



DIOCESAN SYNOD

SOUTHWARK DIOCESAN BOARD OF EDUCATION

The Diocesan Boards of Education Measure 2021

Report to Diocesan Synod, Wednesday 13 July 2022

SDBE MEASURE

The Bishop of Croydon [Designate] (Chair of the Southwark Diocesan Board of Education) to move that:

“This Synod resolves to make a new Scheme for the Southwark Diocesan Board of Education in the form of the Scheme attached to this resolution, subject to the Scheme being certified by Archbishops Council in accordance with section 23(1) of the Diocesan Boards of Education Measure 2021, such Scheme to be made and to come into operation on the date specified in the certificate issued by Archbishops Council”

Background

1. The Diocesan Boards of Education Measure 2021 requires all Diocesan Boards of Education (DBE) to adopt a new scheme to regulate the way they operate, updating governance provisions from the 1992 Measure. The 2021 Measure retains the same options for the status of the DBE: it can be incorporated or unincorporated, a stand alone trust or a committee of the Diocesan Board of Finance (DBF). The Southwark Diocesan Synod on 12 March 2022 approved the SDBE retaining its current status as a charitable company limited by guarantee.
2. The new scheme must be approved by Archbishops Council by November 2022 to come into effect on 1 January 2023
3. At Diocesan Synod on 12 March 2022, Synod established a Working Group to draw up the draft scheme. The draft scheme is based on a model prepared by Archbishops Council and shows changes made from that model. The attached draft has been agreed by the Bishop of Southwark and reviewed by the Church of England Education Office. It is recommended that Synod adopt this scheme at this meeting so that it can then be formally submitted to Archbishops Council in a timely way.
4. Having completed the draft scheme, the Working Group then focused on amending the SDBE's Articles of Association so that its constitutional document is consistent with the new scheme. The new Articles will need Charity Commission approval and formal adoption by the current SDBE Board before 1 January 2023 but these do not need to be approved by Synod.

The draft Scheme

5. Article 3 sets out the charitable purposes or objects of the DBE, as set by the Measure, which are almost identical to those of the current DBE.
6. Article 4 provides for the membership of the DBE. The Measure requires “the bishop” to be a member and therefore charity trustee. The definition of “bishop” is set out in the new article 19 at the end and is either the Bishop of Southwark, as Diocesan Bishop, or another bishop specifically appointed by them to exercise this function under an instrument under section 13 or 14 of the Diocese Pastoral and Mission Measure 2007. If the decision is made to choose to delegate this role to one of the Area Bishops, it will be necessary to formalise this in a new instrument under the 2007 Measure.
7. The proposal is to retain the current mix of bishop’s appointees, elected members and co-opted members. The proposed number of DBE members is between 11 and 20. This will be a smaller and therefore more effective Board in governance terms. The discretion as to numbers is largely to ensure that the statutory requirement in article 4 (2) as to skills can be achieved but also to guarantee a diversity amongst Board members which fully reflects the character of the Diocese.
8. The provisions of articles 5 to 11, insofar as possible, retain the current three year cycle of appointments which is consistent across diocesan bodies and, as is now best practice, limits future service to two terms of office except in exceptional circumstances.
9. Article 6 (5) seeks to keep those who have only recently been elected by Synod and have just become familiar with the workings of the Board rather than to require new elections later this year for January 2023.
10. Article 12 emphasises the vital role of safeguarding which was not recognised as so important by the 1992 Measure.
11. Article 13 reflects the 2021 Measure, which expects the bishop to chair the DBE but gives the DBE the ability to appoint another member as chair after consultation with the bishop, if the bishop prefers not to be chair, for whatever reason.
12. The new article 16 retains but develops the current requirement on the DBE to report annually to Synod. The old article 16 in the Archbishops Council model has been deleted because no additional functions (such as responsibility for Young People’s work) is delegated to the DBE in Southwark. The old articles 18-21 have been deleted because the DBE is retaining its current status and therefore no transfer of property is necessary.

The Working Group

- The Diocesan Secretary, Ruth Martin,
- Interim Chair of the Board of Education, The Venerable Dr Rosemarie Mallett, (Bishop of Croydon designate)
- Member of Diocesan Synod and SDBE Finance and Development Committee, Michael Hartley
- Member of the Board (Bishop’s appointment) SDBE Finance and Development Committee and Audit and Risk Committee, Martin Brecknell

- Member of the Board, (Clerk in Holy Orders - Croydon), Rev'd Annie Kurk, Vicar St Luke's Church, Whyteleaf
- Winckworth Sherwood Partner, Owen Carew-Jones
- Diocesan Director of Education Roz Cordner
- Assistant Director of Education Marcus Cooper

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22 June 2022

DIOCESAN BOARD OF EDUCATION SCHEME

The Diocesan Synod for the Diocese of Southwark, in exercise of the powers conferred by the Diocesan Boards of Education Measure 2021, makes this Scheme on *[insert date]*.

This Scheme is the first scheme made for the Diocese under section 3 of that Measure and implements a proposal made by the Bishop with the consent of the body which, immediately before this Scheme was made, was the Diocesan Board of Education for the Diocese.

Preliminary

Commencement

1. This Scheme comes into operation on [].

The DBE

Designation of incorporated body

2. (1) The Diocesan Synod designates as the DBE for the Diocese the company limited by guarantee known as the Southwark Diocesan Board of Education Incorporated.
- (2) The company is registered in the register of charities with the number 313001 [and is registered in the register of companies with the number 00086641.

Duty to promote education etc.

3. The DBE must, as required by section 2(1) of the Measure—
 - (a) promote or assist in the promotion of education in the Diocese that is consistent with the faith and practice of the Church of England;
 - (b) promote or assist in the promotion of religious education and religious worship in schools in the Diocese;
 - (c) promote or assist in the promotion of church schools in the Diocese;
 - (d) promote co-operation between itself and other persons concerned with education in the Diocese.

Membership

Members

4. (1) The members of the DBE are—
 - (a) the Bishop,
 - (b) at least 2 but not more than 4 members appointed by the Bishop,
 - (c) at least 6 but not more than 9 members elected by the Diocesan Synod (of whom at least 2 shall be from each episcopal area), and

- (d) at least 2 but not more than 6 members co-opted by the DBE.
- (2) In making an appointment or co-option or selecting candidates for election, regard must be had to the desirability of securing that a variety of relevant skills is available among the members.
- (3) Each member of the DBE is, by virtue of that membership, a charity trustee of the DBE; and, accordingly, a person is not eligible to be a member of the DBE if the person is disqualified by law from being a charity trustee.

Appointments

- 5. (1) The Bishop must, after appointing a member of the DBE, give written notice of the appointment to the Director of Education for the diocese.
- (2) The appointment takes effect—
 - (a) on the date specified in the notice, or
 - (b) if no date is specified in the notice, on the date on which the Director of Education receives the noticeand in either case, the appointment shall not last for more than three years.
- (3) The appointment comes to an end (unless it has already come to an end under Article 9 or 10)—
 - (a) on the date specified in the notice,
 - (b) at the end of the term of years specified in the notice,
 - (c) in the case of an ex officio appointment, at the time when the person ceases to hold the office by virtue of which the appointment is made, or
 - (d) if none of paragraphs (a) to (c) apply, at the end of a term of three years.

Election

- 6. (1) Subject to paragraph (5) of this Article 6, the Diocesan Synod must hold the elections required for the purposes of Article 4(1)(c).
- (2) Each election is to be conducted in the manner determined by the Diocesan Synod in accordance with its Standing Orders.
- (3) Before holding an election, the Diocesan Synod must by resolution specify—
 - (a) the timetable and date for the election,
 - (b) the manner in which it is to be conducted, and
 - (c) the period to be served by each person who is elected.
- (4) The period specified for the purposes of paragraph (3)(c) must not exceed three years.
- (5) The first members elected by the Diocesan Synod for the purposes of Article 4(1)(c) shall be those persons who were elected as members of the DBE by the Diocesan Synod in November 2021 and March 2022 to serve for the triennium commencing on 1 January 2022 and who were members of the DBE on the day before the coming into operation of this Scheme, who shall be deemed to have been elected for a term commencing on 1 January 2023 and expiring on 31 December 2024.

Co-options

7. It is for the DBE, subject to its Articles of Association and the other provisions of this Scheme, to decide the manner in which a co-option is to be made and the term of office which a co-opted member of the DBE is to serve provided that no such term shall exceed three years..

Term of office

Term of office

8. (1) An appointed member of the DBE holds office for the period provided for by Article 5(3).
- (2) An elected member of the DBE holds office for the period specified in Article 6(5) or in the resolution of the Diocesan Synod under Article 6(3).
- (3) A co-opted member of the DBE holds office for a period which begins and ends on the dates specified in the co-option.
- (4) A member of the DBE who has served two consecutive terms of office is not eligible to be appointed, elected or co-opted for a third consecutive term of office except in exceptional circumstances, as determined by the DBE.
- (5) The reference in paragraph (4) to a term of office does not include a reference to a term of office served in consequence of an election to fill a casual vacancy or to an appointment or co-option to fill a casual vacancy under paragraphs (1) or (3) of Article 11 .
- (6) For the avoidance of doubt, paragraph (4) shall only apply to terms of office served after the date this Scheme comes into operation.

Resignation

9. (1) A member of the DBE may resign the office by giving notice in writing to—
- (a) the Director of Education for the diocese, and
- (b) the Diocesan Secretary.
- (2) A resignation under this Article takes effect—
- (a) on the date specified in the notice, or
- (b) if no date is specified in the notice, on the date on which the Director of Education receives the notice.

Disqualification, removal or suspension from office

10. (1) A member of the DBE who is disqualified by law from acting as a charity trustee or who is removed as a charity trustee by the Charity Commission ceases, on the disqualification or removal taking effect, to be a member of the DBE and, accordingly, to be a member of the company.
- (2) A member of the DBE who is suspended by the Charity Commission from acting as a charity trustee of the DBE is, for the period of that suspension, suspended as a member of the DBE.
- (3) The DBE may, by resolution passed by a simple majority of members present and voting at a meeting of the DBE, remove a member of the DBE from office on any of the grounds set out in the DBE's Articles of Association.

- (4) In the case of a member of the DBE who is appointed or elected, the power under paragraph (3) may be exercised only if the Bishop has given written approval.

Casual vacancies

11. (1) Where a casual vacancy arises among the appointed members of the DBE, the Bishop must appoint a person to fill the vacancy in accordance with Article 5.
- (2) Where a casual vacancy arises among the elected members of the DBE, an election to fill the vacancy is to be held in accordance with Article 6.
- (3) Where a casual vacancy arises among the co-opted members of the DBE, the DBE may (but need not) co-opt a person to fill the vacancy.
- (4) Where the unexpired part of the term of office in question is less than six months, there is no need to fill the vacancy.
- (5) A person appointed to fill a casual vacancy holds office only for the unexpired part of the period provided for under Article 5(3) for the preceding appointment.
- (6) A person elected to fill a casual vacancy holds office only for the unexpired part of the period specified in the preceding resolution under Article 6(3).
- (7) A person co-opted to fill a casual vacancy holds office only for the unexpired part of the period specified in the preceding co-option.

Safeguarding

Duty on DBE

12.

- (1) The DBE is required by section 5A of the Safeguarding and Clergy Discipline Measure 2016 to comply with requirements imposed on it by the code of practice issued by the House of Bishops on safeguarding children and vulnerable adults.
- (2) For so long as section 5 of that Measure remains in force for the purposes of any guidance issued by the House of Bishops on matters relating to the safeguarding of children and vulnerable adults, the DBE is required by that section to have due regard to that guidance.

Governance

Chair

13. The chair of the DBE, as required by paragraph 2(1) of Schedule 2 to the Measure, is—
 - (a) the Bishop, or
 - (b) another member of the DBE appointed by it after consultation with the Bishop.

Proceedings

14. (1) The DBE may regulate its own procedure and the procedure and membership of any committee or sub-committee, subject to its Articles of Association, the provisions of the Measure and the other provisions of this Scheme.

- (2) A committee or sub-committee of the DBE must report its proceedings to the DBE in accordance with the requirements set out in its Articles of Association or in any terms of reference set for the purposes of paragraph 3(5) of Schedule 2 to the Measure.

Conflicts of loyalty

15. A conflict of loyalty which would or might arise as a result of a member of the DBE also being a director of the Board of Finance or a member of the Diocesan Synod, or both, is authorised (see paragraph 1(11) of Schedule 2 to the Measure) if—
 - (a) the conflict relates to a duty of loyalty owed to the Board of Finance or Diocesan Synod and does not involve a direct or indirect benefit of any nature to the member or a connected person, and
 - (b) the member in question declares the conflict.

Reporting

16. (1) The DBE must, as soon as practicable after the end of each year and in any event by 30 April, make a report to the Diocesan Synod on the exercise of the DBE's functions in that year.
- (2) The report made by the DBE shall be in writing and if requested by the Diocesan Synod or by the Council of Trustees, a member or officer of the DBE shall attend a meeting of the Diocesan Synod and/or of the Council of Trustees to give an oral presentation and/or to answer questions on that report.

Amendment or revocation of Scheme

Amendment

17. (1) Where an amendment is proposed to this Scheme (including to this Article), the amendment may not be made unless the Diocesan Synod has resolved to approve the proposed amendment.
- (2) The Diocesan Synod may not approve an amendment proposed to this Scheme unless it has obtained the consent of the DBE.
- (3) A proposed amendment to this Scheme is in order only if it is consistent with the Measure and the Charities Act 2011.
- (4) No amendment may be made to this Scheme if it is of a kind which would require the DBE to make a regulated alteration¹ to its Articles of Association, unless the DBE has obtained the consent of the Charity Commission; and for this purpose “regulated alteration” has the meaning in section 198 of the Charities Act 2011.

¹ A “regulated alteration”, in relation to a company, is defined by section 198 of the Charities Act 2011 as (a) an amendment of the company's articles of association adding, removing or altering a statement of the company's objects, (b) any alteration of any provision of its articles of association directing the application of property of the company on its dissolution, or (c) any alteration of any provision of its articles of association where the alteration would provide authorisation for any benefit to be obtained by directors or members of the company or persons connected with them.

- (5) In connection with the approval or making of amendments to this Scheme, the Diocesan Synod—
 - (a) must follow any applicable procedure in its Standing Orders, and
 - (b) must not do anything which would be contrary to the provisions of this Scheme.

Revocation

- 18. (1) The Diocesan Synod may revoke this Scheme only if it has secured that another Scheme approved by the Diocesan Synod under the Measure will come into effect immediately after the revocation of this Scheme.
- (2) In connection with the revocation of this Scheme, the Diocesan Synod—
 - (a) must follow any applicable procedure in its Standing Orders, and
 - (b) must not do anything which would be contrary to the provisions of this Scheme.

General

Interpretation

- 19. (1) In this Scheme—
 - “the Bishop” means the Bishop of the Diocese (but see paragraph (2));
 - “the Diocese” means the Diocese of Southwark;
 - “the Measure” means the Diocesan Boards of Education Measure 2021.
- (2) Where the functions of the Bishop are being exercised by another bishop in accordance with an instrument made under section 13 or 14 of the Dioceses, Pastoral and Mission Measure 2007, the references in this Scheme to the Bishop are to be read as references to that other bishop.
- (3) A reference in this Scheme to a provision made by or under a Measure or Act of Parliament is to be read as a reference to that provision as for the time being amended, extended or applied by or under any other such provision.
- (4) Subject to that, the Interpretation Act 1978 applies to this Scheme (with the result, among other things, that expressions used in this Scheme have the meaning which they have in the Measure).