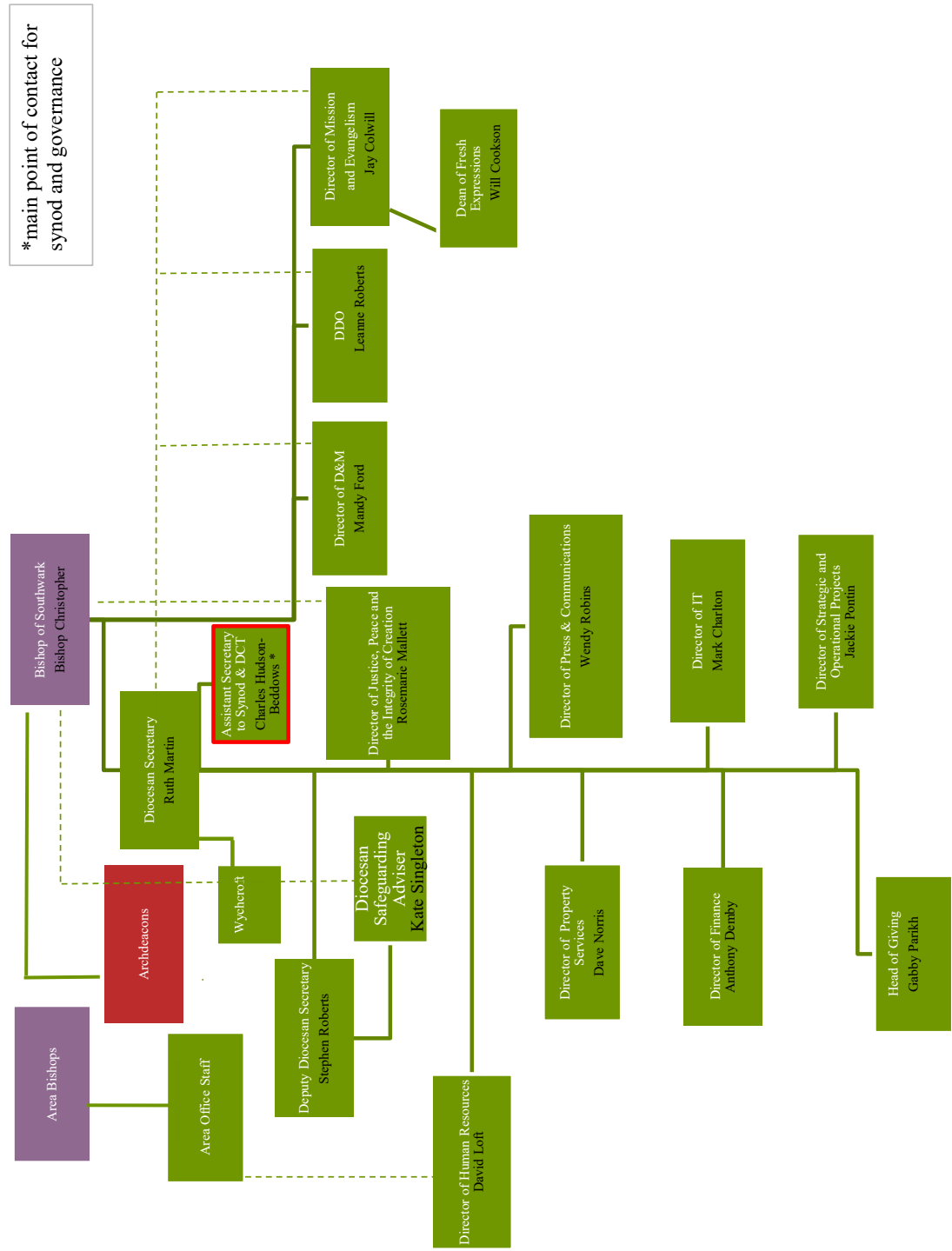
<sup>v</sup> See the Guidance for Larger Charities op cit

<sup>vi</sup> Under development for DCT meeting May 2018

<sup>vii</sup> The Guidance for Larger Charities can be found at <https://www.charitygovernancecode.org>

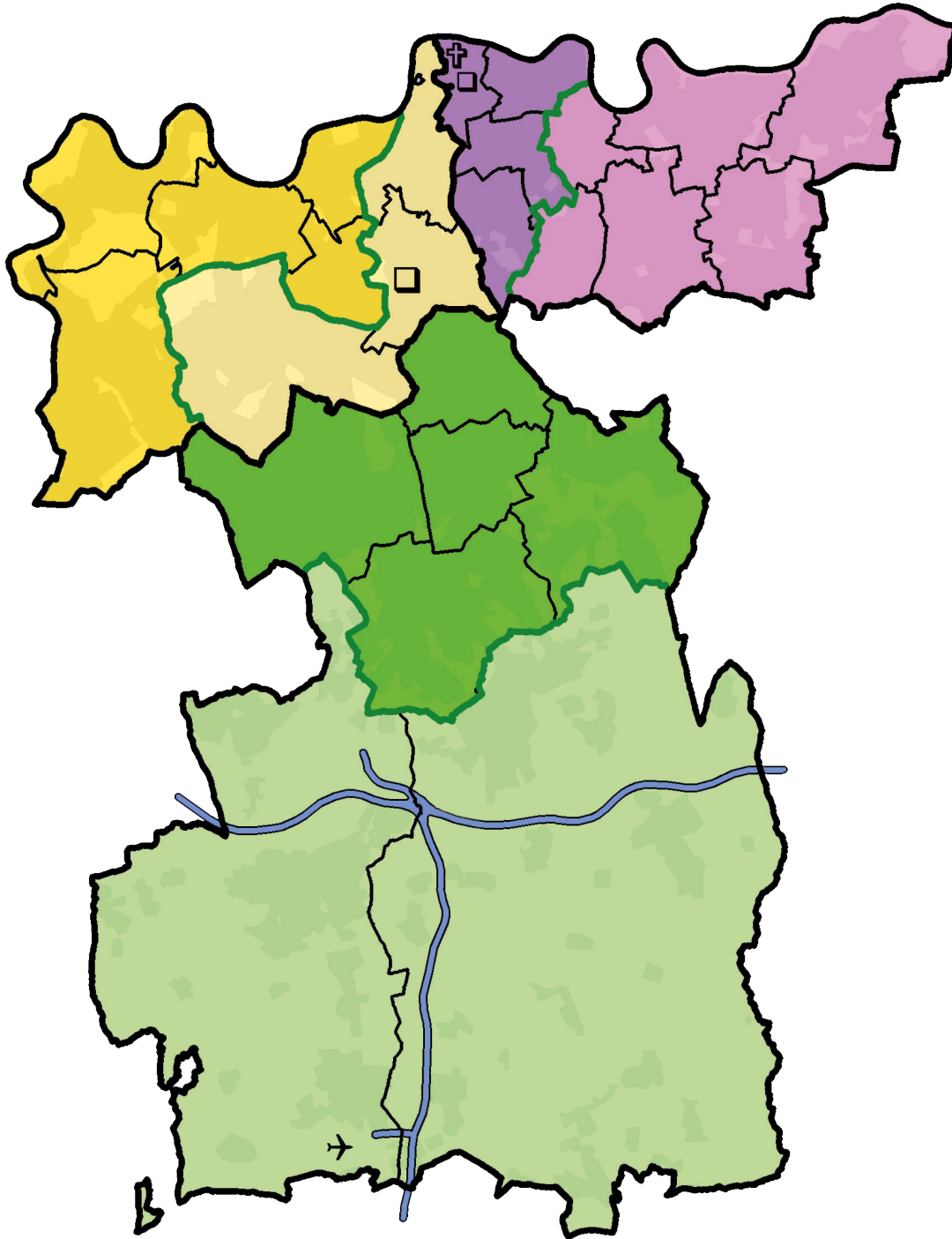
<sup>viii</sup> Southwark Vision Diocesan Synod paper can be found at the [Diocesan Website](#)

Diocese of Southwark  
Summary Organisation Chart - June 2018





# The Role of Deaneries and the Rules and Constitution of Deanery Synods



The Diocese of  
**Southwark**

**Hearts  
on Fire**  
The Diocese of Southwark

Loving God  
Walking with Jesus  
Led by the Spirit  
Luke 24:13-35

This document was approved and commended for use by Southwark Diocesan Synod at its meeting on 5 July 2017.

The rules for the conduct of the business of Deanery Synods in the Diocese are authorized by the Diocesan Synod under Rule 28 of the Church Representation Rules 2017.

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## 1. Introduction to this document

This document falls into two parts. Part A relates generally to Deaneries and Part B specifically to Deanery Synods. While every Deanery has a Deanery Synod, and although the two terms are often used interchangeably, they are two distinct things. Both are necessary in the Church of England and serve an ongoing need to demonstrate more vitality and purpose, the characteristics of a vibrant Deanery, in the mission and ministry that is largely a matter for local initiatives.

This document sets out the characteristics of a vibrant Deanery and outlines the model rules for Deanery Synods, which are a necessary part of synodical governance. This document should be read alongside the Joint Handbook for Area Deans and Deanery Lay Chairs<sup>1</sup> and the Toolkit for Deaneries<sup>2</sup>.

Rules are required to be made by the Diocesan Synod by virtue of Rule 28 of the Church Representation Rules 2017. Sub paragraphs (a) - (f) specify what must be included in the Rules.

In compiling this document, the aim is that these rules for Deanery Synods shall be:

- user friendly - written in simple, accessible language;
- mission focussed - to facilitate the mission of the Deanery;
- as flexible as possible - allowing the Deanery Synod to determine its own procedures where practical.

Signed by:



Adrian Greenwood  
Chair of the House of Laity



Canon Dr Rosemarie Mallett  
Chair of the House of Clergy



Ruth Martin  
Diocesan Secretary



Rt Revd Christopher Chessun  
Bishop of Southwark

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<sup>1</sup> Currently being revised.

<sup>2</sup> Under development.



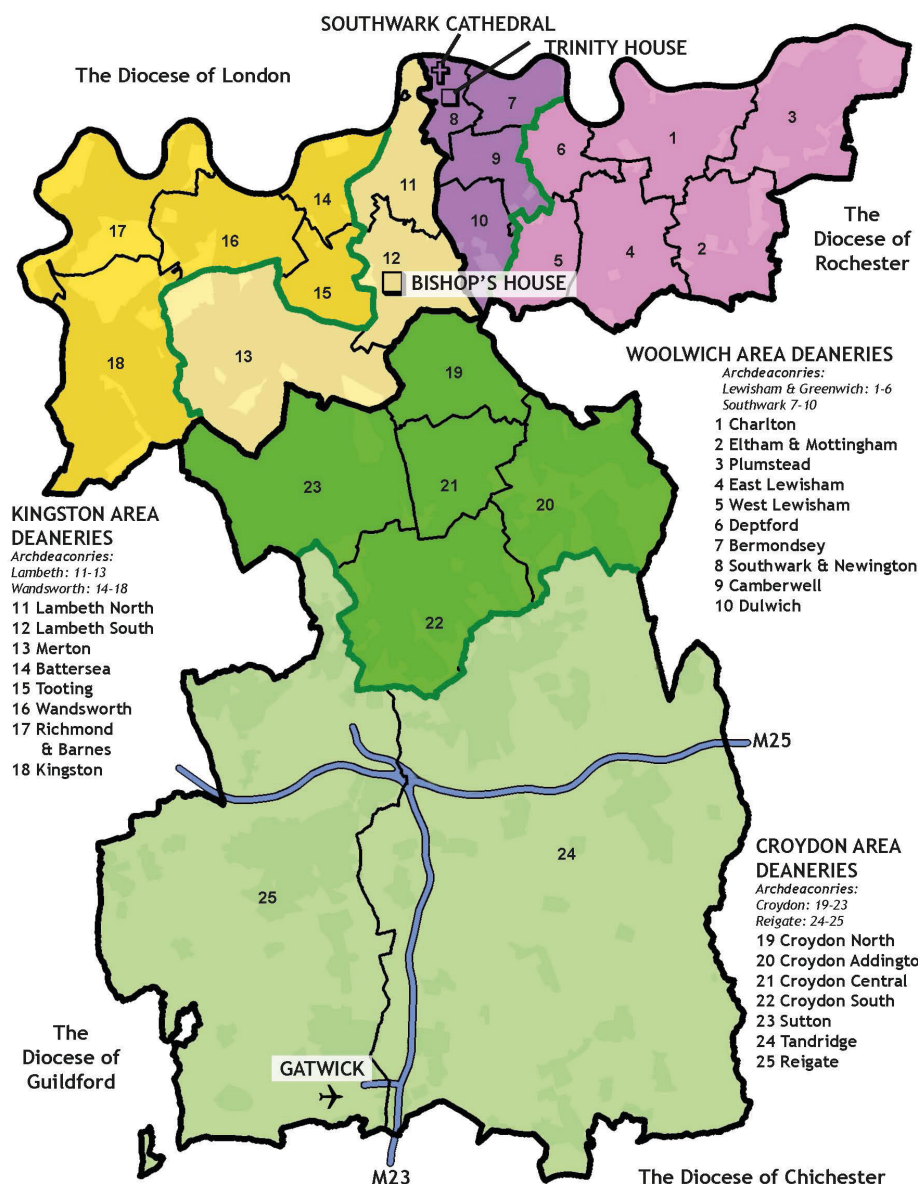
## 2. Part A - Deaneries

### I. What is a Deanery?

Deaneries are designated groups of Parishes within an Archdeaconry who have the opportunity and encouragement to work in partnership with each other to celebrate and to share the Good News of Jesus Christ with the people entrusted to their care.

Deaneries form an important bridge between Parishes and the wider church, including the Diocese. Working together, churches within a Deanery support each other and share resources as well as information on Mission Action Plans (MAPs) and Parish Support Fund pledges. To underline this interconnectedness, it may help to consider using the strapline “Rooted in my Parish, connected in my Deanery, growing in our Diocese.”

In Southwark Diocese there are 25 Deaneries. Each Deanery is jointly led by the Lay Chair, who is elected by the lay members of the Deanery Synod, and the Area Dean who is appointed by the Bishop after consultation with the local Clergy and the Lay Chair<sup>3</sup>.



<sup>3</sup> The Area Dean and Lay Chair may be assisted by an Assistant Area Dean and/or a Deputy Lay Chair.

One of Bishop Christopher's three episcopal priorities in the Charge given to him at the confirmation of his election in 2011 is to breathe new life into Deaneries. In addition, a key issue for our Diocese identified by the second Strategy for Ministry report (2015) is to ensure that Deaneries become viable centres of mission and ministry. This document aims to support Deaneries as they move towards achieving this goal.

## **II. The Vision for Deaneries in the Diocese of Southwark**

A vision for Deaneries in the Diocese of Southwark, as recommended by the Deaneries Advisory Group, was endorsed by the Diocesan Council of Trustees at its meeting on 15 October 2016. This vision is shown overleaf.

The Diocesan Council of Trustees (DCT) is the statutory committee of the Diocesan Synod and the DCT is comprised of trustees and directors who together hold, through its four constituent bodies, responsibility for the policy, financial and pastoral decisions necessary to implement the vision and strategy of Diocesan Synod. The four constituent bodies of the DCT are; the Bishop's Council, the Diocesan Board of Finance, the Diocesan Mission & Pastoral Committee and the Diocesan Parsonages Board.

The Deaneries Advisory Group (DAG) was set up as a result of the second Strategy for Ministry (SfM) report which was approved by Diocesan Synod in November 2015. The DAG is an advisory group reporting to the co-chairs responsible for the implementation of Strategy for Ministry i.e. Archdeacon Simon Gates and the Diocesan Secretary, Ruth Martin.

## **Vision for Deaneries - to become viable centres of Mission & Ministry ‘Partners in the Gospel’**

Strategy for Ministry 2 challenges us to **‘ensure that Deaneries become viable centres of mission and ministry’**. Deaneries are geographical groups of parishes whose congregations work in partnership with each other to celebrate the Good News of Jesus Christ and share the Gospel with all people. Deaneries are places where Anglican Christians relate to each other; pray and worship with each other; meet and decide with each other; and work, serve and witness with each other.

Working collaboratively with the structures of the Diocese as well as with Church Schools, other chaplaincies, mission agencies and ecumenical partners, Deaneries will:

1. actively promote the growth of the Church in overall numbers attending, in the number of congregations and fresh expressions, in the depth of discipleship and the equipping and releasing of lay people for mission, in the growth of vocations to ordained, licensed and authorised ministries, in the expansion in the range of lay ministries
2. encourage churches to reflect in their leadership and culture the diversity of the Deanery, including ethnicity, age, socio-economic circumstances and tradition
3. support parishes in holding each other to account to become transparent, accountable, generous and robust in pledges and contributions for the Parish Support Fund
4. encourage and challenge one another in the development and continuing implementation of Mission Action Plans and the use of Diocesan mission statistics
5. develop collaborative working for mission and ministry purposes amongst ordained, licensed and authorised ministers
6. provide regular, vibrant and engaging opportunities for meeting, prayer, dialogue and training across church traditions, including Synods
7. be creative, imaginative, risk-taking and strategic in making recommendations for deployment, including Deanery-wide or cross parish appointments, through their Deanery Mission and Pastoral Working Groups (DMPWGs)
8. be one of the key communication hubs within the Diocese.

### **3. Part B - Deanery Synods**

#### **III. What is a Deanery Synod?**

A Deanery Synod is a body which is representative and deliberative, a body which appoints and elects, which may pass motions to its Diocesan Synod, which may receive actions from Diocesan Synod or General Synod and may provide a forum for its members and others to act. It is meant to be sufficiently representative so as to command confidence and sufficiently skilled as to be competent in its business. It is the Electoral College for the General Synod and its representatives (lay and clergy) comprise the Diocesan Synod. A Deanery Synod is therefore part of the national synodical structure.

Although Deanery Synods are not part of Diocese of Southwark governance, a Deanery Synod is a legal entity and as such it is regulated. The Church Representation Rules 2017 state that 'the Diocesan Synod shall make rules for Deanery Synods'. These include relevant provisions of the Church Representation Rules. Section 5 of the Synodical Government Measure 1969 is also applicable to the business of the Deanery Synod, as it sets out the functions and constitution of a Deanery Synod.

However, under English law, a Deanery Synod does not enjoy charitable status and is an unincorporated body. This means a Deanery Synod cannot hold property, may not enter into contracts and should not seek to employ staff directly. This is a factor to be taken into account in intra-Deanery endeavours. Briefing on establishing joint enterprises at Deanery level can be found in the Toolkit for Deaneries on the Diocesan website.

If a Deanery or Deanery Synod wishes to explore establishing a charitable or corporate body or trust, it should seek advice from an Archdeacon as a first step and consult the Diocesan Secretary and Diocesan Registrar in due course.

#### **IV. How is a Deanery Synod Constituted?**

Every three years the Annual Parochial Church Meeting (APCM) of each Parish within the Deanery should elect lay representatives to be members of the Deanery Synod. Each clerk in Holy Orders beneficed or licensed to any Parish in the Deanery is also a member of the Deanery Synod.

Lay representatives elected by parishes to Deanery Synods, play an important role within a Deanery and at Deanery Synod meetings. They should be fully committed to service the mission of the wider Church and so to take strategic decision to advance the mission and ministry in their Deanery as well as to influence Diocesan mission. A leaflet outlining the skills to look for in potential lay representative is available on the Diocesan website.

The members of the Deanery Synod form the electorate for the Diocesan Synod, and the General Synod of the Church of England. Membership is set out in more detail in the rules enacted for Deanery Synods.

## V. The Governance of Deanery Synods

### General Principles Governing the Conduct of Deanery Synod Meetings

- a) That all meetings must be conducted in a transparent, robust and fair manner in a spirit of Christian Grace;
- b) That we are the body of Christ and will seek to work in a collaborative and inclusive way at all times;
- c) Members should be committed to upholding synodical government as instituted by the Church of England;
- d) The Chair is responsible for the conduct of a meeting but is accountable to the meeting and should endeavour to be flexible where possible;
- e) The Chair should strive to ensure a balanced debate and manage the business of the meeting and speakers to time;
- f) The Deanery Synod Standing Committee and Officers are accountable to the Deanery Synod for ensuring the business of the Synod reflects the constitution of the Synod, the context of the Deanery and the mission and ministry of our Diocese.

### General guidance on Deanery Synods

Some simple guidance in planning and running the meetings of a Deanery synod is outlined below together with recommendations and guidance on terms of office.

- a) A mission statement or Mission Action Plan for a Deanery, agreed by the Deanery Synod, can help ensure a sense of common purpose as well as to foster a sense of community as churches take forward the ministry and mission of the whole church.
- b) Successive reviews of Deanery Synods speak of positive outcomes being tied to valuing diversity in the Deanery and being outward looking for mission. Deaneries should try and ensure that, as far as possible, representation on Deanery Synods reflects the diversity of churches in the Deanery.
- c) The constitutional remit for Deanery Synods set out in the Synodical Government Measure is very wide indeed and allows for speakers on an enormous range of topics and an extensive range of activity.
- d) A Deanery Synod will not normally make a financial commitment without a recommendation from the Standing Committee.
- e) Given the twin aims of ‘breathing new life into Deaneries’ and ‘ensuring Deaneries become viable centres of mission and ministry’, PCCs are encouraged to give considered thought to who can best act as their Parish Representatives on Deanery Synods. Factors PCCs and APCMs may wish to bear in mind when electing Deanery Synod members include: attendance record; level of commitment to the mission of the Deanery; expected quality of their reporting back to PCCs and APCMs and any potential role on the Deanery Synod Standing Committee. New talent should be encouraged and supported wherever practical.
- f) In keeping with ‘Fit for Purpose’<sup>4</sup>, and as working towards the goal of breathing new life into Deaneries requires a level of refreshment of membership, it is recommended that Deanery Synod members should be prepared to serve a minimum of one three-year term of office and normally up to a maximum of three three-year terms<sup>5</sup>. PCCs and APCMs are encouraged to demonstrate good practice by reviewing the position of anyone who has served for nine years consecutively.

<sup>4</sup> *The Fit For Purpose Group changed radically the way the Diocese is governed, addressing the need to bring resources, finance and policy more closely together. Recommendations included the creation of a Diocesan Council of Trustees (DCT) which is now in place. Deanery Synods are not part of the governance of Southwark Diocese.*

<sup>5</sup> *For information: Elected members of the DCT normally serve one or two terms of three years and a maximum of three terms, as endorsed by Diocesan Synod in July 2015.*

## **VI. Essential Rules (or Standing Orders) for Deanery Synods in the Diocese of Southwark**

1. Subject to the rules outlined below, the Deanery Synod shall have power to determine its own procedure.

### **Roll of Members**

2. The Secretary shall keep a roll of the members of the Deanery Synod constantly up to date, including the name, address and parish of any person notified by the Secretary of the Diocesan Synod and thereby qualified as an ex-officio member.

### **Membership**

3. Membership of the Deanery Synod is determined by the Church Representation Rules 2017, Part III rule 24. For ease of reference, these are reproduced in Appendix C.
4. The co-option of additional members is permissible and shall be by resolution of the respective house passed on a motion which is moved either on behalf of the Standing Committee of the Deanery Synod or with its permission.<sup>6</sup>

### **Participation by Non-Members**

5. The following persons may attend meetings of Deanery Synod and shall, subject to the same obligations as members, have the right to address Synod, to speak on any motion or amendment, make a personal explanation or answer questions:
  - a) the Diocesan Bishop or a duly appointed commissary
  - b) the Archdeacon
  - c) the Registrar of the Diocese
  - d) the Diocesan Secretary
  - e) visitors invited by either of the joint Chairs or the standing committee
  - f) any reader licensed to a parish in the Deanery who is not an elected parochial representative
  - g) any person appointed or invited being a member of the General Synod
  - h) an officer of Synod who is not a member of Synod.

### **Attendance of General Synod Members**

6. The Deanery Synod or its Standing Committee may invite, and the Bishop's Council may appoint, a member or members of the General Synod who represent the Diocese but are not themselves ex officio members of the Deanery Synod to attend any or all of its meetings. They shall be entitled to receive copies of all documents and notices circulated to members of Synod for all meetings for which their invitation or appointment relates.

### **Term of Office**

7.
  - a) The parochial representatives of the laity elected by annual meetings shall be so elected every three years, and shall hold office for a term of three years beginning with the 1 June next following their election<sup>7</sup>.
  - b) Casual vacancies may be filled by the election by the PCC of a person qualified to be so elected and must be confirmed at the next APCM.
  - c) Unless the house concerned fixes a shorter period of office, co-opted members shall retire on the 31 May in the year of triennial elections.

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<sup>6</sup> As required by the Church Representation Rules 2017.

<sup>7</sup> Church Representation Rules 2017 Rule 25(1)



## Joint Chairs

### General

8. There shall be joint Chairs of the Deanery Synod, being the Area Dean and a member of the House of Laity elected triennially by that House; provided that, during the absence or incapacity of one, the functions exercisable jointly may be performed by the other alone. The Lay Chair unless s/he resigns or ceases to be qualified shall continue in office until the commencement of the meeting at which his/her successor is elected.

### Election of Lay Chair

9. Immediately prior to the first meeting of the Synod after any triennial election or in the event of a vacancy in the office immediately prior to the next meeting of Synod, the House of Laity shall meet to elect a Lay Chair. A member of the House of Laity appointed by the Area Dean shall act as Chair for such meeting. Whoever so presides shall have a vote but no casting vote in the election and in the case of an equality of votes the decision shall be taken by lot<sup>8</sup>.

### Meetings of the Synod

10. The joint Chairs shall agree between them who shall chair each meeting of the Deanery Synod or particular items of business in the agenda of the Synod. If either is absent, the other shall preside. If both are absent, the Deputy Lay Chair or Assistant Area Dean (where such exist) make take the chair; otherwise members present shall elect a Chair for that meeting.
11. The joint Chairs shall preside over any separate meetings of their respective houses, but if either is absent a member of the house chosen by the members present shall take the chair.

### Powers of Chair presiding

12. Subject to these Rules, the proceedings at any meeting of the Synod shall be regulated by the Chair presiding at that time and those of the proceedings of either House by the Chair of that House or in their absence a member of that House chosen by the members present.

### Officers of Synod

13. The Officers of the Deanery Synod are the Area Dean, the Lay Chair, the Secretary and the Treasurer.
14. At the first meeting after each triennial election the Synod shall appoint:
- a) A Secretary, not necessarily from amongst its own members
  - b) A Treasurer from amongst its own members (not excluding the possibility of co-option)
  - c) The appointment of a Secretary from without the membership at a) above does not confer membership (unless co-opted) but does entitle the office holder to attend meetings of Synod and of its Standing Committee
  - d) The persons so appointed under a) and b) above, unless they resign or cease to be qualified, shall serve until the conclusion of the meeting at which their successors are appointed
  - e) The Synod may appoint an Assistant Secretary, Assistant Treasurer or Deputy Lay Chair who are not Officers of the Synod
  - f) Other than the Area Dean, Officers on the Synod on the Standing Committee (i.e. Lay Chair, Treasurer and Secretary) serve for three years and then normally serve a second term of three years in any one office. They may then serve for a further three year term but must then stand down for at least one term from that office.

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8 Proverbs 18:18: "The lot settles disputes, and keeps strong ones apart".

## **Standing Committee**

### **Membership of the Standing Committee**

15. There shall be a Standing Committee of the Synod consisting of the Officers who are the Lay Chair, Area Dean, Treasurer, Secretary and other such numbers of people elected by the Synod as the Synod shall decide. The Deanery Synod may, from such persons elected, appoint officers additional to those listed in 13 above or allow the Standing Committee to allocate tasks at its discretion.
16. Members of the Standing Committee, who are not Officers of Synod, serve for three years and then normally serve a second term of three years. They may then serve for a further three year term but must then stand down for at least one term.

### **Elections to the Standing Committee**

17. Elections shall be triennial at the first meeting of each new Synod following the election of parochial representatives of the laity.
  - a) Elected members shall retire on the election of their successor or on ceasing to be qualified;
  - b) Casual vacancies will be filled by election at the next meeting of the Synod;
  - c) The outgoing Standing Committee will make no nominations;
  - d) Elections shall be by simple majority unless, not later than the said 31st May, the Synod shall have determined that the method of the single transferable vote under the regulations as from time to time in force shall apply;
  - e) Members of the Standing Committee, who are not Officers of Synod, serve for three years and then normally serve a second term of three years in any one office. They may then serve for a further three year term but must then stand down for at least one term.

### **Functions of the Standing Committee**

18. The functions of the Standing Committee shall be to initiate and advise on proposals; to ensure that members of Synod are adequately informed on questions raised and other matters of importance to the Deanery; to prepare the agenda for and organize meetings of the Synod; to transact the business of the Synod between meetings; and to make such appointments and do such other things as the Synod may delegate to it.

## **Other Committees of the Deanery Synod**

19. The Deanery Synod may appoint other committees, working groups or individuals to undertake business in conformity with its constitution and against such time-lines and with any such rules, constitutions, membership and resources as it sees fit and considers helpful.

## **Financial business**

20. The Treasurer shall no later than 30 June each year present to the Synod for the agreement of the Synod:
  - a) A report on the accounts for the preceding financial year
  - b) A statement showing the estimated expenditure of the Synod during the next financial year
  - c) Proposals for raising the income required to meet such expenditure.



## **Meetings of Synod**

21. The following rules apply to the meeting of the Synod:

- a) The date, time and place of ordinary<sup>9</sup> meetings of the Synod, shall be notified to members at least six weeks before each meeting
- b) The agenda for an ordinary meeting along with any relevant papers and detailing any motions to be considered at the meeting shall be delivered to every member of the Deanery Synod not less than two weeks prior to the meeting
- c) The Synod shall hold not less than two ordinary meetings in each year at such times and places as the joint chairs shall decide after consulting with the standing committee.

## **Agenda preparation and content**

22. Every agenda of an Ordinary Meeting shall include, for approval as a correct record, the minutes of the last Ordinary Meeting and of any subsequent meetings, also of any other reports of proceedings:

- a) A matter referred to the Deanery Synod by the General Synod or by the Diocesan Synod
- b) A report on the business of Diocesan Synod, the Diocesan Council of Trustees and any other Diocesan committee, as appropriate
- c) Subject to these rules and any resolution of the Synod, and without prejudice to the rights of individual members to a reasonable opportunity within the time available of bringing matters before that Synod, the standing committee shall settle the agenda for each Synod meeting, and shall determine the order in which the business so included shall be considered subject only to any resolution of Synod.

## **Apologies for absence and recording attendance**

23. Apologies for absence should be sent to the Secretary in advance of the meeting.

24. The attendance of elected Parish Representatives will be recorded by the Secretary. In January of each year, a full list of attendees will be sent to the Area Dean and Lay Chair. At the same time, attendance records of Parish Representatives will be sent to the PCC Secretary of the Parish they represent.

## **Declaration of interest**

25. Anyone with a particular interest in any matter of business must first declare the nature and extent of that interest when speaking.

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<sup>9</sup> In this context, *ordinary* means *planned, regular meetings*.

## 4. Appendices

### Appendix A - Additional Rules for Deanery Synods

#### 1. Business of Synod

##### Permitted Business

26. No business shall be considered by Synod other than:
  - a) Business specified on the agenda or any paper relating thereto or arising therefrom
  - b) Urgent and other specially important business added by the joint chairs and matters arising therefrom
  - c) Matters raised or questions asked under “Any other business”.
27. Either of the joint Chairs or, with the consent of the Standing Committee, any other member, may give notice for the agenda of a subject for an address, paper or general discussion without the moving of a formal motion. An address or paper may be given by the member signing the notice or by a visiting speaker, and then be followed by a general discussion, if the Standing Committee so decides.
28. The order of business may be varied by the Chair presiding at their discretion or by a resolution of the Synod to be put without debate.

##### Notice of Business

29. Form and length of notice for business for Synod
  - a) Notice of any business for an Ordinary Meeting of the Synod shall be in writing, signed and delivered to the Secretary by hand, post or email not later than the period before the meeting which is specified hereunder:

<b>New business for the agenda</b>	<b>28 days</b>
<b>Motions and amendments arising from the agenda</b>	<b>7 days</b>
  - b) Motions and amendments thereto, arising from a debate on an item specified on the agenda or any paper relating thereto (known as “following motions”) may, be in order without any prior notice if in the opinion of the Chair presiding:
    - i. due notice could not reasonably have been given prior to that debate  
*and*
    - ii. it would be the wish of Synod to debate such motions or amendments  
*and*
    - iii. time is available to debate them.A copy of such motion or amendment shall be delivered to the Secretary unless the Chair presiding dispenses with this requirement.
  - c) Questions arising after a motion has been moved or resulting from a debate may be asked and answered without notice.

##### Special meetings of Deanery Synod

30. The joint Chairs may summon a special meeting of the Synod at any time. If they refuse or neglect to do so within 28 days after a requisition for that purpose signed by not less than 20 members of the Synod such members may forthwith summon a meeting.
31. The minimum notice for summoning a special meeting shall be 7 days and the quorum for the transaction of business shall be a majority of the members of each house. The notice must include the date, time, place and agenda of the meeting and only business specified therein may be transacted.

### **Separate meetings of houses of Deanery Synod**

32. Each house shall meet separately when and where it is required to do so under these Standing Orders and for the purposes stated. Additional meetings may be held when either:
- a) The Chair of the house has so directed
  - or*
  - b) Synod has so directed.
33. Subject to any directions by Synod or Standing Committee the date, time and place of separate meetings will be fixed by the Chair of each house allowing members at least fourteen days' notice in writing. Unless specifically directed otherwise by Synod, separate meetings of houses shall not involve formulating motions or amendments for consideration by Synod or voting thereon. No business, except as authorised in these Standing Orders, conducted by a single house of Synod has authority over the whole Synod.

## **2. Meetings of Synod**

34. The following additional rules apply to the meeting of the Synod:
- a) The joint Chairs may summon a meeting of the Synod at any time. If they refuse or neglect to do so within 28 days after a request for that purpose signed by not less than 20 members of the Synod, such member may then summon a meeting
  - b) In the case of sudden emergency or other special circumstances the joint Chairs may summon a special meeting at not less than one week's notice but the quorum shall be a majority of the members of each house and the only the business on the agenda may be transacted
  - c) Unless rule b) above applies, a quorum of each house of clergy and laity is one third of the respective total membership. Unless a quorum is present no business shall be considered at a meeting except a motion to adjourn a debate or the meeting
  - d) If a quorum is not present the Chair presiding shall, if requested by any member, take a count of the members present and shall adjourn the meeting if a quorum is wanting. In the absence of such request no decision of the Synod shall be invalidated by the absence of a quorum unless the attention of the presiding Chair is called thereto immediately upon the vote having been taken
  - e) Each house may vote separately if the Synod passes a resolution to this effect on any matter. In doing so, each house must act consistently with these rules.

## Appendix B - The Constitution

A Deanery Synod is governed by the provisions of section 5 of the Synodical Government Measure 1969. For convenience, this is referred to as the constitution and copied below.

### Section 5 Synodical Government Measure 1969

#### 5 Constitution and functions of Deanery Synods.

- (1) Deanery Synods shall be constituted for all Deaneries in accordance with Part III of the Church Representation Rules contained in Schedule 3 to this Measure and the transitional provisions contained in Schedule 4.
- (2) Deanery Synods shall, as soon as they are constituted, take the place of ruri-decanal conferences where they exist, and those conferences shall thereupon be dissolved, and any references in any Measure to ruri-decanal conferences shall be construed as references to Deanery Synods.
- (3) The functions of a Deanery Synod shall be:
  - (a) to consider matters concerning the Church of England and to make provision for such matters in relation to their Deanery, and to consider and express their opinion on any other matters of religious or public interest
  - (b) to bring together the views of the parishes of the Deanery on common problems, to discuss and formulate common policies on those problems, to foster a sense of community and interdependence among those parishes, and generally to promote in the Deanery the whole mission of the Church, pastoral, evangelistic, social and ecumenical
  - (c) to make known and so far as appropriate put into effect any provision made by the Diocesan Synod
  - (d) to consider the business of the Diocesan Synod, and particularly any matters referred to that Synod by the General Synod, and to sound parochial opinion whenever they are required or consider it appropriate to do so
  - (e) to raise such matters as the Deanery Synod consider appropriate with the Diocesan Synod:  
Provided that the functions referred to in paragraph (a) hereof shall not include the issue of any statement purporting to declare the doctrine of the Church on any question.
- (4) If the Diocesan Synod delegate to Deanery Synods functions in relation to the parishes of their Deaneries, and in particular the determination of parochial shares in quotas allocated to the Deaneries, the Deanery Synod shall exercise those functions.  
In this subsection “quota” means an amount to be subscribed to the expenditure authorised by Diocesan Synods.
- (5) The General Synod may by Canon or Regulation extend, amend or further define the functions of Deanery Synods.

## Appendix C - Membership of Deanery Synod

The membership of Deanery Synods is governed by the Part III of the Church Representation Rules (2017). For convenience, section 24 is copied below.

### PART III DEANERY SYNODS

24. (1) A deanery synod shall consist of a house of clergy and a house of laity.
- (2) The members of the house of clergy of a deanery synod shall consist of -
- (a) the clerks in Holy Orders beneficed in or licensed to any parish in the deanery;
  - (b) any clerks in Holy Orders licensed to institutions in the deanery under the Extra-Parochial Ministry Measure 1967;
  - (c) any clerical members of the General Synod or diocesan synod resident in the deanery;
  - (d) such other clerks in Holy Orders holding the bishop's licence to work throughout the diocese or in more than one deanery and resident in the deanery subject to any direction which may be given by the members of the house of clergy of the bishop's council that, having regard to the number of parochial and non-parochial clergy in the deanery, such clerk shall have membership of a specified deanery synod other than the deanery where he resides provided that no person shall thereby be a member of more than one deanery synod in the diocese;
  - (e) one or more clerks in Holy Orders holding permission to officiate in the diocese who are resident in the deanery or who have habitually attended public worship in a parish in the deanery during the preceding six months. One clerk may be elected or chosen for every ten such clerks or part thereof, elected or chosen in such manner as may be approved by the bishop by and from such clerks.
- (3) Where an extra parochial place is not in a deanery it shall be deemed for the purposes of these rules to belong to the deanery which it abuts and if there is any doubt in the matter a determination shall be made by the bishop's council and standing committee.
- (4) For the purposes of paragraph 2(e) of this rule the relevant date shall be the 31st December in the year immediately preceding any election of the parochial representatives of the laity, and as soon as possible after that date the rural dean of the deanery shall inform the bishop of the number of clerks in Holy Orders who are qualified for membership of the deanery synod by virtue of that sub-paragraph.
- (5) Not later than the 1st July following the election of parochial representatives of the laity to the deanery synod the secretary of the said synod shall send to the diocesan electoral registration officer appointed in accordance with rule 29 a list of the names and addresses of the members of the house of clergy, specifying the class of membership, and shall keep the said officer informed of subsequent changes in membership.

- (6) Subject to the provisions of rule 1(4), the members of the house of laity of a deanery synod shall consist of the following persons, that is to say -
- (a) the parochial representatives elected to the synod by the annual meetings of the parishes of the deanery
  - (b) any lay members of the General Synod or a diocesan synod whose names are entered on the roll of any parish in the deanery
  - (c) if in the opinion of the bishop of the diocese any community of persons in the deanery who are in the spiritual care of a chaplain licensed by the bishop should be represented in that house, one lay person, being an actual communicant member of the Church of England of sixteen years or upwards, chosen in such manner as may be approved by the bishop by and from among the members of that community
  - (d) the deaconesses and lay workers licensed by the bishop to work in any part of the deanery
  - (e) such other deaconesses or lay workers holding the bishop's licence to work throughout the diocese or in more than one deanery and resident in the deanery subject to any direction which may be given by the members of the House of Laity of the bishop's council that, having regard to the number of deaconesses or lay workers in the deanery, such person shall have membership of a specified deanery synod other than the deanery where they reside provided that no person shall thereby be a member of more than one deanery synod in the diocese.
- (7) The house of clergy and house of laity of a deanery synod may co-opt additional members of their respective houses, being clerks in Holy Orders or, as the case may be, lay persons who shall be actual communicant members of the Church of England of sixteen years or upwards:

Provided that the number of members co-opted by either house shall not exceed five per cent of the total number of members of that house or three, whichever is the greater.

The names and addresses of co-opted members shall be sent by the secretary of the deanery synod to the diocesan electoral registration officer appointed in accordance with rule 29.

## Appendix D - Elections of lay representatives to Deanery Synods

1. The Church Representation Rules (2017) 25(1) state that “the parochial representatives of the laity elected by annual meeting shall be so elected every three years, and shall hold office for a term of three years beginning with 1st June next following their election”.
2. At its meeting on 10 November 2007, the Diocesan Synod adopted an approach that recognised both the existence of multi-church parishes and the practice where often the maintenance of the electoral roll is in several sections, one for each of the churches and congregations of the parish.
3. On 12 November 2016, the Diocesan Synod approved the number of lay representatives per parish / church as shown in the table below. The numbers of lay representatives from each church or multi-church parish are determined the year before the triennial elections of Deanery Synod members. Such details are then communicated to PCC Secretaries, Team Secretaries and Incumbents with instructions and guidance on how to proceed.

<b>Total Electoral Roll</b> Numbers for a Parish or individual church/ congregation electoral roll numbers for multi-church parish	<b>Number of Lay Representatives to Deanery Synod</b>
25 and less	1
26 - 75	2
76 - 125	3
126 - 200	4
201 - 300	5
301 - 400	6
401 - 600	7
601 upwards	8



*Produced by the Communications & Resources Department  
of the Diocese of Southwark*





Created by: Diocesan Secretary  
Approved by: Diocesan Council of Trustees  
Implemented: 1 May 2018  
Reviewed Period: 3 Years  
Version 1

## POLICY

### CODE OF CONDUCT FOR SYNOD MEMBERS, TRUSTEES AND COMMITTEE MEMBERS

#### Background

1. We encourage committee members and Trustees to adhere to the so-called '*Nolan Principles*' of the '*Seven Standards of Public Life*'<sup>1</sup> which form the basis for this Code of Conduct and were developed into the "Southwark Principles." We believe that this Code of Conduct builds on this and represents a powerful reminder and encouragement to us all in our calling as fellow servants of Christ and His Church. These include and encompass Christian values, selflessness, integrity, objectivity, accountability, openness, honesty, and leadership. (See Appendix 1) The continued living out of these principles to embed them into our culture is essential as we move forward to adopting our new governance structures, and our commitment to renewed behaviours.

#### Introduction.

2. This policy is based on that introduced by the National Church for its elected volunteers on the General Synod Business Committee. This Policy draws together, and complements, the existing declarations of interest and bribery act requirements of trustees. It builds on what we already have in place, and will be something that members and trustees of all committees and boards can endorse and abide by, as a means to good disagreement, better process and furthering the mission of the Church. This Policy will form part of the induction pack for trustees and members of committees, and will also complement the *Governance Code for Larger Charities* which is a useful, albeit imperfect, guide to the governance of a charity as large and as unusually complex as ours, it is used by the National Church.
3. This Code of Conduct sets out the standards of behaviour which members and Trustees should expect of themselves, and their colleagues, in carrying out their roles in their committees/commissions/groups and proposes some of the rules to be followed in specific circumstances.
4. Members are asked to ensure that they are familiar with the Code of Conduct and that they seek guidance from the Diocesan Secretary at an early stage if they are uncertain as to what is asked of them.

#### Scope

5. This policy applies to all DCT trustees and committee members working in our Diocesan synodical governance structure. It includes those nominated by the Bishop.

<sup>1</sup> <https://www.gov.uk/government/publications/the-7-principles-of-public-life>

## **Related Policies**

### ***Declarations of Interest***

6. Declarations of interest are important because they disclose context which may be relevant to the way in which the members' arguments may be heard and evaluated by other members. Trustees and committee members are already asked to agree to, and sign, the Diocese's *Ethical Business Practice Policy* which includes such declarations, as well as additional agreement for the *Bribery Act* requirements.

### ***Conduct of Trustee and Committee Meetings***

7. Meetings allow for debate and discussion, and views may be expressed with which others disagree or by which they may be offended. However, when speaking on controversial matters, members are urged to express themselves responsibly, being aware of how their views may be received by others. In particular, members are reminded that they should not use abusive or insulting language, or make personal remarks about other members. The Chair has a right to call a member to order and can prevent them from speaking should they use 'unbecoming language'.
8. The Diocese urges members to use the same level of consideration when commenting on social media or via electronic means as they would do at a meeting.

### ***Relationships between different constituent parts of the synodical governance structure.***

9. The Diocesan Bishop and Diocesan Secretary have a responsibility for all matters relating to the sessional business of the Diocesan Synod and Diocesan Governance meetings under Fit for Purpose<sup>2</sup>. Ensuring that synodical governance is upheld with unity of purpose across those bodies under synodical oversight is the responsibility of the Diocesan Secretary guided by the Bishop as President of Diocesan Synod. In doing so the Diocesan Secretary works collaboratively to enable meetings in the governance structure to be conducted in a manner that is fruitful, expeditious and worthy of the Vision that we share.
10. The Diocesan Bishop and Diocesan Secretary reserve the right to exceptionally cancel or postpone meetings where good relationships between parts of the diocesan governance structure are at risk, so that further attempts can be made to resolve the issues.

### ***Treatment of Diocesan Employees***

11. The effectiveness of the Diocese turns partly on the way that members and Diocesan colleagues work together. Members and staff have a shared responsibility to behave towards each other in a professional and respectful manner.
12. As an employer, the DCT (DBF) has a legal duty of care to ensure that all of its staff are safe and are treated with courtesy, dignity and respect.
13. While relations between trustees/members and staff are generally excellent there have been some isolated incidents which have led to some perceptions of bullying of staff by volunteers including incidents of poor behaviour towards senior staff members appointed to take leadership roles in serving the Diocese; this can lead to stress and illness as well as defensiveness. It will be a requirement of newly elected trustees and all of the Bishop's appointees to boards and committees to adhere to *Fit for Purpose*, and *Lead, Enable, Serve*.

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<sup>2</sup> <http://southwark.anglican.org/downloads/resources/Fit-for-Purpose-Report.pdf>

14. We very much hope that this guidance helps both members and staff in developing an effective working environment and relationships.
15. The Diocese encourages members to lead by example, including by demonstrating respect for others, valuing diversity and avoiding discriminatory conduct. Equally, members should at any time feel at liberty to contact the Diocesan Secretary, who is operationally the Chief Executive, if they believe that a member of the staff team has not treated them with courtesy, dignity and respect. Trustees may contact the Bishop direct regarding any concerns they have in this regard in relation to the Diocesan Secretary.
16. Appendix 2 contains a relevant extract from the “Dignity at Work” policy that applies within the Diocesan policies and that has been derived from the National Church’s own policy.

### ***Breaches of the Code of Conduct***

17. If any member believes that another member has acted in a way that conflicts with this Code of Conduct, they are encouraged in the first instance to speak directly to their brother or sister in Christ. If a member continues to act in such a manner, this should be referred to the Diocesan Secretary who will consult the Bishop if she considers it appropriate. The Diocesan Secretary may choose to write to members if this Code is considered to have been breached, with a request (which may be made public) that the member ceases to do so in future.



## SOUTHWARK DIOCESAN VALUES

Adapted from the 7 Nolan Principles of Public Life for the Fit for Purpose Report 2015

1. **Christian values:** Trustees will seek to model and espouse Christlikeness and service. They will be people of prayer. They will be committed to supporting approved diocesan strategy for the furtherance of the mission of the Diocese of Southwark;
2. **Selflessness:** Trustees should act solely in terms of the interests of the Church as the Body of Christ, the Diocese and the wider public. They should not do so in order to gain financial or other benefits for themselves, their family or their friends. They should take seriously their role as representatives, bringing parish views to meetings and reporting back to their electorate;
3. **Integrity:** Trustees should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties;
4. **Objectivity:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit;
5. **Accountability:** Trustees are accountable for their decisions and actions and must submit themselves to whatever scrutiny is appropriate to their office;
6. **Openness:** Trustees should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands it;
7. **Honesty:** Trustees have a duty to declare any private interests relating to their charitable, synodical or company duties and to take steps to resolve any conflicts arising in a way that protects the interest of the Diocese of Southwark, the wider Church and society;
8. **Leadership:** Holders of public office should promote and support these principles by leadership and example.

The continued living out of these principles will embed them in our culture. It is therefore essential that when we adopt new structures, we also commit ourselves to renewed behaviour.



## DIOCESE OF SOUTHWARK DIGNITY AT WORK POLICY

1. The aim of the Dignity at Work Policy is to ensure that all employees:
  - are treated with dignity and respect;
  - are able to work and flourish in an environment free from harassment on the grounds of age, gender, sexual orientation, race, religion or belief, political opinion, marital status, disability, or nationality;
  - are aware that bullying and harassment are not acceptable and will not be tolerated;
  - understand how to raise concerns about bullying and harassment.
2. **Bullying** is behaviour which humiliates or demeans the individual involved and includes persistent criticism and personal abuse, either in public or private,
3. **Harassment** is unwanted conduct related to a protected characteristic under the Equality Act<sup>3</sup> that violates people's dignity or creates an intimidating, hostile, degrading, humiliating or offensive environment. This includes third party harassment where an employer is potentially liable for harassment of employees by third parties who are not employees, where the employer fails to take reasonable steps to prevent it. Harassment is from the perspective of the recipient of the treatment, and may vary between persons.
4. **Discrimination** may take a number of forms:
  - **Direct discrimination** - treating people less favourably than others because of an applicable protected characteristic;
  - **Indirect discrimination** - applying a provision, criterion or practice which disadvantages or would disadvantage people who share an applicable protected characteristic (and disadvantages the individual complainant), and which is not justified as a proportionate means of achieving a legitimate aim;
  - **Associative discrimination** - direct discrimination against someone because they associate with another person who possesses an applicable protected characteristic.
  - **Perceptive discrimination** - discrimination against an individual because they are mistakenly perceived to possess an applicable protected characteristic.
  - **Victimisation** - subjecting someone to a detriment because they have done (or the perpetrator believes they have done or may do) a "protected act", e.g. made a formal complaint of discrimination or given evidence in a tribunal case.
5. The Diocese of Southwark will not tolerate abuse, harassment and bullying, discrimination or victimisation - however rare. All complaints of abuse, harassment, bullying, discrimination or victimisation will be taken seriously and thoroughly investigated. Persons affected by such behaviour may complain informally or formally to their line manager, to the Director of HR, to the Deputy Diocesan Secretary who has a pastoral lead for DBF employees or to the Diocesan Secretary.

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<sup>3</sup> age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, gender, sexual orientation or religion or belief, including church tradition





## Diocesan Synod Skills Audit 2018-2021

The Diocese is fortunate that amongst its Synod members there is a vast range of skills and experience. We would like to ensure that the Diocesan Synod and Diocesan Council of Trustees can benefit from your gifts and talents as we seek, for God's purposes, to grow our church and steward our resources.

It will be very helpful for you to indicate if you have interest, experience and/or professional qualifications as listed below, which we will use to ensure we have the best balance of expertise on our sub-committees and take any groups into account when co-opting new members. We have then made space for you to add anything else.

(Please print)

Name:

Deanery:

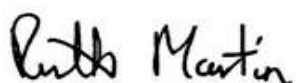
Area of Skills	Interest	Experience	Qualifications (please list overleaf)
Teaching	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Property Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Junior Church	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Health Sector	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Public Sector	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Law	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Computing/IT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Youth Work	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Marketing/PR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Organist	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Other Church Musician/Bell-ringing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Environment/Ecology	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Accounting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Management/Governance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Human Resources	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Community Development	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Education/Charity Governance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Landscaping	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Training Development	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Fundraising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Churchwarden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Food Bank	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Street Pastor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Parish Treasurer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
PCC Secretary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Fresh Expressions of Church	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
International Mission Support	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please Turn Over

*Please detail any qualifications listed overleaf and let us know of any further skills you would like to inform the Synod Secretariat about, or any further information:*

Please return the form, ideally by email to: [Charles.hudson-beddows@southwark.anglican.org](mailto:Charles.hudson-beddows@southwark.anglican.org).  
Alternatively please post to Trinity House, 4 Chapel Court, Borough High Street, London, SE1 1HW

Thank you very much.



Ruth Marin  
Diocesan Secretary





### OPTIONAL ADDITIONAL INFORMATION

In order to monitor the range and breadth of diversity of the Diocesan Synod we would be grateful if you could provide your details for our records. This is not compulsory.

Please note that this data will be collected and stored with the purpose of monitoring and promoting representation of BAME, gender, and age diversity, to reflect our community as set out in the Strategic Objectives of the Diocese. All data is held in accordance with the Diocese's Privacy Policy which can be found at

<http://southwark.anglican.org/information/privacy>

Name \_\_\_\_\_

Deanery \_\_\_\_\_

#### Gender

- ☐ I am Female  
☐ I am Male

#### Disability

- ☐ I consider myself to have a disability (specify below if you wish)

\_\_\_\_\_

### Ethnicity and Age (based on the Office of National Statistics' categories)

#### White

English/Welsh/Scottish/N. Irish/ British  
Irish  
Gypsy or Irish Traveller  
Any other White background, please  
describe

\_\_\_\_\_

#### Black / African / Caribbean / Black British

African  
Caribbean  
Any other Black/African/ Caribbean  
background, please describe

\_\_\_\_\_

#### Mixed Multiple Ethnic Groups

White and Black Caribbean  
White and Black African  
White and Asian  
Any other Mixed/Multiple ethnic  
background, please describe

#### Other ethnic group

Arab  
Any other ethnic group, please  
describe

\_\_\_\_\_

#### Asian / Asian British

Indian  
Pakistani  
Bangladeshi  
Chinese  
Any other Asian background, please  
describe

#### Age Range

16-19	50-54
20-24	55-59
25-29	60-64
30-34	65-69
35-39	70-74
40-44	75-79
45-49	80+



# Charity Governance Code

for larger charities

## Charity Governance Code Steering Group

Group members

Observer

Supported by



## About the Code

Good governance in charities is fundamental to their success.

A charity is best placed to achieve its ambitions and aims if it has effective governance and the right leadership structures. Skilled and capable trustees will help a charity attract resources and put them to best use. Good governance enables and supports a charity's compliance with relevant legislation and regulation. It also promotes attitudes and a culture where everything works towards fulfilling the charity's vision.

It is the aim of this Code to help charities and their trustees develop these high standards of governance. As a sector, we owe it to our beneficiaries, stakeholders and supporters to demonstrate exemplary leadership and governance. This Code is a practical tool to help trustees achieve this.

The Code is not a legal or regulatory requirement. It draws upon, but is fundamentally different to, the Charity Commission's guidance. Instead, the Code sets the principles and recommended practice for good governance and is deliberately aspirational: some elements of the Code will be a stretch for many charities to achieve. This is intentional: we want the Code to be a tool for continuous improvement towards the highest standards.

This Code has been developed by a steering group, with the help of over 200 charities, individuals and related organisations. We would like to thank everyone who has given comments and assistance during the consultation. Development of the Code would not have been possible without The Clothworkers' Company or the Barrow Cadbury Trust, whom we thank for their support.

We hope you find it useful in helping your charity to make an ever bigger difference.

[Using the Code](#)

[Steering group and sponsors](#)

## Using the Code

### Who is the Code for?

This Code is intended for use by charities registered in England and Wales. Much of it will also apply to other not-for-profit organisations that deliver a public or community benefit and those with a social purpose. Organisations or subsectors may find it helpful to adapt the Code to reflect their context.

The Code's principles, rationale and outcomes are universal and apply equally to all charities, whatever their size or activities.

The recommended good practice to meet these principles will vary. Although it's hard to be precise about the distinction between larger or more complex charities, governance practice can look significantly different depending upon a charity's size, income, activities or complexity. We have produced different versions of the recommended practice to reflect and address some of these differences.

Which version you choose to use will depend on a range of factors. In general, we recommend that charities with a typical income of over £1m a year, and whose accounts are externally audited, use the larger version and charities below this threshold use the smaller version.

### How it works

This Code is designed as a tool to support continuous improvement. Charity boards that are using this Code effectively will regularly revisit and reflect on the Code's principles.

Compliance with the law is an integral part of good governance. This Code does not attempt to set out all the legal requirements that apply to charities and charity trustees, but it is based on a foundation of trustees' basic legal and regulatory responsibilities. The seven Code principles build on the assumption that charities are already meeting this foundation.

The Code sets out principles and recommended practice. See the Code's useful resources and links section on the Code's website for more detailed guidance on how to meet the Code.

Each principle in the Code has a brief description, a rationale (the reasons why it is important), key outcomes (what you would expect to see if the principle were adopted) and recommended practice (what a charity might do to implement the

principle).

## Apply or explain

We anticipate that how a charity uses the Code is something which will develop and mature, particularly where the charity is growing and changing. Given this, some of the recommended practice may not be appropriate for a particular charity to follow initially, but it may become so in the future.

It's important that trustees discuss the Code's principles and recommended practice and make well-considered decisions about how these should be applied in their charity.

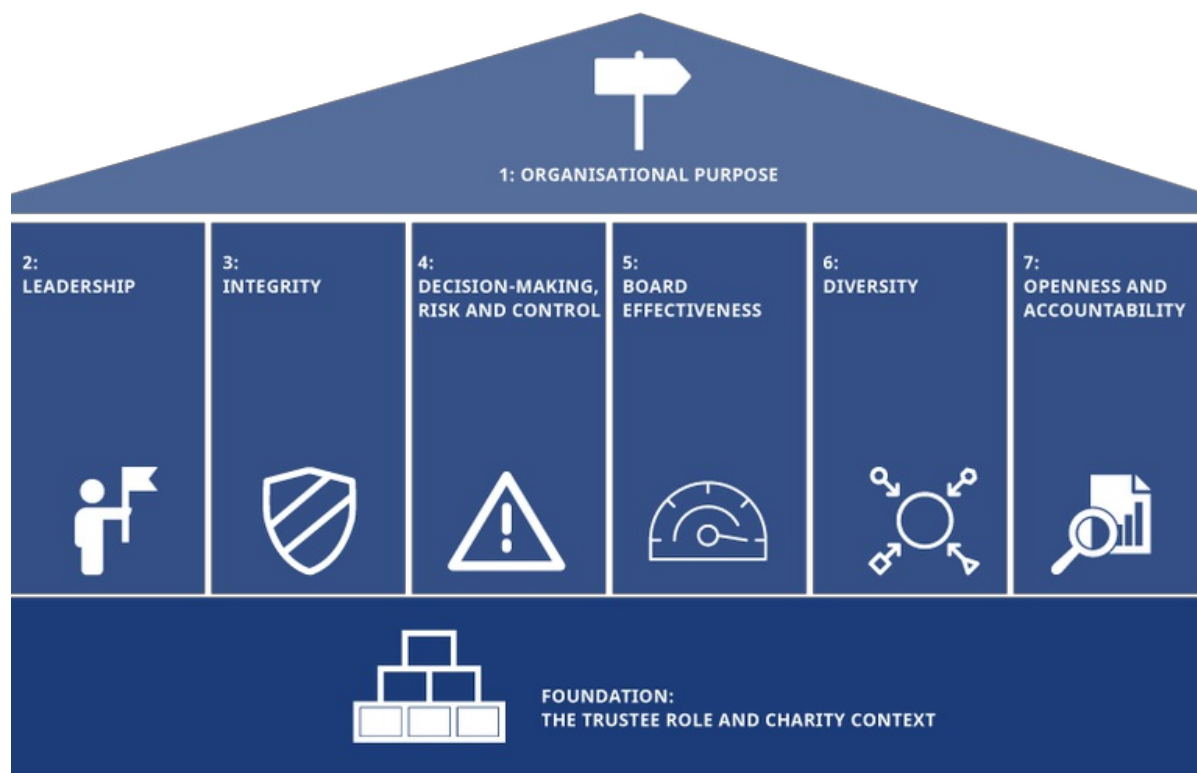
A charity should explain the approach it takes to applying the Code, so it is transparent to anyone interested in its work. We call this approach 'apply or explain'. All trustees are encouraged to meet the principles and outcomes of the Code by either *applying* the recommended practice or *explaining* what they have done instead or why they have not applied it. We have not used the phrase 'comply or explain', which is used by some other governance Codes, because meeting all the recommended practice in this Code is not a regulatory requirement.

Charities that adopt the Code are encouraged to publish a brief statement in their annual report explaining their use of the Code. We anticipate that this statement will be a short narrative rather than a lengthy 'audit' of policies and procedures.

Some charities work in areas, such as housing and sport, have their own sector-specific governance Codes. These Codes may well take precedence over this Code, and such charities are encouraged to say in their annual reports which governance Code they follow.

## The principles

There are seven principles which make up this Code. These seven principles build on the assumption that a charity is meeting its legal and regulatory responsibilities as a foundation.



### 1. Organisational purpose

The board is clear about the charity's aims and ensures that these are being delivered effectively and sustainably.

### 2. Leadership

Every charity is led by an effective board that provides strategic leadership in line with the charity's aims and values.

### 3. Integrity

The board acts with integrity, adopting values and creating a culture which help achieve the organisation's charitable purposes. The board is aware of the importance of the public's confidence and trust in charities, and trustees undertake their duties accordingly.

### 4. Decision-making, risk and control

The board makes sure that its decision-making processes are informed, rigorous and timely and that effective delegation, control and risk assessment and management systems are set up and monitored.

### 5. Board effectiveness

The board works as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions.

## 6. Diversity

The board's approach to diversity supports its effectiveness, leadership and decision-making.

## 7. Openness and accountability

The board leads the organisation in being transparent and accountable. The charity is open in its work, unless there is good reason for it not to be.



## Steering group and sponsors

The Charity Governance Code Steering Group is a cross-sector collaboration with an independent chair, Rosie Chapman. The group's purpose is to review, develop, promote and maintain the Code for the sector.

The steering group's members are:

- [ACEVO: Charity Leaders Network](#)
- [Association of Chairs](#)
- [ICSA: The Governance Institute](#)
- [NCVO: National Council for Voluntary Organisations](#)
- [Small Charities Coalition](#)
- [WCVA: Wales Council for Voluntary Action.](#)

The [Charity Commission](#) is an observer on the group.

The steering group's latest revision of the Code has been funded by [The Clothworkers' Company](#) and the [Barrow Cadbury Trust](#).

## Foundation: the trustee role and charity context

It is the Code's starting point that all trustees:

- are committed to their charity's cause and have joined its board because they want to help the charity deliver its purposes most effectively for public benefit
- recognise that meeting their charity's stated public benefit is an ongoing requirement
- understand their roles and legal responsibilities, and, in particular, have read and understand:
  - the Charity Commission's guidance [The Essential Trustee \(CC3\)](#)
  - their charity's governing document
- are committed to good governance and want to contribute to their charity's continued improvement.

# Principle 1. Organisational purpose

## Principle

The board is clear about the charity's aims and ensures that these are being delivered effectively and sustainably.

## Rationale

Charities exist to fulfil their charitable purposes. Trustees have a responsibility to understand the environment in which the charity is operating and to lead the charity in fulfilling its purposes as effectively as possible with the resources available. To do otherwise would be failing beneficiaries, funders and supporters.

The board's core role is a focus on strategy, performance and assurance.

## Key outcomes

- 1.1** The board has a shared understanding of and commitment to the charity's purposes and can articulate these clearly.
- 1.2** The board can demonstrate that the charity is effective in achieving its charitable purposes and agreed outcomes.

## Recommended practice

- 1.3** Determining organisational purpose
  - 1.3.1** The board periodically reviews the organisation's charitable purposes, and the external environment in which it works, to make sure that the charity, and its purposes, stay relevant and valid.
  - 1.3.2** The board leads the development of, and agrees, a strategy that aims to achieve the organisation's charitable purposes and is clear about the desired outputs, outcomes and impacts.
- 1.4** Achieving the purpose
  - 1.4.1** All trustees can explain the charity's public benefit.
  - 1.4.2** The board evaluates the charity's impact by measuring and assessing results, outputs and outcomes.
- 1.5** Analysing the external environment and planning for sustainability

- 1.5.1** The board regularly reviews the sustainability of its income sources and business models and their impact on achieving charitable purposes in the short, medium and longer term.
- 1.5.2** Trustees consider the benefits and risks of partnership working, merger or dissolution if other organisations are fulfilling similar charitable purposes more effectively and/or if the charity's viability is uncertain.
- 1.5.3** The board recognises its broader responsibilities towards communities, stakeholders, wider society and the environment, and acts on them in a manner consistent with the charity's purposes, values and available resources.

## Principle 2. Leadership

### Principle

Every charity is headed by an effective board that provides strategic leadership in line with the charity's aims and values.

### Rationale

Strong and effective leadership helps the charity adopt an appropriate strategy for effectively delivering its aims. It also sets the tone for the charity, including its vision, values and reputation.

### Key outcomes

- 2.1** The board, as a whole, and trustees individually, accept collective responsibility for ensuring that the charity has a clear and relevant set of aims and an appropriate strategy for achieving them.
- 2.2** The board agrees the charity's vision, values and reputation and leads by example, requiring anyone representing the charity reflects its values positively.
- 2.3** The board makes sure that the charity's values are reflected in all of its work, and that the ethos and culture of the organisation underpin the delivery of all activities.

### Recommended practice

#### **2.4** Leading the charity

- 2.4.1** The board and individual trustees take collective responsibility for its decisions.
- 2.4.2** The chair provides leadership to the board with prime responsibility for ensuring it has agreed priorities, appropriate structures, processes and a productive culture and has trustees and senior staff who are able to govern well and add value to the charity.
- 2.4.3** In the case of the most senior member of staff (e.g. CEO) the board makes sure that there are proper arrangements for their appointment, supervision, support, appraisal, remuneration and, if necessary, dismissal.

**2.4.4** The board's functions are formally recorded. There are role descriptions defining responsibilities for all trustees that differentiate clearly those of the chair and other officer positions and outline how these roles relate to staff.

**2.4.5** Where the board has agreed to establish a formally constituted subsidiary organisation/s, it is clear about the rationale, benefits and risks of these arrangements. The formal relationship between the parent charity and each of its subsidiaries is clearly recorded and the parent reviews, at appropriate intervals, whether these arrangements continue to best serve the organisation's charitable purposes.

## **2.5** Leading by example

**2.5.1** The board agrees the values, consistent with the charity's purpose, that it wishes to promote and makes sure that these values underpin all its decisions and the charity's activities (see also Principle 1).

**2.5.2** The board recognises, respects and welcomes diverse, different and, at times, conflicting trustee views.

**2.5.3** The board provides oversight and direction to the charity and support and constructive challenge to the organisation, its staff and, in particular, the most senior member of staff.

**2.5.4** The board, through its relationship with the senior member of staff, creates the conditions in which the charity's staff are confident and enabled to provide the information, advice and feedback necessary to the board.

## **2.6** Commitment

**2.6.1** All trustees give sufficient time to the charity to carry out their responsibilities effectively. This includes preparing for meetings and sitting on board committees and other governance bodies where needed. The expected time commitment is made clear to trustees before nomination or appointment and again on acceptance of nomination or appointment.

**2.6.2** Where individual board members are also involved in operational activities, for example as volunteers, they are clear about the capacity in which they are acting at any given time and understand what they are and are not authorised to do and to whom they report.

## Principle 3. Integrity

### Principle

The board acts with integrity, adopting values and creating a culture which helps achieve the organisation's charitable purposes. The board is aware of the importance of the public's confidence and trust in charities, and trustees undertake their duties accordingly.

### Rationale

Trustees, and the board members collectively, have ultimate responsibility for the charity's funds and assets, including its reputation. Trustees should maintain the respect of beneficiaries, other stakeholders and the public by behaving with integrity, even where difficult or unpopular decisions are required. Not doing this risks bringing the charity and its work into disrepute.

### Key outcomes

- 3.1** The board acts in the best interests of the charity and its beneficiaries. The board is not unduly influenced by those who may have special interests and places the interests of the charity before any personal interest. This applies whether trustees are elected, nominated, or appointed. Collectively, the board is independent in its decision making.
- 3.2** The board safeguards and promotes the charity's reputation and, by extension, promotes public confidence in the wider sector.
- 3.3** Members of the board and those working in or representing the organisation are seen to be acting with integrity, and in line with the values of the charity.

### Recommended practice

- 3.4** Maintaining the charity's reputation
  - 3.4.1** Trustees adopt and adhere to a suitable code of conduct that sets out expected standards of probity and behaviour.
  - 3.4.2** The board considers how the charity is perceived by other people, and organisations involved with the charity and the public. It makes sure that the charity operates responsibly and ethically, in line with its own aims and values.

- 3.4.3** The board ensures that the charity follows the law. It also considers adherence to non-binding rules, codes and standards, for example relevant regulatory guidance, the 'Nolan Principles' and other initiatives that promote confidence in charities.
- 3.5** Identifying, dealing with and recording conflicts of interest/loyalty
- 3.5.1** The board understands how real and perceived conflicts of interests and conflicts of loyalty can affect a charity's performance and reputation.
- 3.5.2** Trustees disclose any actual or potential conflicts to the board and deal with these in line with the charity's governing document, and a regularly reviewed conflicts of interest policy.
- 3.5.3** Registers of interests, hospitality and gifts are kept and made available to stakeholders in line with the charity's agreed policy on disclosure.
- 3.5.4** Trustees keep their independence and tell the board if they feel influenced by any interest or may be perceived as being influenced or to having a conflict.



## Principle 4. Decision making, risk and control

### Principle

The board makes sure that its decision-making processes are informed, rigorous and timely, and that effective delegation, control and risk-assessment, and management systems are set up and monitored.

### Rationale

The board is ultimately responsible for the decisions and actions of the charity but it cannot and should not do everything. The board may be required by statute or the charity's governing document to make certain decisions but, beyond this, it needs to decide which other matters it will make decisions about and which it can and will delegate.

Trustees delegate authority but not ultimate responsibility, so the board needs to implement suitable financial and related controls and reporting arrangements to make sure it oversees these delegated matters. Trustees must also identify and assess risks and opportunities for the organisation and decide how best to deal with them, including assessing whether they are manageable or worth taking.

### Key outcomes

- 4.1** The board is clear that its main focus is on strategy, performance and assurance, rather than operational matters, and reflects this in what it delegates.
- 4.2** The board has a sound decision-making and monitoring framework which helps the organisation deliver its charitable purposes. It is aware of the range of financial and non-financial risks it needs to monitor and manage.
- 4.3** The board promotes a culture of sound management of resources but also understands that being over-cautious and risk averse can itself be a risk and hinder innovation.
- 4.4** Where aspects of the board's role are delegated to committees, staff, volunteers or contractors, the board keeps responsibility and oversight.

## Recommended practice

### 4.5 Delegation and control

**4.5.1** The board regularly reviews which matters are reserved to the board and which can be delegated. It collectively exercises the powers of delegation to senior managers, committees or individual trustees, staff or volunteers.

**4.5.2** The board describes its 'delegations' framework in a document which provides sufficient detail and clear boundaries so that the delegations can be clearly understood and carried out. Systems are in place to monitor and oversee how delegations are exercised.

**4.5.3** The board makes sure that its committees have suitable terms of reference and membership and that:

- the terms of reference are reviewed regularly
- the committee membership is refreshed regularly and does not rely too much on particular people.

**4.5.4** Where a charity uses third party suppliers or services – for example for fundraising, data management or other purposes – the board assures itself that this work is carried out in the interests of the charity and in line with its values and the agreement between the charity and supplier. The board makes sure that such agreements are regularly reviewed so that they remain appropriate.

**4.5.5** The board regularly reviews the charity's key policies and procedures to ensure that they continue to support, and are adequate for, the delivery of the charity's aims. This includes policies and procedures dealing with board strategies, functions and responsibilities, finances (including reserves), service or quality standards, good employment practices, and encouraging and using volunteers, as well as key areas of activity such as fundraising and data protection.

### 4.6 Managing and monitoring organisational performance

**4.6.1** Working with senior management, the board ensures that operational plans and budgets are in line with the charity's purposes, agreed strategic aims and available resources.

**4.6.2** The board regularly monitors performance using a consistent framework and checks performance against delivery of the charity's strategic aims, operational plans and budgets. It has structures in place to hold staff to account and support them in meeting these goals.

**4.6.3** The board agrees with senior management what information is needed to assess delivery against agreed plans, outcomes and timescales.

Information should be timely, relevant, accurate and provided in an easy to understand format.

- 4.6.4** The board regularly considers information from other similar organisations to compare or benchmark the organisation's performance.

#### **4.7** Actively managing risks

- 4.7.1** The board retains overall responsibility for risk management and discusses and decides the level of risk it is prepared to accept for specific and combined risks.
- 4.7.2** The board regularly reviews the charity's specific significant risks and the cumulative effect of these risks. It makes plans to mitigate and manage these risks appropriately.
- 4.7.3** The board puts in place and regularly reviews the charity's process for identifying, prioritising, escalating and managing risks and, where applicable, the charity's system of internal controls to manage these risks. The board reviews the effectiveness of the charity's approach to risk at least every year.
- 4.7.4** The board describes the charity's approach to risk in its annual report and in line with regulatory requirements.

#### **4.8** Appointing auditors and audits

- 4.8.1** The board agrees and oversees an effective process for appointing and reviewing auditors, taking advice from an audit committee if one exists.
- 4.8.2** Where the charity has an audit committee, its chair has recent and relevant financial experience and the committee includes at least two trustees.
- 4.8.3** The board, or audit committee, has the opportunity to meet the auditors without paid staff present at least once a year.
- 4.8.4** Arrangements are in place for a body, such as the audit committee, to consider concerns raised in confidence about alleged improprieties, misconduct or wrongdoing. This includes concerns raised by 'whistle blowing'. Arrangements are also in place for appropriate and independent investigation and follow-up action.

## Principle 5. Board effectiveness

### Principle

The board works as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions.

### Rationale

The board has a key impact on whether a charity thrives. The tone the board sets through its leadership, behaviour, culture and overall performance is critical to the charity's success. It is important to have a rigorous approach to trustee recruitment, performance and development, and to the board's conduct. In an effective team, board members feel it is safe to suggest, question and challenge ideas and address, rather than avoid, difficult topics.

### Key outcomes

- 5.1** The board's culture, behaviours and processes help it to be effective; this includes accepting and resolving challenges or different views.
- 5.2** All trustees have appropriate skills and knowledge of the charity and can give enough time to be effective in their role.
- 5.3** The chair enables the board to work as an effective team by developing strong working relationships between members of the board and creates a culture where differences are aired and resolved.
- 5.4** The board takes decisions collectively and confidently. Once decisions are made the board unites behind them and accepts them as binding.

### Recommended practice

- 5.5** Working as an effective team
  - 5.5.1** The board meets as often as it needs to be effective.
  - 5.5.2** The chair, working with board members and staff, plans the board's programme of work and its meetings, making sure trustees have the necessary information, time and space to explore key issues and reach well-considered decisions, so that board time is well-used.
  - 5.5.3** The board has a vice-chair or similar who provides a sounding board for

the chair and serves as an intermediary for the other trustees if needed.

**5.5.4** The board regularly discusses its effectiveness and its ability to work together as a team, including individuals' motivations and expectations about behaviours. Trustees take time to understand each other's motivations to build trust within the board and the chair asks for feedback on how to create an environment where trustees can constructively challenge each other.

**5.5.5** Where significant differences of opinion arise, trustees take time to consider the range of perspectives and explore alternative outcomes, respecting alternative views and the value of compromise in board discussions.

**5.5.6** The board collectively receives specialist in-house or external governance advice and support. The board can access independent professional advice, such as legal or financial advice, at the charity's expense if needed for the board to discharge its duties.

## **5.6** Reviewing the board's composition

**5.6.1** The board has, and regularly considers, the mix of skills, knowledge and experience it needs to govern, lead and deliver the charity's purposes effectively. It reflects this mix in its trustee appointments, balancing the need for continuity with the need to refresh the board.

**5.6.2** The board is big enough that the charity's work can be carried out and changes to the board's composition can be managed without too much disruption. A board of at least five but no more than twelve trustees is typically considered good practice.

## **5.7** Overseeing appointments

**5.7.1** There is a formal, rigorous and transparent procedure to appoint new trustees to the board, which includes advertising vacancies widely.

**5.7.2** The search for new trustees is carried out, and appointments or nominations for election are made, on merit against objective criteria and considering the benefits of diversity on the board. Regular skills audits inform the search process.

**5.7.3** The charity considers using a nominations committee to lead the board-appointment process and to make recommendations to the board.

**5.7.4** Trustees are appointed for an agreed length of time, subject to any applicable constitutional or statutory provisions relating to election and re-election. If a trustee has served for more than nine years, their reappointment is:

- subject to a particularly rigorous review and takes into account the need for progressive refreshing of the board
- explained in the trustees' annual report.

**5.7.5** If a charity's governing document provides for one or more trustees to be nominated and elected by a wider membership, or elected by a wider membership after nomination or recommendation by the board, the charity supports the members to play an informed role in these processes.

## **5.8** Developing the board

**5.8.1** Trustees receive an appropriately resourced induction when they join the board. This includes meetings with senior management and covers all areas of the charity's work. Trustees are given the opportunity to have ongoing learning and development.

**5.8.2** The board reviews its own performance and that of individual trustees, including the chair. This happens every year, with an external evaluation every three years. Such evaluation typically considers the board's balance of skills, experience and knowledge, its diversity in the widest sense, how the board works together and other factors relevant to its effectiveness.

**5.8.3** The board explains how the charity reviews or evaluates the board in the governance statement in the trustees' annual report.

## Principle 6. Diversity

### Principle

The board's approach to diversity supports its effectiveness, leadership and decision making.

### Rationale

Diversity, in the widest sense, is essential for boards to stay informed and responsive and to navigate the fast-paced and complex changes facing the voluntary sector. Boards whose trustees have different backgrounds and experience are more likely to encourage debate and to make better decisions.

The term 'diversity' includes the nine protected characteristics of the Equality Act 2010 as well as different backgrounds, life experiences, career paths and diversity of thought. Boards should try to recruit people who think in different ways, as well as those who have different backgrounds.

### Key outcomes

- 6.1** The board is more effective if it includes a variety of perspectives, experiences and skills.
- 6.2** The board ensures that the charity follows principles of equality and diversity, going beyond the legal minimum where appropriate.

### Recommended practice

#### **6.3** Encouraging inclusive and accessible participation

- 6.3.1** The board periodically takes part in training and/or reflection about diversity and understands its responsibilities in this area.
- 6.3.2** The board makes a positive effort to remove, reduce or prevent obstacles to people being trustees, allocating budgets, where necessary, to achieve this within the charity's available resources. This could include looking at:
  - the time, location and frequency of meetings
  - how papers and information are presented to the board, for example using digital technology
  - offering communications in formats such as audio and Braille

- paying reasonable expenses
- where and how trustee vacancies are publicised and the recruitment process.

**6.3.3** The chair regularly asks for feedback on how meetings can be made more accessible and how to create an environment where trustees can constructively challenge each other and all voices are equally heard.

#### **6.4** Recruiting diverse trustees

**6.4.1** The board regularly carries out an audit of skills, experience and diversity of background of its members to find imbalances and gaps and inform trustee recruitment and training.

**6.4.2** The board sees diversity, in all its forms, as an integral part of its regular board reviews. The board recognises the value of a diverse board and has suitable diversity objectives.

**6.4.3** When deciding how to recruit trustees, the board thinks about how best to attract a diverse pool of candidates. It tries to achieve diversity in any trustee appointment panels.

#### **6.5** Monitoring and reporting on diversity

**6.5.1** Trustees ensure that there are plans in place to monitor and achieve the board's diversity objectives.

**6.5.2** The board publishes an annual description of what it has done to address the diversity of the board and the charity's leadership and its performance against its diversity objectives, with an explanation where they have not been met.



## Principle 7. Openness and accountability

### Principle

The board leads the organisation in being transparent and accountable. The charity is open in its work, unless there is good reason for it not to be.

### Rationale

The public's trust that a charity is delivering public benefit is fundamental to its reputation and success, and by extension, the success of the wider sector. Making accountability real, through genuine and open two-way communication that celebrates successes and demonstrates willingness to learn from mistakes, helps to build this trust and confidence and earn legitimacy.

### Key outcomes

- 7.1** The organisation's work and impact are appreciated by all its stakeholders.
- 7.2** The board ensures that the charity's performance and interaction with its stakeholders are guided by the values, ethics and culture put in place by the board. Trustees make sure that the charity collaborates with stakeholders to promote ethical conduct.
- 7.3** The charity takes seriously its responsibility for building public trust and confidence in its work.
- 7.4** The charity is seen to have legitimacy in representing its beneficiaries and stakeholders.

### Recommended practice

- 7.5** Communicating and consulting effectively with stakeholders
  - 7.5.1** The board identifies the key stakeholders with an interest in the charity's work. These might include users or beneficiaries, staff, volunteers, members, donors, suppliers, local communities and others.
  - 7.5.2** The board makes sure that there is a strategy for regular and effective communication with these stakeholders about the charity's purposes, values, work and achievements, including information that enables them to measure the charity's success in achieving its purposes.

- 7.5.3** As part of this strategy, the board thinks about how best to communicate how the charity is governed, who the trustees are and the decisions they make.
- 7.5.4** The board ensures that stakeholders have an opportunity to hold the board to account through agreed processes and routes, for example question and answer sessions.
- 7.5.5** The board makes sure there is suitable consultation with stakeholders about significant changes to the charity's services or policies.
- 7.6** Developing a culture of openness within the charity
- 7.6.1** The board gets regular reports on the positive and negative feedback and complaints given to the charity. It demonstrates that it learns from mistakes and errors and uses this learning to improve performance and internal decision making.
- 7.6.2** The board makes sure that there is a transparent, well-publicised, effective and timely process for making and handling a complaint and that any internal or external complaints are handled constructively, impartially and effectively.
- 7.6.3** The board keeps a register of interests for trustees and senior staff and agrees an approach for how these are communicated publicly in line with Principle 3.
- 7.6.4** Trustees publish the process for setting the remuneration of senior staff, and their remuneration levels, on the charity's websites and in its annual report
- 7.7** Member engagement
- 7.7.1** In charities where trustees are appointed by an organisational membership wider than the trustees, the board makes sure that the charity:
- has clear policies on who is eligible for membership of the charity
  - has clear, accurate and up-to-date membership records
  - tells members about the charity's work
  - looks for, values and takes into account members' views on key issues
  - is clear and open about the ways that members can participate in the charity's governance, including, where applicable, serving on committees or being elected as trustees.

## Useful links

This page contains some useful links to the resources available from code steering group partners.

The [Charity Commission's website](#) has essential information for trustees and those that support effective governance. The foundation section of the code refers to [CC3 The Essential Trustee](#).

[ACEVO](#) is the community of civil society leaders. Its website contains advice and support on governance, in particular developing effective CEO and board relationships.

The [Association of Chairs](#) supports Chairs and Vice Chairs in England and Wales. You can find resources and events on their website [www.associationofchairs.org.uk](http://www.associationofchairs.org.uk)

[ICSA: The Governance Institute](#) has general and detailed information for the charity and voluntary sectors, including guidance on trustee roles and duties and conflicts of interest, as well as books and courses. Go to the 'knowledge tab' and look for the link to 'charity resources'.

[NCVO](#) has a suite of tools and resources designed to support effective governance.

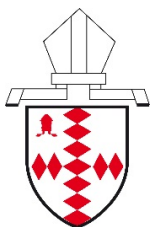
- The [NCVO Knowhow Nonprofit site](#) provides knowledge and e-learning for charities, social enterprises and community groups. The '[Board Basics' section](#) contains a suite of tools, model documents and guidance for effective boards.
- The '[Studyzone' section](#) hosts online trustee training and other courses which can help your board implement this code. These resources are free to NCVO members.
- Other information on NCVO's governance support, training, publications and topical blogs can be found through [NCVO's website](#).

The [Small Charities Coalition](#) supports organisations with an income of under £1m a year. Its website includes information on events, advice and guidance for the trustees of smaller charities.

Charities based in Wales are encouraged to visit [WCVA's](#) website which has guidance and information on events. [Third Sector Support Wales](#) is a network of support organisations for the voluntar sector in Wales.

## Glossary

Please refer to the [glossary](#).



# Southwark Vision 2017-2025

Our vision is founded on mutual commitment from all who make up the Diocesan family to walk together in the pilgrimage of faith, supporting, encouraging and resourcing each other in our common task.

## A pilgrim people

We are a diverse community of Anglican churches, schools and chaplaincies in the hugely varied area of South London and East Surrey, from our Cathedral Church at London Bridge to our retreat house in the Surrey countryside. We work hard to journey well together, united by our faith in Christ. We're discovering that God's love changes lives, transforms society and sets our hearts on fire with the love of Christ; and so we are working to enable others to experience that reality.

## Journeying together

From the Archbishop's Charge given to Bishop Christopher in 2011, the Diocese of Southwark has been on a journey of discernment towards a shared vision which is now brought together from the themes and agreed outcomes described in the Strategy for Ministry adopted by Synod in November 2015, and Hearts on Fire Vision for Mission, with its commitment to the five marks of mission and the strategic goals, adopted by Synod in March 2016.

## A fruitful future

We share a vision for the future in which we will see:

- growing churches, new worshipping communities and new Christians
- deepening discipleship: engaged, prayerful and informed Christians
- growth in vocations to existing and new ministries
- generous giving and prayer supporting all we do
- justice and peace built up, and violence challenged, in our local and global community
- a shared commitment to the integrity of creation
- a church for all which reflects our diverse community in membership and leadership.



**Hearts  
on Fire**

The Diocese of Southwark

Loving God  
Walking with Jesus  
Led by the Spirit

Luke 24:13-35

## Resources for our journey

The two key documents which inform our work as a Diocese are:

- the *Hearts on Fire* Mission Strategy, March 2016
- the *Strategy for Ministry* Final Report, November 2015

These two documents together explain the detailed thinking behind the summary of our Diocesan Vision.

*Hearts on Fire* restates our commitment to mission, grounded in prayer that the growth of the kingdom of God may be at the heart of all we do. In particular we will:

- serve our Communities
- share our faith with great joy and gladness
- be the Church; a people with hearts on fire, loving God, walking with Jesus and led by the Spirit.

*Strategy for Ministry* sets out how we remain focused on that vision and mission, through ongoing cultural change as a Diocese. We are committed to becoming a Diocese which is

- Adaptive - seeing a culture of risk taking, permission giving and experimentation becoming embedded in the life of the Diocese
- Diverse - with visibly increased diversity in every part of Diocesan life
- Accountable - with communication demonstrated through increased sense of engagement from parishes with Diocesan central structures
- Devolved - especially in building up deaneries and encouraging them to become viable centres for mission and ministry, but also in encouraging collaboration, team work, and leaders who can enable and form individuals and communities
- Strategic - looking ahead, discerning new opportunities which align with our vision and mission
- Realistic - aligning resources to serve vision and mission.

## Supporting each other on the way

Our Diocese is made up of the parishes and deaneries, chaplaincies and schools in which individual Anglicans work and worship. The Diocesan vision will be realised primarily in the shared life, mission, ministry and service of all the baptised, clergy and lay together.

Diocesan structures and programmes seek to serve the whole people of God, in the following ways.

### ***Lead, Enable, Serve***

Those who work across the Diocese as a whole are committed to working in accordance with the following aim: 'To serve, support, lead, and enable the mission of God as it is worked out in the parishes, deaneries, schools and communities of the Diocese of Southwark.' This keeps the focus of Diocesan-wide bodies and officers clearly on the mission as it is worked out across the whole Diocese.

### ***Mission Action Planning***

The Mission Action Planning process is a key means for ensuring that the Diocese as a whole is working towards our vision and mission. Parishes and other communities which produce Mission Action Plans (MAP) are asked to do so in the light of this, and specifically to reference how their MAP will reflect all of the five Marks of Mission. MAPs in turn

resource those working across the Diocese as a whole with a richer vision of the potential areas for support and outreach.

### ***Parish Support Fund***

The Parish Support Fund exemplifies our mutual support in the Diocese most obviously through the sharing across the Diocese of the financial responsibility for our life and mission. Through its principles of generosity and accountability, it enables all members of the Diocese to have confidence that resources are being generously given and effectively used.

## **Outcomes and Actions**

The 2015 Strategy for Ministry Report identified a number of outcomes, which we wish to see if the Diocese is to deliver on its vision and mission; the Hearts on Fire document emphasised our commitment to the Five Marks of Mission. Our commitment to the environment is expressed through the policy adopted by Diocesan Synod in 2013. Some outcomes have already been achieved, and others will become the focus of later objectives: we note particularly our commitments to the common good through attention to the needs of refugees, and responding to London's housing crisis. In order to focus our energies on an achievable number of these outcomes, we set ourselves the following objectives:

- to grow our average weekly attendance by 5% by 2025 partly through having each church develop a high-quality Mission Action Plan (MAP) which includes a course for evangelism and discipleship
- by 2025, to increase the number of worshipping communities with a primary focus on areas of population growth through investment in Fresh Expressions (fxC) in the areas where the data suggests the existing congregations are increasingly unrepresentative of the resident community and therefore unlikely to be successful in reaching them without intentional intervention
- to grow a financial resource base that allows investment in growth for the future. Key measurables include: annual financial surplus, working financial reserves equivalent to 6 months operating costs by 2020, 1% of Diocesan turnover annually dedicated to major Diocesan ministry and mission projects beginning in 2016, rising to 2% by 2020
- to grow the number of ordained and lay vocations by 50% by 2020 by enabling and discerning ordained ministers; by expanding opportunities for licensed and commissioned lay leadership; by affirming and growing other forms of lay ministry (e.g. worship leaders, family & youth leaders, spiritual directors); to offer relevant and enriching training, and create networks of support and celebration which reflect the diversity of the Diocese, our commitment to evangelism and discipleship, and delivers fully integrated and pioneering church growth and fresh expressions
- by 2025, to grow leadership and representation that reflects the rich diversity of our Diocese and especially focusing where the data suggests groups are currently underrepresented: through ethnicity, age (especially 18-40), educational opportunities, material well being, tradition.





**Measure:** law affecting the Church of England. This is debated by the General Synod whose Legislative Committee passes a draft Measure to the Ecclesiastical Committee of Parliament. If the Committee deems the bill ‘expedient’, the Measure is put before both Houses of Parliament in final form. If Houses must approve the Measure, it receives royal assent and becomes law. Examples include: the Diocesan Board of Finance Measure, 1925; the Synodical Government Measure, 1969; the Mission and Pastoral Measure, 2011.

**Ex officio:** by reason of an office held. Examples occurring in relation to the Diocesan Council of Trustees indicate people whose membership of the relevant body is determined by primary legislation determinative for the office held (primarily, Archdeacon or Diocesan Bishop).

### **ACRONYMS**

ARC	Audit & Risk Committee
ABC/Y	Archbishop of Canterbury/York
ADO	Area Director of Ordinands
AMPC	Archdeaconry Mission & Pastoral Committee
APCM	Annual Parochial Church Meeting
ASM	Area Staff Meeting
BAME	Black, Asian and Minority Ethnic
BAP	Bishop’s Advisory Panel
BH	Bishop’s House
BHM	Black History Month
BMO	Bishop’s Mission Order
BSM	Bishop’s Staff Meeting
CA	Church Army
CCLI	Christian Copyright Licensing International
CCSL	Clergy Confidential Statement Letter
CCSL	Clergy Current Status Letter
CDM	Clergy Discipline Measure
CEAO	Croydon Episcopal Area Office
CEEC	Church of England Evangelical Council
CEMES	Church of England Ministry Experience Scheme

CH	Church House
CHW	Churchwarden
+Christopher	Bishop Christopher
+C	Bishop of Croydon
CLAS	Churches' Legislation Advisory Service
CME	Continuing Ministerial Education
C&R	Communications and Resources
CRR	Church Representation Rules
CTSL	Churches Together in South London
CVA	Coordinating Vocations Adviser
CYPM&M	Children & Young People's Mission & Ministry
DAC	Diocesan Advisory Committee
DAG	Deaneries' Advisory Group
DBF	Diocesan Board of Finance
DBS	Disclosure and Barring Service
DCC	District Church Council
DCT	Diocesan Council of Trustees
DDE	Diocesan Director of Education
DDO	Diocesan Director of Ordinands
DLT	Deanery Leadership Team
DMT	Deanery Mission Team
DSA	Diocesan Safeguarding Adviser
DMEACC	Diocesan Minority Ethnic Anglican Concerns Committee
DMPC	Diocesan Mission and Pastoral Committee
EAB	Editorial Advisory Board
EWG	Environment Working Group
FFP	Fit For Purpose
GDPR	General Data Protection Regulation
GS	General Synod
HfD	House for Duty
HoB	House of Bishops

HoC	House of Clergy
HoL	House of Laity
IME	Initial Ministerial Education
++Justin	Archbishop Justin
JPIC	Justice, Peace and The Integrity of Creation
KEAO	Kingston Episcopal Area Office
LLLMAG	Lay Leadership & Lay Ministry Advisory Group
LP	Lambeth Palace
MAP	Mission Action Plan
MAT	Multi Academy Trust
MDR	Ministerial Development Review
MEACC	Minority Ethnic Anglican Concerns Committee
M-in-C	Minister in Charge
MU	Mother's Union
NDN	National Deaneries Network
NSM	Non-Stipendiary Minister
OFS	Online Faculty System
OoS	Order of Service
PCC	Parochial Church Council
PFC	Policy and Finance Committee
P-in-C	Priest in Charge
PSF	Parish Support Fund
PTO	Permission to Officiate
SAR	Subject Access Request
SDBE	Southwark Diocesan Board of Education
SDEU	Southwark Diocesan Evangelical Union
SDF	Strategic Development Fund
SFM	Strategy for Ministry
SGPF	Setting God's People Free
SGST	Southwark Good Stewards Trust
SLC	Strategic Learning Community

SLCF	South London Church Fund
SLDHA	Southwark and London Diocesan Housing Association
SLP	Southwark Leadership Programme
SMT	Senior Management Team
SMQ	St Margaret the Queen
SoP	Statement of Particulars
SPA	Southwark Pastoral Auxiliary
SPIDIR	Spiritual Direction Network
TH	Trinity House
TKC	Thy Kingdom Come
TR	Team Rector
TRIO	Monthly meeting of all 5 area office staff
TUTV	Turning Up The Volume
TV	Team Vicar
VA	Vocations Adviser
Vac & IL	Vacancies and Institutions/Lincensings
VF	Vocations Forum
ViS	Vacancy in See
WEAO	Woolwich Episcopal Area Office



The Diocese of  
**Southwark**

APPENDIX M

## SOUTHWARK DIOCESAN SYNOD

### Constitution and Standing Orders

# **SOUTHWARK DIOCESAN SYNOD CONSTITUTION AND STANDING ORDERS**

As approved by Diocesan Synod  
23 July 2015

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## PREFACE

1. Section 4(2) of the Synodical Government Measure 1969<sup>1</sup> states that the functions of the Diocesan Synod shall be:

- a) *to consider matters concerning the Church of England and to make provision for such matters in relation to their diocese, and to consider and express their opinion on any other matters of religious or public interest;*
- b) *to advise the bishop on any matters on which he may consult the synod;*
- c) *to consider and express their opinion on any matters referred to them by the General Synod, and in particular to approve or disapprove provisions referred to them by the General Synod under Article 8 of the Constitution;*
- d) *to consider proposals for the annual budget for the diocese and to approve or disapprove them;*
- e) *to consider the annual accounts of the diocesan board of finance of the diocese:*

*Provided that the functions referred to in paragraph (a) hereof shall not include the issue of any statement purporting to declare the doctrine of the Church on any question.*

2. The constitution and standing orders accord with the provisions of the Church Representation Rules (CRR)<sup>2</sup>. As permitted by the Church Representation Rules, some provisions in the Standing Orders are specific to the Diocese of Southwark.
3. The formal processes defined in the standing orders do not preclude informal conversations, discussions and processes where appropriate. The Chair will seek to organise and explain matters and procedures so that all can participate in a constructive and mutually supportive way.
4. References herein to “clergy” apply to Clerks in Holy Orders other than those who are members of the House of Bishops. “Laity” refers to all other members in neither of these categories.
5. All references herein to the Bishop’s Council, unless otherwise qualified, refer to the Bishop’s Council and Diocesan Synod Standing Committee of the Diocese of Southwark.
6. The South London Church Fund and Southwark Diocesan Board of Finance is a company limited by guarantee (No 236594) with its registered office at Trinity House. It is established in accordance with the Diocesan Boards of Finance Measure 1925 as a company limited by guarantee with functions and powers as contained in its Memorandum and Articles of Association. It is a registered charity.
7. It is a requirement of the 1925 Measure that the Board “shall in the exercise of its powers and duties comply with such directions as may from time to time be given to the board by the Diocesan Synod”.
8. Any periods of notice required by these standing orders shall be deemed to consist of clear days or weeks not including the date of despatch and the date of the event before which the notice must be delivered.

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<sup>1</sup> [www.legislation.gov.uk/ukcm/1969/2/contents](http://www.legislation.gov.uk/ukcm/1969/2/contents)

<sup>2</sup> [www.churchofengland.org/about-us/structure/churchlawlegis/church-representation-rules/church-representation-rules-online.aspx](http://www.churchofengland.org/about-us/structure/churchlawlegis/church-representation-rules/church-representation-rules-online.aspx)

9. Footnotes and cross references contained herein are for clarity only and do not form part of the Standing Orders.
10. References to Parochial Church Councils shall, where the context admits, include District Church Councils, Joint Parochial Church Councils, Team Councils and Group Councils provided the relevant Council is established pursuant to a Scheme made under the Church Representation Rules or under the Mission and Pastoral Measure 2011 or earlier equivalent legislation.
11. These standing orders supersede the “Model Standing Orders - updated 2003”.



# CONSTITUTION OF DIOCESAN SYNOD

The Diocesan Synod shall consist of the House of Bishops, the House of Clergy and the House of Laity, as follows<sup>3</sup>:

## 1. House of Bishops

- a) The Diocesan Bishop (President);
- b) The Area or Suffragan Bishops;
- c) Other bishops working in the Diocese nominated by the Diocesan Bishop (with the concurrence of the Archbishop of Canterbury).

## 2. House of Clergy

- a) The following ex-officio members:
  - i. bishops nominated by the Diocesan Bishop (other than members of the House of Bishops);
  - ii. the Dean;
  - iii. the Archdeacons (or Acting Archdeacons);
  - iv. the Proctors elected from the Diocese or from any university in the Diocese (the University of London being treated for this purpose as being wholly in the Diocese of London) to the Lower House of the Convocation of the Province of Canterbury;
  - v. any other member of the Lower House of the Convocation of the Province of Canterbury, being the person chosen by and from among the clerical members of religious communities in the Province, who resides in the Diocese;
  - vi. the Chancellor of the Diocese (if in Holy Orders);
  - vii. the Chair of the Diocesan Board of Finance (if in Holy Orders); and
  - viii. the Chair of the Diocesan Advisory Committee (if in Holy Orders);
- b) Members elected by the Houses of Clergy of the Deanery Synods in the Diocese in accordance with paragraph 4 below; and
- c) Not more than five Clerks in Holy Orders co-opted by the House of Clergy of the Diocesan Synod.
- d) The Diocesan Bishop may nominate not more than five additional members who are Clerks in Holy Orders.

## 3. House of Laity

- a) The following ex-officio members:
  - i. the Chancellor of the Diocese (if not in Holy Orders);
  - ii. the Chair of the Diocesan Board of Finance (if not in Holy Orders);
  - iii. the Chair of the Diocesan Advisory Committee (if not in Holy Orders);
  - iv. the members elected from the Diocese to the House of Laity of the General Synod;
  - v. any other member of the House of Laity of the General Synod, being an ex-officio or co-opted member of the House of Laity of the General Synod or a person chosen by and from among the lay members of religious communities in the Province of Canterbury, who resides in the diocese;
- b) members elected by the Houses of Laity of the Deanery Synods in the Diocese in accordance with paragraph 4 below; and
- c) not more than five members co-opted by the House of Laity of the Diocesan Synod, who shall be actual communicants of sixteen years or upwards.

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<sup>3</sup> CRR rule 30

- d) The Diocesan Bishop may nominate not more than five additional members who shall be actual communicants of sixteen years or upwards.

**4. Elections<sup>4</sup>**

The calculation for the number of representatives from each Deanery shall be as follows:

House of Clergy: There shall be one clergy representative for every six clergy members of each Deanery Synod (counted as at 30 April in each year preceding elections), but no Deanery shall have fewer than two clergy representatives.

House of Laity: There shall be one lay representative for every five hundred members of total of all the electors rolls of each Deanery (counted as at 30 April in each year preceding elections), but no Deanery shall have fewer than two lay representatives.

The calculation for the number of representatives for each Deanery may be varied for the next triennium by resolution of the Diocesan Synod not later than 31 July in the year preceding elections.

The Secretary will, before 31 December in the year preceding elections, notify each Deanery Synod Secretary of the number of seats available to each house of that Deanery Synod.

Elections must be completed by 15 July and results communicated to the Secretary of the Diocesan Synod by 31 July.

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<sup>4</sup> CRR rules 31 - 32

## **STANDING ORDERS<sup>5</sup>**

### **ROLL OF MEMBERS**

1. The Secretary shall keep a roll of the members of the Diocesan Synod constantly up to date. Deanery Synod Secretaries shall keep the Secretary informed of any changes.

### **PARTICIPATION BY NON-MEMBERS**

2. Any visitor by invitation of the President may, with the permission of the Chair, address the Synod but shall have no right to move any motion or amendment or to vote.

### **ADMISSION OF THE PRESS AND PUBLIC**

3. Apart from persons entitled to attend and participate in Diocesan Synod meetings under standing order 2, members of the press and general public are welcome to attend Diocesan Synod meetings as observers unless members vote to exclude them on any occasion or for any item of business.

### **TERM OF OFFICE**

4. The election of members of Diocesan Synod by the Houses of Clergy and Laity of Deanery Synods shall take place every three years and the members so elected shall hold office for a term of three years beginning with the 1 August next following their election.
5. Unless the House concerned or the President, as the case may be, fixes a shorter period of office, co-opted and nominated members shall retire on the same date as elected members.

### **ELECTION OF VICE-PRESIDENTS**

6. Prior to the first meeting of the Diocesan Synod after the triennial elections (and before elections to the Bishop's Council), or where a casual vacancy occurs as soon as reasonably practicable thereafter, each of the Houses of Clergy and Laity, or where appropriate the one House concerned, shall elect one of its members to be a Vice-President of the Diocesan Synod and the Chair of its House. The elections shall be conducted by the method of the single transferable vote and in accordance with any directions given by the Bishop's Council.

### **CHAIR OF MEETINGS**

7. The President shall be Chair at meetings of the Diocesan Synod but on any occasion or for any item of business may nominate one of the Vice-Presidents or another member to take the chair. The President may revoke such nomination at any time. For the avoidance of doubt, in these Standing Orders, 'the Chair' refers to the Chair of the particular item of business under consideration.
8. The procedure of the Diocesan Synod shall be regulated by the Chair who shall respect the rights of members provided in these standing orders but who shall not personally in the conduct of proceedings be governed by any restrictions imposed upon members under the rules of debate (SO 27-51) if this is deemed by the Chair to be in the best interests of the smooth running and effectiveness of the Diocesan Synod.

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<sup>5</sup> CRR rule 34

## **OFFICERS OF DIOCESAN SYNOD**

### **Secretary**

9. The Diocesan Secretary shall be the Secretary and shall:
- a) Be responsible for the administrative arrangements for meetings of the Diocesan Synod;
  - b) Be in attendance at such meetings;
  - c) Prepare the draft agenda papers and minutes of the Diocesan Synod;
  - d) Act as Secretary of the Bishop's Council;
  - e) Perform such other duties as shall be assigned by Diocesan Synod.

### **Deputy Secretary**

10. The Bishop's Council may appoint a Deputy Secretary who may act in the same capacity as the Secretary when required.

### **Registrar**

11. The Registrar or in the event of absence or incapacity the Deputy Registrar where appointed shall be the legal adviser to the Diocesan Synod and when required shall attend the meetings of the Diocesan Synod, its Houses and the Bishop's Council.

### **Duties and responsibilities**

12. Subject to any statutory provision and to these standing orders, the Bishop's Council shall determine the duties and responsibilities of the above officers in connection with the business of Diocesan Synod.

## **MEETINGS OF DIOCESAN SYNOD**

### **When and where held**

13. The president shall summon not less than two meetings in each year at such times and places as agreed in consultation with the Vice-Presidents and the Secretary.

### **Notice of ordinary meetings**

14. The date, time and place of ordinary meetings of the Diocesan Synod, shall be notified to members at least six weeks before each meeting in such manner as the President approves<sup>6</sup>.

### **Meetings by resolution or requisition**

15. If either the Bishop's Council by resolution so decides, or if the President receives a requisition for that purpose signed by not less than thirty members, the President shall summon a meeting of the Diocesan Synod to include on its agenda the specific items for which the meeting was called. Meetings held by requisition of members shall be held within eight weeks following such requisition and members will in all cases be given not less than three weeks notice of the date, time, place and agenda of such meetings.

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<sup>6</sup> Normally via the diocesan calendar and at the November meeting of the diocesan synod.

### **Notice of extraordinary meeting**

- 16.** In case of sudden emergency or other special circumstances a meeting may be convened by the President or (in the event of the President's incapacity) by either of the Vice-Presidents, at not less than seven days' notice but the quorum for the transaction of any business at such a meeting shall be a majority of the members of each of the Houses of Clergy and Laity and at least one member of the House of Bishops. The notice must include the date, time and place of the meeting and only business specified therein may be transacted.

### **Separate meetings of Houses of Clergy and Laity**

- 17.** Each House shall meet separately when and where it is required to do so under these standing orders and for the purposes stated. Additional meetings may be held when either:
- a) The Chair of the House has so directed; or
  - b) Diocesan Synod or the Bishop's Council has so directed; or
  - c) The Chair of the House receives a requisition for that purpose by not less than twenty members of the said House.

Subject to any directions by Diocesan Synod or the Bishop's Council, the date, time and place of separate meetings will be fixed by the Chair of each House allowing members at least 14 days' notice in writing. No business, except as authorised in these standing orders, conducted by a single House of Diocesan Synod has authority over the whole Diocesan Synod.

Subject to the provisions of these standing orders, each House shall have the power to regulate its own procedure.

### **AGENDA**

#### **Preparation and content**

- 18.** Subject to these standing orders and any resolution of the Diocesan Synod, the Bishop's Council shall settle the agenda for each Diocesan Synod meeting, and shall determine the order in which the business so included shall be considered subject only to any resolution of Diocesan Synod. In the event that Bishop's Council does not determine the timetable for the agenda (SO 67(a)) the Chair can, with the consent of Diocesan Synod, do so under standing order 24.
- 19.** Resolutions from Deanery Synods (SO 76) must reach the Secretary not less than ten working days before the start of the meeting of the Bishop's Council<sup>7</sup> with a view to their inclusion in the agenda paper of the next or a subsequent meeting of Diocesan Synod.

#### **Circulation**

- 20.** The Secretary shall deliver by e-mail, by post or by hand an agenda paper to every member 21 days at least before an ordinary meeting or a meeting by resolution or requisition (SO 15) or, in the case of an extraordinary meeting called at less than 21 days' notice, at the same time as the notice. Agenda papers, reports and other papers may also be made available for download by members from the Diocesan website.

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<sup>7</sup> Dates of the meetings of the Bishop's Council can be found in the diocesan calendar.

## **BUSINESS OF DIOCESAN SYNOD**

### **Permitted business**

**21.** No business shall be considered by Diocesan Synod other than:

- a) Business specified on the agenda or any paper relating thereto or arising therefrom;
- b) Urgent and other specially important business added by the President and matters arising therefrom;
- c) Questions under standing order 61 or matters arising therefrom.

### **Order of business**

**22.** In considering the order of business, the Bishop's Council shall give special consideration to items:

- a) Brought before the Synod at the request or direction of the President;
- b) Referred to the Diocesan Synod by the General Synod or by a Deanery Synod in the Diocese.

**23.** Deanery Synod motions (as defined in SO 76) shall normally be considered by the Diocesan Synod in the order in which notice is received by the Secretary except that the Bishop's Council may vary the order and shall report to the Diocesan Synod the reasons for such variation.

### **Varying the order of business**

**24.** The Chair may, with the consent of Diocesan Synod, vary the order of business. In any event it can be varied by resolution of Diocesan Synod.

### **Form and length of notice for business for Diocesan Synod**

**25.** Notice of any business for an ordinary meeting of the diocesan synod shall be in writing, signed and delivered to the secretary by e-mail, by hand, by post, or by fax not later than the period before the meeting which is specified hereunder:

- a) Motions and amendments arising from an item specified on the agenda paper or any paper relating thereto: 24 hours (see SO 45)
- b) Questions under standing order 61: 5 working days

**26.** Motions and amendments thereto arising from a debate on an item specified on the agenda paper or any paper relating thereto (known as "following motions") may, under standing order 21(a), be in order without any prior notice **if in the opinion of the Chair:**

- a) Due notice could not reasonably have been given prior to the debate; **and**
- b) It would be the wish of Diocesan Synod to debate such motions or amendments; **and**
- c) Time is available to debate them.

A copy of such motion or amendment shall be delivered in writing to the Secretary unless the chair dispenses with this requirement. (see also SO 43-48)

## **RULES OF DEBATE (QUORUM)**

### **Quorum**

- 27.** To form a quorum the following minimum proportion of members is required in *each* of the Houses of Clergy and Laity, together with at least one member of the House of Bishops:
- a) Ordinary meetings and meetings by requisition: more than one third;
  - b) Extraordinary meetings: a majority.

### **If quorum not present**

- 28.** The Chair shall, if requested by any member, take a count of the members present and shall adjourn the meeting if a quorum is wanting. In the absence of such request no decision of the Diocesan Synod shall be invalidated by the absence of a quorum unless the Chair's attention is called thereto immediately upon the vote having been taken.

## **RULES OF DEBATE (GENERAL)**

### **Declaration of interest**

- 29.** Anyone with a particular interest in any matter of business must first declare the nature and extent of that interest when speaking. The Synod may resolve to issue guidance on the implementation of this paragraph on the recommendation of the Bishop's Council.

### **Order of speeches**

- 30.** The Chair shall call upon members who desire to speak and determine the order. The Chair shall also require them to give their name and membership or attendance entitlement. With or without the specific invitation of the Chair members particularly desirous of speaking in any debate may submit their names to the Secretary in writing beforehand, briefly indicating their standpoint. However, such a submission will not guarantee that the member will be called to speak. The Chair may call upon people to speak in an order that ensures a balanced debate.

### **Length of speeches**

- 31.** Save as provided in these standing orders (SO 49(e)), no speech shall exceed five minutes or, in the case of a member introducing a report, fifteen minutes, but the Chair may at any time prior to a speech, lengthen or shorten either of these periods, provided that Diocesan Synod shall be informed of the ruling which shall be final.

### **Breach of order**

- 32.** The Chair shall call a member to order for failure to address the Chair or any other breach of order, and in that event may order the member to end any speech which they are making.

### **Point of order**

- 33.** A member may rise at any time to submit a point of order under these standing orders, even so as to interrupt another speaker, but shall make any such submission succinctly.

### **Personal explanations**

- 34.** A member may ask permission to interrupt a debate to make a personal explanation but only so as to correct an important misunderstanding or misrepresentation of fact during that debate with regard to what has been said by the member, and for this purpose may interrupt another speaker. Such permission shall be given if in the opinion of the Chair the debate is likely to benefit from such an explanation.

### **Interruptions otherwise not permitted**

- 35.** Save as provided in standing orders 33 and 34 the interruption of a speech (by question, point of information or otherwise) shall not be permitted. The ruling of the Chair on a point of order or the admissibility of a personal explanation shall be final.

### **Right of a member to speak**

- 36.** A member may speak only upon a motion or amendment or as specifically provided under:
- a) Permitted business under standing orders 21;
  - b) Points of order under standing order 33;
  - c) Procedural motions under standing order 49;
  - d) Personal explanations under standing order 34;
  - e) Asking and answering questions under standing orders 61 to 64.

### **Speaking more than once**

- 37.** A member shall not speak more than once upon the same matter, except:
- a) As provided in standing orders 33, 34, 51(b), 51(c) and 63;
  - b) By permission of the Chair;
  - c) The mover of a motion may reply following debate on that motion except as specifically precluded in procedural motions (standing order 51);
  - d) The mover of an amendment to a standing order (SO 86) may speak twice but the mover of any other amendment (SOs 43-48) has no right of reply except under (b) above.

### **Moving motions or amendments**

- 38.**
- a) Every matter debated in the Diocesan Synod shall have been moved by a member;
  - b) A motion or amendment which, when called by the Chair, is not moved by the member who has given notice thereof may be moved instead by some other member.
  - c) A member may move following motions or amendments thereto under standing order 26 if the reasons given are acceptable to the Chair.
  - d) When exercising a right of reply to a motion (see SO 74(c)) a member shall not introduce any new matter and shall close the debate.

### **Withdrawal**

- 39.** A motion or amendment, once moved, may be withdrawn by or on behalf of the mover unless more than five members object.



## **Reconsideration and Rescission**

40. Except as provided in standing orders 83 and 84 no motion or amendment to the same effect as, or dependent on, one which has been rejected within the preceding twelve months and no motion to rescind a resolution passed within the same period shall be proposed without leave of the Bishop's Council.

## **Division**

41. The Chair may, with the consent of the mover, divide any motion or amendment in such manner as to enable the Diocesan Synod to express its judgement separately upon each part of the motion or amendment so divided.

## **Special powers of Chair**

42. In the absence of any directions of the Bishop's Council under standing order 18 to regulate the timetable of the meeting or of any overriding resolution of Diocesan Synod the Chair is authorised under standing order 8 to:
- a) Adjourn the Diocesan Synod, subject to the consent of the President, if present, or
  - b) Adjourn the debate, or
  - c) Close the debate on a particular motion.

## **RULES OF DEBATE (AMENDMENTS TO MOTIONS)**

### **When permitted**

43. Except as provided in standing order 44 any member may move an amendment to a motion which has been duly moved and such amendment shall be disposed of before that motion is put (see also SO 47). Amendments accepted by Diocesan Synod will be incorporated into the main motion before it is itself put to the vote.

### **When not permitted**

44. Amendments to the following shall not be permitted:
- a) A procedural motion under standing order 49.
  - b) A motion in reply to any matter referred by General Synod.
  - c) A motion to receive a report.

### **Delivery in writing**

45. Before an amendment is moved, a copy thereof in writing shall be delivered to the Secretary at least 24 hours in advance of the meeting (see SO 25), unless this requirement is dispensed with by the Chair.

### **Form and content**

46. An amendment shall be a modification or variation of the main motion and shall not have the effect of negating it.

### Order of consideration

47. In the event that more than one amendment to a motion is moved they may at the discretion of the Chair all be discussed prior to being put to the vote in the order the Chair determines. The Chair may have regard to:
- a) The order in which the amendments were raised;
  - b) The sequence in which they affect the motion;
  - c) Those with a wider impact before those of detail; or such other criteria as in the chair's opinion will enable diocesan synod best to express its mind.

### Proposer of an amended motion

48. Where an amended motion does not have the support of the proposer of the original or main motion then the proposer of the amendment shall be deemed to be the proposer of the amended motion.

## RULES OF DEBATE (PROCEDURAL MOTIONS)

### Content

49. Subject to these standing orders, the following procedural motions may, with the consent of the Chair, be moved with or without notice but not so as to interrupt the speech of any member:
- a) "That the Diocesan Synod do pass to the next business" ("**next business**");
  - b) "That the Diocesan Synod do now adjourn" ("**adjournment of the diocesan synod**");
  - c) "That the debate be now adjourned" ("**adjournment of debate**");
  - d) "That the debate be now closed" ("**closure**");
  - e) "That all further speeches on this matter be limited to ..... minutes" ("**speech limit**");
  - f) A motion to suspend a standing order.
50. Restriction on the use of procedural motions:
- a) "**Next business**" shall not be moved on an amendment, another procedural motion or on any matter referred by General Synod.
  - b) "**Closure**" or "**speech limit**" may only be moved on any matter referred by General Synod by the Chair or with the Chair's express permission.
51. The following rules of debate will apply:
- a) "**Next business**"      If moved it will be put immediately without discussion  
                                    and  
          if carried        - the original motion may not be reconsidered during the same  
                                    meeting of Diocesan Synod.  
          if lost         - it shall not be moved again on the original motion unless that  
                                    motion has been substantially amended.
  - b) "**Adjournment**"      The debate that follows shall be limited to a brief speech of not  
                                    more than three minutes by the proposer of the procedural motion  
                                    and a brief reply by the mover of the original motion or one other  
                                    member.

- if carried - the debate on the original motion, or the meeting of Diocesan Synod as the case may be, will forthwith stand adjourned. In the case of adjournment of the meeting of Diocesan Synod, business will be resumed at the next meeting with resumption of an adjourned debate at the direction of the Bishop's Council.
  - if lost - it shall not be moved again, except by permission of the Chair, until a further hour has elapsed.
- c) **“Closure”** If such a motion is permitted by the Chair it will be put immediately without discussion and if carried the member with a right to reply to the original motion may speak for not more than five minutes whereupon the motion will be put without further debate.
- d) **“Speech limit”** If such a motion is permitted by the Chair it will be put immediately without discussion and if carried no speech shall exceed the number of minutes specified therein.
- e) **“Suspension of a standing order(s)”**  
The Chair and Diocesan Synod shall take into account the special circumstances that necessitate a standing order(s) being suspended for the duration of a particular debate (or as may be specified in the motion, “session” or “meeting”) of Diocesan Synod. Such motion shall not be deemed to have been carried unless more than two thirds of those members present are in favour.

## **VOTING**

### **Assent of three houses**

52. Subject to the two next following standing orders, nothing shall be deemed to have the assent of the Diocesan Synod unless the three houses which constitute the Diocesan Synod have assented thereto. If in the case of a particular matter for which a vote by Houses has been taken and the President (if present) so directs, that matter shall be deemed to have the assent of the House of Bishops only if the majority of the members of that House who assent thereto includes the President. Such direction shall be given either before the matter is put to the vote or immediately upon the announcement of the result of a show of hands, whether counted or not.

### **Procedure for decisions**

53. Matters relating only to the conduct of business shall be decided by the votes of all the members of the Diocesan Synod present and voting. Subject to standing order 54 other matters shall be decided in like manner, the assent of the three Houses being presumed, unless the Chair directs, or any twenty members require, that a separate vote of each House be taken. Such direction or requirement shall be made known either before the matter is put to the vote or immediately upon the announcement of the result of a show of hands, whether counted or not. (See SO 60).

### **Matters referred by General Synod under Article 8**

54. A separate vote by Houses will always be taken on any matter referred to the Diocesan Synod by the General Synod under the provisions of Article 8 of the constitution of that Synod and if the vote of the Houses of Clergy and Laity are in favour, that matter shall be deemed to have been approved for the purposes of the said Article (see also SO 72).

### **Voting by houses**

**55.** A separate vote of each House shall be taken:

- a) On any matter referred by the General Synod to the Diocesan Synod; (see also SO 54 and 72)
- b) When under standing order 53 the Chair directs or any twenty members require a separate vote to be taken.

### **Majority required for decisions**

**56.** Subject to any statutory requirements, decisions of the Diocesan Synod whether or not a separate vote is taken by Houses (see preceding standing order) shall require the favourable votes of a majority of members present and voting except that a motion to suspend a standing order (SO 49(f)) shall not be deemed to have been carried unless more than two-thirds of members present vote in favour.

### **Equal voting in House of Bishops**

**57.** Where there is an equal division of votes in the House of Bishops, the President shall have a second or casting vote. (See also SO 52).

### **Opinion of President**

**58.** The President shall have a right to require that his/her opinion on any matter be recorded in the minutes.

### **Voting rights of Chair**

**59.** The Chair shall (subject to the rights of the president under standing orders 52 and 57) have the same voting rights as other members and shall have no additional casting vote.

### **Mode of Voting**

**60.** The Chair on putting any matter to the vote shall either:

- a) Take a show of hands, the result of which as announced by the Chair shall be conclusive except that the Chair or any ten members of Diocesan Synod may then require that the hands be counted; or
- b) Call for a ballot if the Chair feels that this would result in the will of Diocesan Synod being more truly reflected or if this is called for by a member of Diocesan Synod and supported by the majority of members present.

A count of hands (or a ballot) shall always be taken on a vote by Houses.

## **QUESTIONS**

### **To whom addressed**

**61.** Subject to due notice under standing order 25(b) a question may be asked of:

- a) Any officer of the Diocesan Synod referred to in these standing orders;
- b) The Chair of any body constituted by the Diocesan Synod or on which it is represented;

provided that questions which, in the opinion of the President, are not relevant to the business of Diocesan Synod shall not be answered. A member may ask up to two original questions at any one meeting. A member who has asked a question may ask one supplementary question in respect of each such original question.

### **Content**

- 62.** A question, if addressed to an officer, shall relate to the duties assigned to that officer and, if addressed to the Chair of any body, to the business of that body. Questions shall not ask for an expression of personal opinion or for the solution of either an abstract legal question or a hypothetical problem, or relate to the issue of any statement purporting to declare the doctrine of the Church on any question, and shall be otherwise in order.

### **Person authorised to reply**

- 63.** If the person of whom the question is asked is a member or officer of the Synod then that person shall reply personally and, if not, the reply may be given by one of its members nominated by the Chair; provided that:
- a) The Chair may ask the Secretary to answer;
  - b) The Chair may agree that a question addressed to the Chair of a body on which Diocesan Synod is represented be answered by a member representing Diocesan Synod on that body.

### **Form of reply**

- 64.**
- a) The Secretary may prior to a meeting of Diocesan Synod determine whether a question should be answered in writing or given orally and, subject to any such directions, the Chair may likewise so determine during the session of Diocesan Synod and will be guided by the time available and the extent of likely interest in the answer.
  - b) In the case of a written answer the text of both question and answer shall be made available to all members during the session and the same opportunity shall be allowed for supplementary questions as permitted by standing order 61.
  - c) Questions and answers given orally will be minuted and circulated to members.

**BISHOP'S COUNCIL AND DIOCESAN SYNOD STANDING COMMITTEE**  
(herein referred to as the Bishop's Council)

**65. Composition**

The Bishop's Council shall consist of the following (who shall also comprise the membership of the Diocesan Board of Finance, the Diocesan Mission and Pastoral Committee and the Diocesan Parsonages Board, which four bodies shall form the Diocesan Council of Trustees):

a) Clergy

- i. The President of the Diocesan Synod.
- ii. The Archdeacons.
- iii. Up to three Area Bishops being members of the House of Bishops, elected by the House of Bishops.
- iv. The Chair of the House of Clergy elected by the House of Clergy to be Chair of House.
- v. Two licensed or beneficed clerics from each episcopal area being members of the House of Clergy, elected by the House of Clergy.

b) Laity

- i. The Chair of the Diocesan Board of Finance nominated by the Diocesan Bishop elected by the Diocesan Board of Finance and ex-officio thereby a member of the House of Laity.
- ii. The Vice Chair of the Board of Finance nominated by the Chair from among the members and elected by the Diocesan Council of Trustees.
- iii. The Chair of the House of Laity elected by the House of Laity to be Chair of House.
- iv. Twelve lay persons being members of the House of Laity, elected by the House of Laity, of whom at least three shall be from each episcopal area.
- v. Six lay persons with up-to-date financial or other relevant expertise elected by, but not necessarily members of, the House of Laity.

- c) The Diocesan Bishop, after appropriate consultation and taking into account the recommendation of the Audit and Risk Committee, may nominate up to four further members for their and relevant and up-to-date expertise. Of these, not more than two shall be clergy and all shall have full voting rights.

**66. Terms of office**

- a) Elected members normally serve for one or two consecutive terms of three years and may serve for three consecutive terms of three years. Members elected by and from Diocesan Synod cease to be eligible for the Bishop's Council as members of Synod when no longer on Synod, save that membership of the Bishop's Council continues until new members are elected after the triennial Diocesan Synod elections. Terms are counted from these elections, beginning with the 2015 elections. All elected members cease to be eligible for the Bishop's Council for one term of three years upon having served for three consecutive terms of three years.
- b) Nominated members serve for three years and may normally serve for a second consecutive term of three years. They may serve for a third consecutive term of three years and shall then stand down for at least one term.
- c) Elected or nominated members absent for three consecutive meetings without such apologies and such acceptance of apologies, shall be deemed to have resigned.

## **67. Officers**

The officers of the Bishop's Council shall be as follows:

- i. The President of the Synod shall be the Chair.
- ii. The Vice-Presidents of the Synod shall be the Vice-Chairs.
- iii. The Secretary of the Synod shall be the Secretary.

## **68. Purpose**

The Bishop's Council:

- i. approves policy to implement strategy;
- ii. sets targets and scrutinises performance in key areas of activity;
- iii. receives reports preliminary to or on behalf of Synod in accordance with an agreed cycle or exceptionally on the recommendation of the Policy and Finance Committee;
- iv. may carry out Synod's work when Synod is not in session;
- v. advises the bishop when the bishop so requests;
- vi. is subject to Synod's direction, plans its business and initiates proposals for its action.

## **OTHER COMMITTEES**

- 69.** Diocesan Synod shall have the power to establish such committees and their terms of reference as it considers fit or as required by law.
- 70.** The Bishop's Council shall have the power to establish committees or working or task groups or other bodies and their terms of reference as it considers fit.
- 71.** The Bishop's Council and committees of Diocesan Synod are accountable and shall report to the Diocesan Synod and will be subject to these standing orders unless and to the extent that any relevant enactment provides otherwise.
- 72.** The conduct of elections to committees or groups shall, subject to these standing orders, be in accordance with any directions by the Bishop's Council.

## **REFERENCES BY GENERAL SYNOD**

- 73.** When a reference is received from the General Synod, the Bishop's Council shall ensure that, as far as is practical, members of Diocesan Synod receive at least six weeks' notice of the referral together with supporting documents and the date, time and place of the meeting at which it will be considered.
- 74.** Prior to voting on any issue referred by General Synod the Diocesan Synod may refer it or any matter arising from it to Deanery Synods and/or Parochial Church Councils for an expression of their views.
- 75.** The procedure for debate on such matters shall be as follows:
  - a) When the reference by the General Synod is in the form of a question answering 'Yes' or 'No', the question shall be put to the Diocesan Synod as a formal motion in the affirmative sense. No amendment shall be in order and the vote shall be taken separately by Houses under standing order 54. If the motion is defeated or the votes are equally divided the question shall be decided in the negative.

- b) When the reference invites a fuller statement of opinion, a motion containing a draft of such statement shall be moved on behalf of the Bishop's Council and amendments to such a motion shall be in order.
  - c) When all motions under the foregoing paragraphs (a) and (b) have been decided, other motions arising therefrom may, if otherwise in order, be moved by any member or members.
- 76.** The decisions on such motions and on any related motions not specifically included in the reference, together with any opinion recorded by the President and the number of votes cast in each House shall be reported by the Secretary of the Diocesan Synod to the Secretary of the General Synod.

## **MATTERS RAISED BY AND REFERRED TO DEANERIES AND PARISHES**

### **Matters referred by Deanery Synods**

- 77.** A Deanery Synod may submit to the Diocesan Synod a motion on any matter either of general church interest or affecting the Deanery or any parish within the Deanery. After consideration by the Bishop's Council this may be moved in Diocesan Synod by a member of the Diocesan Synod who represents that Deanery or otherwise on behalf of the Deanery Synod.

### **Matters referred by Parochial Church Councils**

- 78.** A Parochial Church Council or Parochial Church Meeting may, on a resolution carried on its behalf in the Deanery Synod by a member of that Synod who represents the particular Council, request the Deanery Synod to take appropriate action under standing order 77.

### **Notice of motion to Diocesan Synod**

- 79.** Notice of a motion to be moved in the Diocesan Synod under standing order 77 shall be given by the Secretary or a member of the Deanery Synod duly authorised for the purpose to the Secretary of the Diocesan Synod.

### **Matters referred to Deanery Synods and Parochial Church Councils**

- 80.** The Diocesan Synod may on a motion by a member ask all or any particular Deanery Synods and/or Parochial Church Councils in the Diocese:
- a) To express an opinion on or record approval or disapproval of any motion; or
  - b) To supply information within their knowledge; or
  - c) To exercise any other function within their competence;

and to report to the Diocesan Synod by a specified date.

- 81.** The Secretary of the Diocesan Synod shall advise the Secretary of each body concerned giving such information as Diocesan Synod or Bishop's Council may direct and requesting replies to be framed, in the common form prescribed by the Bishop's Council and giving a date for reply being not less than three months from the date of referral.



## **FINANCIAL BUSINESS**

### **The Board of Finance as Diocesan Synod's financial executive**

- 82.** The Diocesan Board of Finance (hereinafter referred to as “the Board”) is, under the Diocesan Boards of Finance Measure 1925 (as amended), the financial and legal executive of Diocesan Synod with functions and powers as contained in its Memorandum and Articles of Association and acts as a committee of Diocesan Synod.

### **The Board's reporting procedures to Diocesan Synod**

- 83.** The Board shall each year produce the following regular reports for Diocesan Synod members:

A report and audited accounts for the previous financial year and a draft budget for the following financial year which shall take account of:

- a) The cost of all approved commitments funded through the budget;
- b) The cost of any new submissions;
- c) The costed effects of policies previously approved by Diocesan Synod.

The report, accounts and budget referred to above will in each case be produced as early as is practicable and forwarded to Diocesan Synod members for consideration at a meeting of Diocesan Synod determined by the Bishop's Council.

### **Regulation of financial business in diocesan synod**

- 84.** Motions and amendments moved during the debate on the following year's draft budget and relating solely thereto will, subject to due notice under standing order 25(b), be in order during that debate.
- 85.** No motions or amendments other than those covered in standing order 83 that directly or indirectly have the net effect of increasing expenditure and/or reducing income previously agreed by diocesan synod for the current or following year will be in order unless:
- a) It refers the matter to the Board and the Bishop's Council for their consideration; or
  - b) It is moved by a member of Diocesan Synod authorised by the Board and the Bishop's Council.

## **PROCEDURAL DEFECTS**

- 86.** A meeting of the Diocesan Synod or of any of its committees that has itself been duly summoned shall, by approving and authorising the signing of the minutes of the preceding meeting, validate the proceedings and that meeting notwithstanding any defect in the procedure for summoning or conducting that meeting; provided that if and when any such defect becomes known the Secretary will, without undue delay, notify members (of the diocesan synod or the committee as the case may be) of the nature of such defect and of the meeting at which such minutes are due to be approved and invite comment (if any) upon such defect.

## **AMENDMENT OF STANDING ORDERS**

- 87.** A motion for the amendment of these standing orders shall not be moved before it has been considered by the Bishop's Council. The Bishop's Council shall report to the Diocesan Synod, orally or in writing as it thinks fit, on the implication of each proposed amendment with its views thereon before the original (or amended) motion is moved.

## **MISCELLANEOUS**

- 88.** In any situation in which any difficulties arise which cannot be resolved by reference to these standing orders, the President shall have power to give any directions which the President may consider expedient for the purpose of removing the difficulties.

*July 2015*

## Diocesan peer review report

Diocese	<b>SOUTHWARK</b>
Date of peer review meeting	17 <sup>th</sup> May 2017
Date of peer review report	24 <sup>th</sup> May 2017
Date of diocesan response to report	
Diocesan representatives	+Christopher Chessun, +Jonathan Clark, Anthony Demby, Simon Gates, Steven Hance, Rosemarie Mallett, Ruth Martin, Stephen Roberts, Chris Skelton
Peer review panel members	Ian Watmore, Christine Brown and Sandra Newton, supported by Alan Cruickshank
Is the self-evaluation included in this document?	Yes / No

### Diocesan self-evaluation

1. The peer review panel greatly appreciated the discussion with the Diocesan Senior Team. While there are other aspects of the Diocese's work which are praiseworthy, the panel believes the following diocesan strengths should be highlighted:
  - a. The development and communication of the 'Hearts on Fire' vision, with its theological underpinning and the way it conveys the journey that the diocese is on;
  - b. The helpful clarity of the objective to grow average weekly attendance by 5% net by 2025 and the recognition that this will require both growth well above replacement level in both 'inherited' churches and fresh expressions of church;
  - c. The shared, intentional identification and prioritisation of actions facilitated through the Justice, Peace & Integrity of Creation department;
  - d. The multi-faceted actions taken to achieve financial sustainability and to create a more integrated better-functioning governance regime;
  - e. Deliberate reinforcement and increased effectiveness of the Diocesan executive team;
  - f. The healthy degree of debate and discussion across the Senior Diocesan Team, with the apparent ability to have and work through disagreements.

2. The peer review panel's comments on the diocese's self-assessment are as follows:

The discussion at the meeting broadly confirmed the areas of strength and concern set out in the diocesan team's self-assessment, which the panel found to be a very helpful introduction to the Diocese and its challenges. The panel was encouraged by the discussion at the meeting and was also able to gain a better understanding of the journey so far and key issues.

Unusually, the Diocese considered all six areas of the self-assessment to be 'areas of relative strength' and, in relation to the Spiritual and Numerical Growth area in particular, it is a probably a stretch to refer to this as an area of relative strength until there is evidence that the Diocese has ceased its numerical decline.

### Peer review panel's conclusions

3. We offer the following suggestions which the Diocese may wish to consider in terms of changes, improvements, and/or in-depth exploration:
- Continue communicating in well targeted ways about the Hearts on Fire journey, explaining how an apparently-achievable objective of 5% growth is in fact a call to action against an as-yet-unhalted decline in attendance (the “5% = 15%” challenge);
  - Be clearer about the degree to which the various growth initiatives – MAPs, fresh expressions, VNEB, resource churches, etc – each contribute to the growth objective;
  - Ensure that plans are in place to deliver each of the primary growth initiatives, with milestones and measures to understand whether the hoped-for progress is being made (Ian Watmore: ‘you are poised to succeed well, you now need to succeed well’);
  - Roll-out more widely the practice whereby Area Bishops recommend programmes for individual parishes to take part in, appropriate to local context and challenges. These programmes increasingly aligned with the Diocesan vision, building on Mission Shaped Ministry and Leading your Church into Growth;
  - Explore and articulate new ministry roles, drawing on previous experience in the Diocese, particularly in self-supporting ministry and models of chaplaincy;
  - Consider, as many dioceses are doing, whether the current approach to clergy deployment remains fit for purpose in the light of the increasingly-mixed economy with fresh expressions, pioneer work in areas of new housing, part-time roles, etc;
  - Pursue the objective of releasing 1% - growing to 2% - of Diocesan income for major Diocesan ministry and mission projects, while persisting with the good practice which has been established on financial management and governance;
  - With a hearty degree of realism, breathe life into deaneries: taking advantage of opportunities to align the geography with that of civic structures where helpful, and focusing on the issue of effective leadership by identifying clergy and lay leaders who can influence local mission and ministry positively.

4. We note that the Diocese's position in relation to Strategic Development Funding is as follows:

The Diocese has been given an SDF grant for a project covering the development of fresh expressions of Church and resourcing church in a major area of new housing. A report on the first year of this project is being taken to the Diocesan Council of Trustees shortly.

At the meeting the Diocesan Senior Team described a project that might form the basis for a second SDF application. In light of the comment above (3b) this application might benefit from clarification of how this new project - alongside other strategic interventions – will contribute to the diocese's vision, its Strategy for Ministry, and in particular the desire to grow attendance by 5% by 2025.

5. We recommend that the next peer review takes place in around two years' time in line with the normal cycle. The focus of the next review should be upon implementation progress, (rather than revisiting the mission and vision of the

Diocese), learning from what is working well, and ensuring that areas of challenge are being tackled rather than avoided.
<b>Key areas of learning for the wider Church</b>
<p>6. The peer review panel recommends that the following features of the Diocese's work are captured and shared more widely in the Church:</p> <ul style="list-style-type: none"> <li>a. Continue to direct dioceses with financial challenges towards Southwark in order to learn about addressing financial and governance challenges;</li> <li>b. The approach taken by the Justice, Peace and Integrity of Creation department to intentionally focus on a limited number of key social justice issues.</li> </ul>
<b>Actions for the peer reviewer panel and the central support team</b>
<p>7. As agreed at the meeting, the peer review panel will look to provide 'signposts' to people and/or further information in the following area:</p> <ul style="list-style-type: none"> <li>a. Provide a copy of the slides in the 'Learning from other dioceses' presentation given at the meeting (Action: Alan Cruickshank).</li> <li>b. Share the latest centrally-held statistics on vocations to understand the growth in vocations to ordained ministry (Action: Alan Cruickshank).</li> <li>c. Suggest other dioceses who have developed 'parish turnaround' processes (Action: Alan Cruickshank).</li> </ul>
<b>Diocesan Response<sup>1</sup></b>
<p>8. In response to the peer review panel's findings we plan to:</p> <p>Continue to lead and embed culture change across the Diocese, both of risk taking and new ventures and new lay and ordained ministries. At the same time, focussing on service and equipping parishes and deaneries, in particular where effective communication and relationships have been shown to be key for relationships between parish and diocesan structures, as the continued success of our pledge based parish support fund demonstrates.</p> <p>Continue to focus on the key areas which we believe will achieve numerical growth, reflected in our resourcing priorities including decisions on Diocesan funded posts and their job descriptions, the development of a strategic long term finance model which is underway, and the selection of strategic projects for bidding to Church Commissioners. This includes proactive project management</p> <p>The areas identified in the Review Panels conclusions are all areas where we have identified the need to focus efforts and the Bishops Senior Staff and our streamlined governance will be considering how we can ensure achievement of Southwark Vision-which is the priority to 2025- and in which the Diocesan Strategy for Ministry continues to be pivotal . This is subject to regular reporting and review.</p>

<sup>1</sup> The Diocese is invited to provide a response to the peer reviewer's report and this ideally should be sent to the Resource Strategy & Development Unit within a month of receipt of the peer review team's report; the Unit will then forward the response onto the peer review panel.





**DIOCESE OF SOUTHWARK  
PROCEDURAL POLICY FOR TRUSTEES AND COMMITTEE MEMBERS  
ETHICAL PRACTISES POLICY**

It is the policy of the Diocese of Southwark to conduct our business transactions in an honest and ethical manner. Two of our core values are Transparent Accountability and Effective Stewardship of Resources. These should be reflected in the way we conduct the business of the Diocese, and in the way that we behave when working towards the aims of the Diocese. We apply a zero-tolerance approach to bribery and corruption at every level. This policy provides guidance in accordance with the Bribery Act 2010 but if you are concerned about any business dealing, irrespective of the Act, you should report this immediately to the Diocesan Secretary.

This policy covers 3 main areas

1. Trustee Declaration of Eligibility and Responsibility, and Conflicts of Interests
2. Acceptance of Gifts and Hospitality
3. Bribery

**SCOPE**

This policy applies to all individuals undertaking work on behalf of the Diocese, as Trustees and Committee members. The type of work being carried out may be in a paid, or voluntary capacity.

It also applies to third parties. In this policy, third party means any individual or organisation you come into contact with during the course of your work, and includes actual and potential suppliers and contractors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

**SUMMARY**

The main points that Trustees and Committee members working for the Diocese should be aware of:

- Make an annual declaration of eligibility, responsibility and conflicts of interest, and inform the Diocesan Secretary of any changes during a year
- Do not accept bribes, or accept gifts that may be considered as bribes
- All gifts, other than those of nominal value, must be handed in to the Director of Human Resources for recording in the Gifts and Hospitality Register
- Gifts will be sold or donated to an auction in aid of charity
- Do not encourage gifts and hospitality to be given, but accept where it is appropriate to do so, or would otherwise cause offence
- All people covered by this policy must raise any concerns about actual or potential bribery, or breaches of this policy, immediately.

## **1. TRUSTEE DECLARATION OF ELIGIBILITY**

- 1.1. All Trustees and Committee members must complete an annual statement of eligibility, responsibility and conflicts of interest, using the form in Appendix A.

## **2. CONFLICTS OF INTERESTS**

- 1.1 Every Trustee or Committee member for the Diocese, has a duty to avoid business, financial or other direct or indirect interests involving relationships or transactions, which conflict with the interests of the Diocese, or which divides his or her loyalty to the Diocese, or which may adversely impact on the Diocese. Any activity or relationship which even appears to present such a conflict must be disclosed to the Diocesan Secretary. It will then be determined whether the activity is unethical or improper, compromises integrity or is detrimental to the reputation and standing of the Diocese.
- 1.2 All Trustees or Committee Members must make a declaration of potential conflicts of interest on commencement of their work, and then annually, including where they have no known interests - see attached form at Appendix A.
- 1.3 Where interests have been declared, the Diocesan Secretary and / or Chair of the DCT, will determine whether there is:
- (i) no conflict of interest.
  - (ii) a conflict of interest that is judged to be so marginal that it requires no control measures
  - (iii) a conflict of interest that can be managed with appropriate control measures.
  - (iv) a conflict of interest that will require the interest or the transaction to end.
- 1.4 The Guidelines attached at Appendix B, provide examples of the interests that should be disclosed.

## **3. GIFTS AND HOSPITALITY**

- 3.1. The aim of this policy is not to prohibit normal and appropriate hospitality being given to or to be received from third parties. Gifts or hospitality can be received where it may cause offence not to do so, e.g. accepting the offer of refreshments prior to, or during a meeting, or in personal recognition of excellent work, e.g. as a token of appreciation from a parish to an individual, such as a bunch of flowers, or a bottle of wine. Gifts or hospitality must not however, be given or received with the intention of influencing a third party to provide a business or personal advantage.
- 3.2. All Trustees and Committee Members, must declare and make a written record of all hospitality or gifts accepted or offered in the Gift and Hospitality register, held with the Director of HR, and ensure that all expenses claims relating to hospitality, gifts or expenses incurred are submitted in accordance with the expenses policy and specifically record the reason for the expenditure.



- 3.3. The Diocese will keep financial records which will evidence the business reason for making payments to third parties.

Where a gift is made, or hospitality provided, you should ensure that:

- You consider the reason for it being given, and whether it is appropriate in terms of type, value and timing; For example, in the UK it is customary for small gifts to be given at Christmas;
- It is given openly, not secretly; and it is not offered to or accepted from government officials or representatives, or politicians or political parties, without the prior approval of the Diocesan Secretary
- You make a record in the Gifts and Hospitality book, of any gift or hospitality received
  - Gifts that are given as genuine token of thanks and appreciation for a particular event or piece of work may be kept by the individual, but must be recorded, eg a bunch of flowers, bottle of wine, chocolates.
  - Gifts that are given, particularly by contractors, because it's customary to do so, e.g provision of gifts at Christmas, must be recorded and handed in for auction or selling for a charity.
  - Gifts of cash or a cash equivalent (such as gift certificates or vouchers) must be handed in;

Gifts and hospitality from third parties with a value, or anticipated value, of over £50 require the prior approval of the Diocesan Secretary.

#### **4. BRIBERY**

- 4.1. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. A bribe goes beyond the scope of what may be considered acceptable practice in the giving and receiving of gifts and hospitality. This may include, for example, offering a potential client tickets to a major sporting events, but only if they agree to make donations to the Diocese of Southwark.
- 4.2. Bribes may not be obvious. For instance, if a supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence at the Diocese of Southwark for their benefit, this would be unlawful. It would also be an offence to arrange to pay an additional amount to an employee of another organisation in order to speed up, or override an administrative process or to accept a gift from a third party - such as vouchers or theatre tickets - in return for your influence.
- 4.3. It is not acceptable for you (or someone on your behalf):
- To give, promise to give, or offer a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
  - Accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them or a business advantage will be provided by the Diocese of Southwark in return;

- Accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation of a business advantage;
- Threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- Engage in any activity that might lead to a breach of this policy.

## **5. OUR RESPONSIBILITIES**

- 5.1. The Diocese will ensure that all Trustees and Committee Members read, understand and comply with this policy without fear of reprisal. The policy will be communicated as part of the induction process for Trustees and Committee Members. The prevention, detection and reporting of unethical business practices are the responsibility of all those working for the Diocese of Southwark.

## **6. YOUR RESPONSIBILITIES**

- 6.1. The following circumstances are considered to be the areas where risks are most likely and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.
- You become aware that a third party engages in, or has been accused of engaging in, improper business practices;
  - A third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
  - A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
  - You receive an invoice from a third party that appears to be non-standard or customised;
  - You are offered an unusually generous gift or offered lavish hospitality by a third party.

## **7. RAISING CONCERNS**

- 7.1. All Trustees and Committee Members will be encouraged to raise concerns without fear of reprisal about any issue or suspicion of malpractice at the earliest possible stage, or if you are offered a bribe by a third party, are asked to make one, or suspect that this may happen in the future. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with the Diocesan Secretary.
- 7.2. The Diocese of Southwark encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. The Diocese is committed to ensuring no one suffers any detriment or unfavourable treatment as a result of refusing to take part in bribery or corruption, or because they report something in good faith. If you believe you have received any such treatment, you should raise the issue initially with the Diocesan Secretary.



## Trustees and Committee Members Declarations of Eligibility, Responsibility and Conflicts of Interest

Name.....

Role in the organisation.....

### Declaration of Eligibility and Responsibility

I undertake to fulfil my responsibilities and duties as a trustee of the SLCF&SDBF in good faith and in accordance with the law and within objects of the charity.

I declare that I am not disqualified from acting as a charity trustee and that:

- I am not an undischarged bankrupt.
- I have not been convicted of an offence involving deception or dishonesty (or any such conviction is legally regarded as spent).
- I have not been removed from serving as a charity trustee, or have been stopped from acting in a management position within a charity.
- I have not been disqualified from serving as a company director.
- I do not have any financial or other interests in conflict with those of the SLCF&SDBF (either in person or through family, employment or business connections) except those which I have formally notified in the conflict of interest statement below. I will specifically notify any such interest at any meeting where trustees/committee members are required to make a decision which affects my personal interests, and I will absent myself entirely from any decision on the matter and not involve myself/vote on it
- In light of the above, I am not disqualified from acting as a charity trustee.

## Conflict of Interest Statement

### Trustees and Committee Members

Please tick those statements that apply.

#### 1. Interests relevant to working for the Diocese (other paid employment, voluntary positions, or licenced work)

a)	No interest - I wish to confirm that I have no other relevant interests that could conflict with my role as a Trustee / Committee Member; or	
b)	I am office-holder with the Diocese of Southwark in the position of _____. I wish to confirm that I have no other relevant interests that could conflict with my role as a Trustee / Committee Member; or	
c)	I list below the interest that could conflict with my position as a Trustee / Committee Member.	

#### 2. Business Transactions

a)	No Interest - I wish to confirm that to the best of my knowledge I and my close family have had no business dealings or other significant financial transactions with the SLCF&SDBF in the last financial year	
b)	I list below the names of my close family and wish to declare the following business dealings or other significant financial transactions with the SLCF&SDBF	
c)	I list below the names of my close family and I wish to declare interests with significant influence within the following named organisations which have had business dealings or other significant financial transactions with SLCF&SDBF during the year, listed below.	

#### 3. Employment / Office-Holding Relationships

a)	No interest - I wish to confirm that I have no close family member who is also an employee, an office-holder or other person working for the Diocese of Southwark	
b)	I list below the close family members who are also employees of the SLCF&SDBF, office-holders, or other persons working for the Diocese of Southwark	

List of Interests

Name of individual or organisation	Nature of the interest	Further details

I undertake to inform the Diocesan Secretary should any of the above circumstances change.

Signed: .....

Date:

Name: .....

## DECLARATIONS OF INTEREST - GUIDELINES

*Confidential Statement - seen only by Diocesan Secretary & Director of HR - not published for public disclosure*

**Other Relevant Interests**

Trustees and Committee Members who work for the Diocese are often engaged in a number of roles connected to the Diocese.

Examples include;

- Membership of their church's PCC; including Parish Treasurer, Churchwarden, PCC Secretary.
- Parish Safeguarding Officer
- Membership of deanery synod, or other role within a deanery.
- Lay Reader / SPA or other licensed ministry.
- Churchwarden
- Voluntary Work - Trustee of a charity; or voluntary work where there is a direct connection to the Diocese.
- School Governor
- Other public offices - eg, Magistrate, Councillor, etc
- Other paid employment
- Authorised Listener
- Non-Executive Director or Trustee of:
  - i) A public body exercising functions of a public nature
  - ii) A company, industrial and provident society, charity or body directed to charitable purposes
  - iii) A body whose principal purpose includes the influence of public opinion or public policy

**Business Transactions**

In order to show demonstrate ethical business practices, it's important that we declare any interests in business transactions that take place with the Diocese. Examples include;

- Close family members being employees or directors of businesses from whom the Diocese purchases goods and services.
- Personally, or close family members, being a caretaker of a property owned by the Diocese
- Personally, or close family members, being a tenant of a property owned by the Diocese

**Employment Relationships**

To ensure that there are appropriate checks and balances in procedures, particularly those involving financial transactions, it's important to list any close family members who are also employees of the SLCF&SDBF, or work for the Diocese of Southwark in any capacity.

## **Appendix P The Role of the Diocesan Secretary**

### **Overview**

The Diocesan Secretary (DS) is the lead officer within the Diocesan Administrative Structure, working closely with the Diocesan Bishop in advancing the mission of the Diocese and serving the people of South London and East Surrey.

### **Job Description**

The DS reports to the Diocesan Bishop and has the following key accountabilities:

#### Key Accountabilities

- Lead the administration in the full implementation of the Strategy for Ministry, thus enabling and promoting the mission of the Diocese. With the primary focus being in the Parishes and Deaneries.
- Deliver both external and internal professional support, advice and guidance to enable the Diocesan Synod, Diocesan Council of Trustees (now incorporating Bishop's Council, Diocesan Board of Finance) and the Bishop's Staff Meeting to fulfil their core purpose.
- Lead and develop the executive function of the Diocese demonstrating and delivering excellence, executive accountability and compliance in all spheres of the Diocesan administration and to ensure that all the administrative services are fit for purpose.

#### Key Responsibilities

- Create and lead the executive function of the Diocese to ensure the mission of the Diocese can be delivered.
- Oversee the provision of advice both internal and external to the Diocesan Bishop and Area Bishops and contribute to the strategy of the Diocese.
- Ensure the Diocese has the resources it requires to deliver Mission and Ministry by working with the Chairs of the Constituent bodies of the Diocesan Council of Trustees, which includes the Chair of the Board of the South London Church Fund and Southwark Diocesan Board of Finance.
- Hold the Executive team to account through the development of departmental objectives and targets that are aligned to diocesan strategy.
- Act as the Company Secretary to the South London Church Fund and Southwark Diocesan Board of Finance, a company limited by guarantee and a charity.
- Demonstrate good stewardship of the Diocese's resources through the effective use of people, finance and assets.
- Lead the Heads of Department in the preparation and presentation of the annual budget and to provide a strategic plan for the deployment of capital.

- Promote a culture within the administration that ensures cross departmental working and recognises that Parishes and Deaneries are at the heart of the work of the Diocese.
- Facilitate the delivery of good governance in the workings of the Diocese and ensure that principle meetings demonstrate good governance and effective decision making.
- Ensure the development and upholding of the Diocesan safeguarding policy and philosophy, mindful of the accountabilities of the Diocesan Bishop to the national church developments,
- Build strategic partnerships within the Diocesan geographical area and across other dioceses and the General Synod, the Archbishop's Council and the Church Commissioners and other relevant bodies to enable good practice and innovation to be shared and developed.