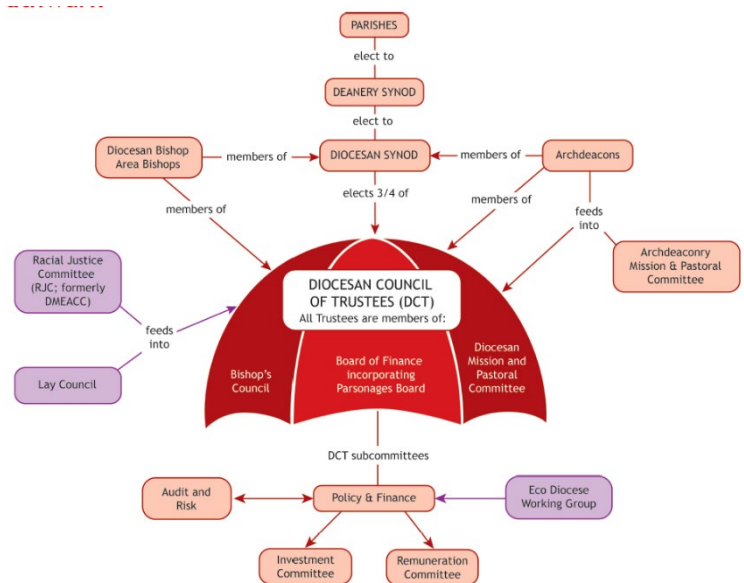




## DIOCESAN SYNOD

### Handbook of Governance

1. In July 2015 the Diocesan Synod agreed overwhelmingly to implement the recommendations set out in the Fit for Purpose Review which codified a new way to bring together major committees under the banner of the Diocesan Council of Trustees and linked finance and policy together, where previously discussions were held separately. These recommendations began to be implemented in 2016 and a thorough and positive review was conducted in 2018 on its implantation. This concluded with creation of the Handbook of Governance which sets out among other things the terms of reference, code of conduct etc, for many of the Diocesan committees and boards along with useful information for Trustees into one single resource. The Handbook continues to be the bedrock of our Diocesan governance frameworks.
2. As presented to the DCT and Diocesan Synod previously, we have undertaken the triennial review of the Handbook of Governance to update references, appendices and include newer areas such as the Lay Council, Racial Justice Committee (formerly DMEACC, Anti-Racism Charter, Dignity at Work Policies, SDBE Scheme, SDBE MAT Articles, and to formalise the positioning of the Parsonages Board within the Board of Finance (DCT).
3. The Parsonages Board's accounts are already included within the SLCF & SDBF annual financial statements and annual report which are received each year by Synod. The Fit for Purpose Report from 2015 was approved in its entirety, which meant a formal ecclesiastical scheme for the Parsonage Board was not required; in turn no formal scheme is now required when endorsing the latest Handbook for this triennium, which gives effect to the updated provisions contained within it.
4. The latest copy of the Handbook for this triennium has been reviewed by our Diocesan Registrar and considered fully legally compliant. It was presented to the Diocesan Council of Trustees at its October meeting, as attached overleaf.
5. Michael Hartley, Camberwell Deanery, to move that:  
"THIS SYNOD endorses the updated Handbook of Governance and agrees that the change to incorporate the Parsonages Board within the SDBF constitutes a Scheme to that effect."





The Diocese of  
**Southwark**

# Handbook of Governance

Synodical Triennium 2021-2024 Edition

‘The Lord gives power to the faint, and strengthens the powerless’

*Isaiah 40:29*

Walking | Welcoming | Growing

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## INTRODUCTION TO THE HANDBOOK 2021-2024 TRIENNium EDITION

Through Southwark Vision we have **adopted the principles of ‘Walking Welcoming Growing’**, for a fruitful future. The Diocese reflects this not only in its parochial and missional activities, but also in its operational and governance structures. The 2018-2021 edition of the Handbook of Governance was the first edition which reflected these principles and provided an excellent foundation for the governance of the Diocese stemming from the Fit for Purpose Report (discussed and reviewed in the Background to the Handbook 2018-2021 overleaf).

The changes made in this edition reflect the practical learnings from using the previous edition of the Handbook and the evolving Diocesan structures. Consequently, an updated list of appendices has also been provided, primarily including the revised versions of documents such as the Southwark Governance Structure (Umbrella) and the Deanery Model Rules (2020-2023). Additionally, as more of our correspondence with trustees, committee members, and parishes moves online, documents such as the Skills Audit and Demographical Questionnaire are completed electronically, removing the need for them to be included in this handbook. The inclusion of the Anti-Racism Charter, Diocesan Board of Education Scheme, and Multi Academy Trust documents provide evidence of the continual evolution of the Diocesan Structures and its priorities.

Everything contained within this revision of the Handbook of Governance stems from Southwark Vision, with focus on the Synodical Triennial Priorities, in order to be a Christ-centred, outward-focused Diocese in a Church which is simpler, humbler, bolder. Therefore, revisions were summarised and presented to the Diocesan Council of Trustees in May 2022.

## BACKGROUND TO THE HANDBOOK

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.

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 [now incorporated into the DBF]
- 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 October 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 (1 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. 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. 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

The 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 and Risk, from Audit and Governance, reflecting developments also in the legal reporting requirements of charities.

The DBF also has a close working relationship with the Southwark Diocesan Board of Education, which is a separate charity bound by its own Articles of Association and Ecclesiastical Measures. The SDBE does not report to the DBF, but is part of the Diocesan Family accountable to the Diocesan Synod. The DBF supports the SDBE financially,



assisting with elections to its committee, and in building good relationships with its officers and trustees to further its mission and work. The SDBE, and the DBF in matters relating to education, operate in accordance with the Diocesan Boards of Education Measure 2021.

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

## THE 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 UKME 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 **and** the Diocesan Mission and Pastoral Committee.

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.

The Diocesan Synod reviews the exercise of functions by the SDBE, with SBDE chairs and officers regularly reporting back at meetings of the Diocesan Synod. The SDBE may take the advice from groupwork-sessions which happen from time to time at meetings of the Diocesan Synod. The Diocesan Synod votes on proposed changes to the SDBE governance structures and supports the introduction of the SDBE Multi Academy Trust.

## 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:

- 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 they 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. 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.**”* Part 4 of the Church Representation Rules contains detailed provision as to membership of the diocesan synod.

## THE DIOCESAN COUNCIL OF TRUSTEES

### Purpose

The Diocesan Council of Trustees holds, through its three constituent bodies, responsibility for the policy, financial and pastoral (DMPC) 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.

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

- **Bishop's Council**
- the Diocesan Board of Finance [incorporating the Parsonages Board]
- the Diocesan Mission and Pastoral Committee

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 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. Trustees are required to follow charity law and guidance issued by the Charity Commission including declaring conflicts of interest and submitting other required documentation within three months of the start of their term. Trustees must declare any conflicts of interest, or any other circumstances which would disqualify them, when they arise during their term as a trustee. A trustee failing to comply with these requirements will be expected to step down.

### 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 N) 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 three 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 (incorporating the Parsonages Board), **the Bishop's** Council, the Diocesan Mission, and Pastoral. All members are members of all three 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		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 ex officio 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*
	Clergy: 17		Laity: 21

\*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

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**, who is Assistant Secretary to Synod (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 Mission and Pastoral Measure, 2011, Schedule 1, paragraph 4.

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

**The Bishop's Council is one of the** three 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 they 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 Racial Justice Committee (previously known as 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 rule 44(1)(h) of the Church Representation Rules.

### Legalities

The Church Representation Rules require that the standing orders of diocesan synods provide for there to be **'a bishop's** council and standing committee of the Diocesan Synod which has such membership as the standing orders may provide and 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 under **Canon'**.

## THE DIOCESAN COUNCIL OF TRUSTEES: DIOCESAN BOARD OF FINANCE

The Diocesan Board of Finance is one of the three 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.
3. progress under Southwark Vision employing staff
4. managing the assets of the Diocese providing administration
5. holding property on behalf of Diocesan
6. providing for the repair and replacement of parsonage housing under the Repair of Benefice Buildings Measure 1972

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 Appendices C and B). 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.

All members of the Board serve also as directors of the Board (and are, accordingly, its charity trustees). Meetings of the Board are usually constituted as directors' meetings, unless the Board is asked to give approval to a resolution which must by law be passed by the membership of the Board.

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 incorporated as a part of the Diocesan Board of Finance which reflects the unified operation and management of Diocesan Assets (detailed in the monthly report, annual statements, and accounts), whilst still retaining a distinct visibility of parsonages and parish property. As such, the Diocesan Board of Finance, allowed to exercise these functions under this measure, shall have the 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; which has been the operating practice.

It shall be for the Diocesan Board of Finance, acting as the Parsonages Board, to appoint surveyors under section 1(2) of the 1972 Measure, and it may carry out all other tasks which a Parsonage Board may carry out, including:

- executing works of interior decoration of parsonages houses (by agreement

with the incumbent);

- executing works of improvement, demolition or erection of parsonages houses by agreement with the persons on whom those powers are conferred under Part 1 of the Church Property Measure 2018;
- appointing diocesan surveyors to inspect buildings other than parsonages houses which are nonetheless used by members of the clergy or lay workers serving in the diocese;
- carrying out repairs, interior decorations, improvements, demolitions or erections of buildings held for charitable purposes connected with the Church of England by agreement with the persons having management or control of such buildings; and
- making regulations concerning inspections and repairs, to be laid before and approved by the Diocesan Synod

The Diocesan Board of Finance formally carries out functions under the Repair of Benefice Buildings Measure 1972 through its Parsonages Committee. However, this committee has the same membership as the Board as a whole, which itself has adequate representation for clergy and laity, including the archdeacons.

As the Board is coterminous with the other parts of the DCT, the annual statutory report and accounts serves this purpose for Commissioners.

The Parsonages Committee may delegate authority to make operational decisions to its chair or vice-chair, the Diocesan Secretary and the Archdeacons, or to one or more of those persons acting jointly. Schemes of delegation may impose condition and limitations, and may authorise sub-delegation of individual tasks. This does not alter the existing Scheme of Delegation (as set out on page 45) already approved by the Diocesan Synod, and currently in use.

The Capital Plan, presented to Trustees each month, includes any proposals for the buying or selling of parsonages, or major work which must be carried out on existing parsonages. Said proposals are already agreed by the Archdeacons and the Diocesan Secretary, and, as such, are regarded as deemed business for the Trustees, unless queries are raised. The Key Performance Indicators, circulated to Trustees, articulate Parsonage usage. The Archdeacons and Diocesan Secretary meet monthly to collaboratively work on operational property policies and matters.

The detailed Management Reports and Financial Accounts are also presented to the PFC at each meeting.

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 exercising effective control
  - d. behaving with integrity
  - e. 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.

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

The Diocesan Mission and Pastoral Committee is one of the three 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:

#### Section 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).

### Section 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. 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
  - f. 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;
  - g. 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
  - h. 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.

## THE 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. to investigate any activity particularly at the request of the Chair of the Diocesan Board of Finance
6. to 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. to obtain outside professional advice as deemed necessary; such advisors may attend meetings as invited.

### Responsibilities

1. External Auditor
  - a. Review appointment of external auditor, including rotation of firm/audit partner; ensure terms of engagement and audit scope are appropriate
  - b. Review audit scope and **auditor's** procedures (as appropriate) in response to changes in regulatory requirements
  - c. Receive and respond appropriately to external **auditor's** Management Letter.
2. Annual Report and Statutory Accounts
  - a. 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.

### 3. Risk

- a. Review the risk register, with particular focus on risks with the highest likelihood of occurrence or highest potential impact, for recommendation to trustees
- b. Agree the principal risks that should be disclosed in the annual financial statements for recommendation to the DCT
- c. Review the overall approach to risk management
- d. 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, as an observer.

### 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 and Risk Committee.

## THE 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, the principal work of the Committee reflects 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 property; 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 objectives/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 President of the Diocesan Synod ( <i>ex-officio</i> )	(1)	The Chair of the DBF	1
An Area Bishop elected by the Area Bishops *	1	The Vice-Chair of the DBF	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 Governance 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 Governance Committee (of whom one must be also a member of the Diocesan Council of Trustees) elected by the Diocesan Council of Trustees.	5

Clergy: 6 (7)

Laity: 8

\* In the absence of an Area Bishop, they may delegate their position to an Archdeacon with full membership rights, including voting.

† In the absence of an Archdeacon, they may delegate their position to another Archdeacon with full membership rights, including voting.

In the case of absence from an Area Bishop or an Archdeacon, the Area Bishop or Archdeacon not able to attend the meeting may appoint a delegate, entirely of their choosing, for the duration of that meeting.

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.

## THE REMUNERATION SUB-COMMITTEE

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

### Purpose

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. The chair of the Policy and Finance Committee
3. up to two up-to-date specialists in HR and remuneration, as nominated above.

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

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

### 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.

The AMPCs 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

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.

**“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 )*

**“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)*

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

## 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 ex-officio 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 ex-officio 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 elected

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.

## Legalities

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

## THE RACIAL JUSTICE COMMITTEE

*formally known as the Diocesan Minority Ethnic Anglican Concerns Committee*

### Background

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

**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 DMEAC.**

**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)'.**

In Spring 2022, and after a consultation process, it was decided that the DMEACC should be renamed the Racial Justice Committee (RJC) to better illustrate the wide scope of the **committee's mission; in particular the implementation of the Diocese of Southwark's Anti-Racism Charter.**

### Support

Secretariat support for RJC 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 RJC's
- Vice Chairs or one other nominee of each Area RJC's UKME Vocations Champion
- Other nominees of the Bishop

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. 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 UKME representation (lay and ordained) at all levels within Diocesan structures
2. To secure greater UKME 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 UKME 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 UKME community
5. To support UKME young people in churches, parishes and schools, and to enable leaders in those places to reflect on the issues and challenges of UKME 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 RJC's
8. To encourage and support the work of Area RJC's.

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

#### Duration

The RJC is a standing advisory committee of the DCT.



## THE DIOCESAN LAY COUNCIL

### Background

The Southwark Diocesan Lay Council brings together practitioners and others to celebrate, grow and support lay leadership and ministry in its many forms in the Diocese of Southwark. Chaired by Bishop Christopher it replaces the Readers Board and the SPA Council as it becomes a unifying body. It has been established in the light of Southwark Vision, Diocesan participation in the national initiative Setting Gods people Free, and as a recommendation of the Lay leadership and Ministry Advisory Group Report which was presented and endorsed by synod in July 2018. It is a key part of the **diocesan intent to focus on the flourishing of all God's people and it aims to recognise** the charism of lay people in their ministry and leadership as Christians in society as well as in the Church.

### Purpose

To develop a focus on nurturing lay leadership and ministry in our families, schools, workplaces, communities and households through the blessing and affirmation of lay leaders and ministers particularly in their everyday roles

To enable lay leaders and ministers to be properly recognised by their churches, and to recognise new worshipping communities and fresh expressions of church by supporting the affirmation, commissioning and licensing of lay ministers which will be at the **Bishop of Southwark's discretion**

To play a distinctive role in the culture change of the Diocese so that the growth of discipleship and numbers of disciples can be led by lay leaders and lay ministers working collaboratively with clergy, both in our churches (the gathered church) and outside of our churches (the sent church)

To provide a place for debate, discernment, consultation, and the agreement of the broad principles for methods of selection, training, deployment and ongoing ministerial development of the Commissioned and Licensed lay ministries.

### Accountability & Executive Delivery

The Lay Council will initially be placed within the Department of Ministry and Discipleship, whose Director, as now, reports to Bishop Christopher and is accountable to the Diocesan Secretary for executive delivery and resources - the priorities to 2025 are to deliver its strategic objectives as an integral part of Southwark Vision.

The Lay Council will be accountable to the DCT (Bishops Council) which will review its work after one year of operation, three years, and three yearly thereafter.

## Key Responsibilities

To review, comment and provide feedback on proposals from the 4 **Departments'** Group (Vocations, Mission, JPIC, as well as Discipleship and Ministry) regarding the scope and specific inclusion of affirmed lay ministry, including partnerships, accreditation of training and celebrations of affirmation.

To review, comment, and provide feedback on training and learning pathways from Commissioned to Licensed lay ministry, and for new pathways in Commissioned and Licensed pioneer ministry. The final decision for these rests with the Diocesan Bishop.

To review, comment, and provide feedback on the annual review of learning opportunities for whole life discipleship, lay leadership and lay ministry, provided by the Department of Ministry and Discipleship including new ideas for the management team to consider.

To approve the selection process for commissioned and licensed ministries which will include selection panels. The principles of these will be:

- Panels for SPAs will comprise two SPAs nominated by the Diocesan SPA, a member of the clergy, and further lay nominee of the Department of Ministry and Discipleship
- Panels for Readers will comprise two Readers, at least one of which is the nominee of the warden of Readers, a member of the clergy, and a further nominee (lay or ordained) of the Department of Ministry and Discipleship
- Panels for Pioneers will need to evolve over time, but must include at least one lay nominee of the Dean of Fresh Expressions. Initially the panels will also comprise the Dean of Fresh Expressions, a nominee agreed between the 4 Departments (lay or ordained) and a member of the clergy involved in pioneer ministry.

To review and comment on the training and ongoing development of commissioned and licensed lay ministers and to ensure that their deployment reflects the needs of the Diocese.

To provide feedback to officers so that lay leadership and ministry work reflects the **Diocesan recommendations in the Lay Leadership and Lay Ministry Advisory Group's Report as well as the Diocesan commitment to working with Setting God's People Free** and other National initiatives (for example Central Readers Board and other relevant structures).

To monitor progress towards the Diocesan Strategic Objective that lay leadership reflect the diversity of communities the Diocese serves, including ethnicity, age profiles, gender, and church tradition.

To ensure that there are good links within the communities of Readers, SPAs, and other commissioned and licensed lay ministries to provide for pastoral support,

wellbeing and appropriate local events to celebrate ministry.

Always to ask whether safeguarding is taken seriously and executed excellently in our own courses and practice and those of the partner organisations with whom we work, including parishes (compliance with Diocesan procedures) and parachurch bodies e.g., street pastors. To take necessary steps to ensure compliance.

To receive reports and feedback on the transfer of appropriate responsibilities of SPA Council and Readers Board to volunteer groups/forums, the Department of Discipleship and Ministry, and the Lay Council itself.

To ask at each meeting what communication is necessary as a result of items discussed including events notified and AOB, contributing to the communications strategy of the Diocese.

## Membership

Members, other than the Chair, ex officio officers, and those whose term is limited as described below, will normally serve for three years and may be eligible for reappointment for not more than one further term of three years without a break. Members are asked to be ambitious for the flourishing of lay ministry and leadership and committed to its continued improvement across the Diocese.

There will at all times be a lay majority of membership on the Lay Council.

The membership is as follows:

- The Diocesan Bishop (the Chair of the Lay Council)
- The Lay Vice Chair of the Lay Council (appointed by the Diocesan Bishop)
- The Warden of Readers
- A Reader each from the other two Episcopal Areas, from which the Warden of Readers does not belong
  - Said Readers are on a rotation at the discretion of the Warden of Readers, and with each to serve no longer than three consecutive years without a break
- The Diocesan SPA
- A SPA each from the other two Episcopal Areas, from which the Diocesan SPA does not belong
  - Said SPAs are on a rotation at the discretion of the Diocesan SPA, and with each to serve no longer than three consecutive years without a break
- An Archdeacon (chosen by the Archdeacons)
  - Said Archdeacon will service no longer than three consecutive years without a break

- The Diocesan Secretary
- In the absence of the Diocesan Secretary, their nominee
- The Dean of Fresh Expressions
- **The Children's Champion**
- The Head of JPIC
- A representative from the Mission Department (lay or ordained)
- A representative from the Vocations Department (nominated by the DDO)
- A nominee from a partner Theological Educational Institution
- A Headteacher or Deputy Headteacher from a Diocesan School (nominated by the SDBE).

The chair may co-opt other members as necessary, e.g., Church Army Evangelists, or Lay Leadership Development Advisers. The secretary to the Council is the Lay Training Officer.

#### Legalities

There is no requirement for a diocese to have a Lay Council.

## OTHER MEETINGS RELEVANT TO THE GOVERNANCE FRAMEWORK

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 the 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 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 the 2021-2024 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.*

*During 2015/2018 the Scheme of Delegation followed the Fit for Purpose illustrative scheme, as below, with minor amendments. These reflected the revamped role of the Diocesan Secretary leading to tighter financial and accounting polices, the establishment of the Senior Management Team, and the more rigorous control of expenditure in the management following difficult years prior to 2015. This operational structure continues.*

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 Chair and Vice Chair of the DBF meets monthly with the Diocesan Secretary. 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. The chair of the PFC attends the Remuneration Committee. Since early 202, all Trustees have received the monthly financial report in addition to receiving them ahead of **Trustee's meetings.**
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**, the Diocesan Board of Finance (incorporating the Parsonages Board), and the Diocesan Mission and Pastoral Committee.

\*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 their team to consider and on which they, through them, 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 Archdeacons' 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 Racial Justice Committee (formerly the DMEACC) is an advisory body to the **Bishop's Council** (DCT). Its remit includes the overseeing of the implementation of the Anti-Racism Charter, which was adopted by the Diocesan Synod in 2021. A copy of the ARC can be found at Appendix P.

### 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, Archdeacons 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 UK Minority Ethnic (UKME) 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 report to the Bishop and are also accountable 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 them, 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 role description of the Diocesan Secretary reflects this enhanced management role and is available to members of the Diocesan Council of Trustees, see Appendix O. 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 £125,000 and to the

Diocesan Council of Trustees for any amount over £300,000. The Diocesan Secretary shall normally have accounting authority to spend up to £125,000, without referral, on any project up to £125k.

#### 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 £300,000. In addition, the Capital Plan is updated monthly and attached to the finance report. Since the economic crisis associated with COVID, trustees are also sent the monthly 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 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, they 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 three 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*
Clergy: 17		Laity: 21	

\*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

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.

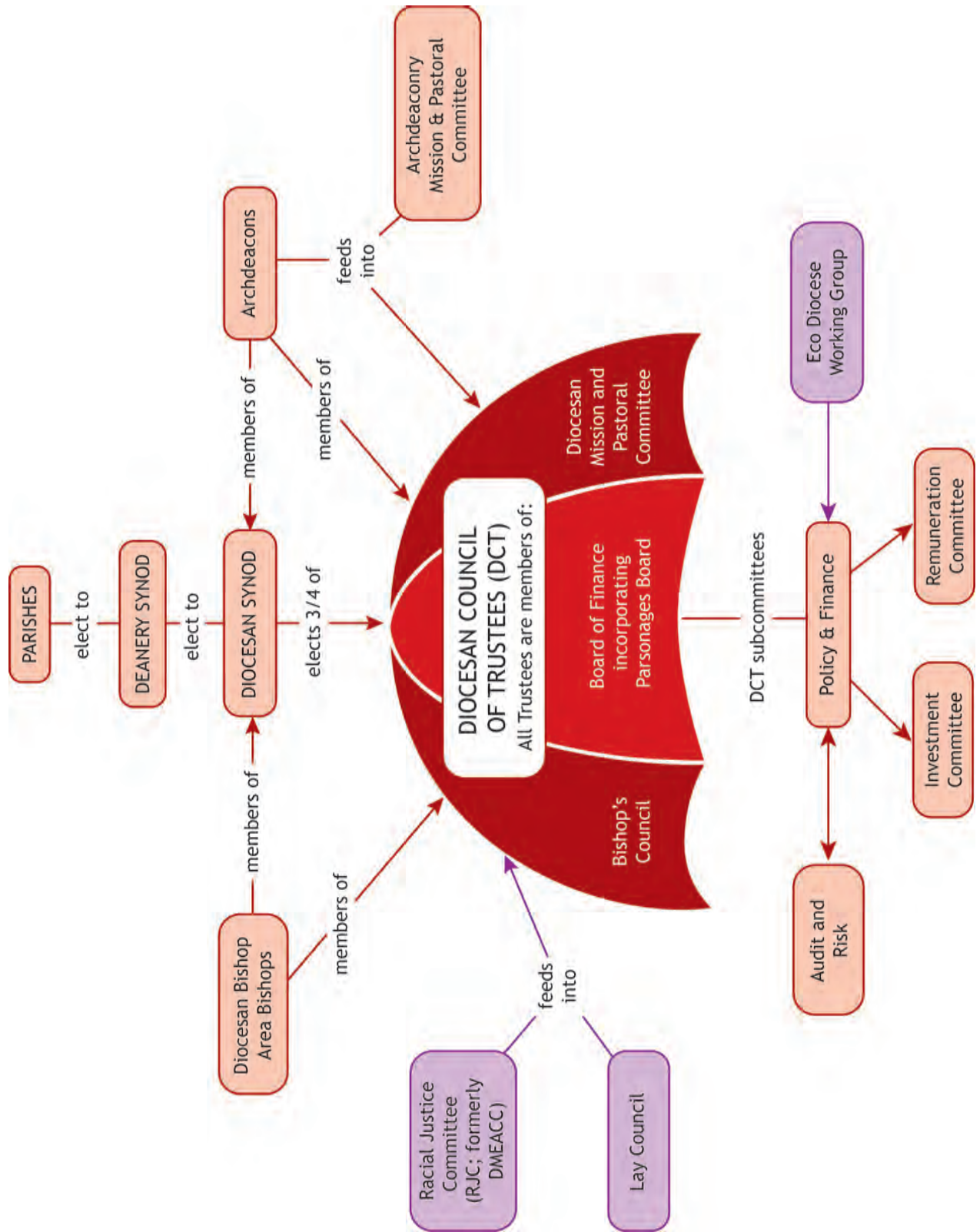
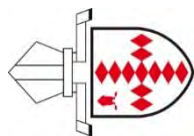
## Schedule 1

Extract from MISSION AND PASTORAL MEASURE 2011

### 3 Functions of mission and pastoral committees

7. 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.
8. 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.
9. 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.
10. 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.
11. 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.

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**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.

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# THE DIOCESE OF SOUTHWARK

## Introduction to Governance in 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 2018

#### Background

1. **The Bishop's Council, the Diocesan Board of Finance** (including 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 (including the Parsonages Board), and the Diocesan Mission and Pastoral Committee.
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 Chair of the is normally an Archdeacon. 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 Governance 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.

#### Key Responsibilities of Chairs of Committees

8. 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.
9. 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).
10. The *Audit and Governance 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 Governance Committee, they are not members of it, as the Audit and Governance Committees has governance oversight on behalf of trustees.
11. 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

12. 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.

13. 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.
14. 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>

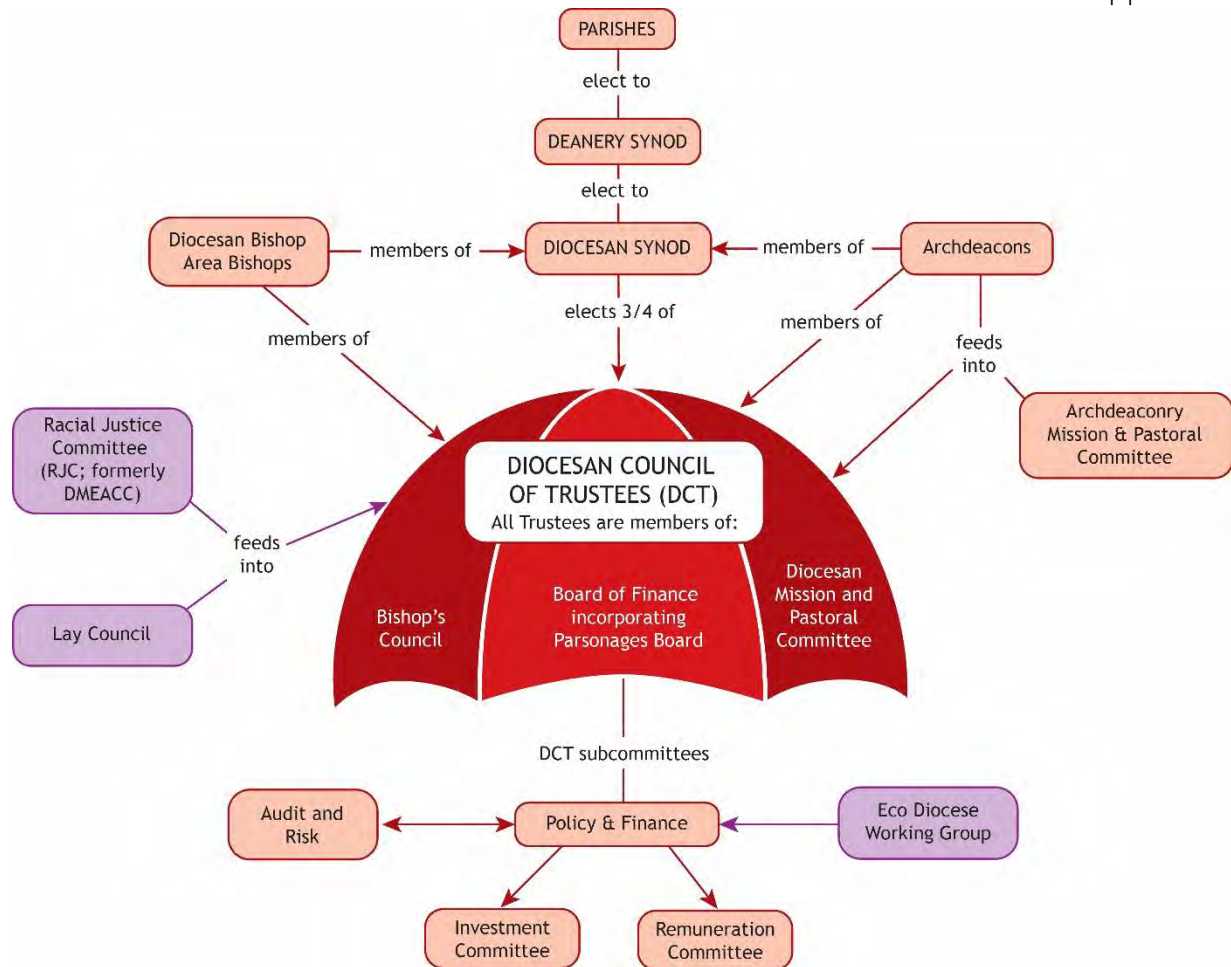
#### The Diocesan Executive team

15. 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.
16. 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.
17. 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

18. 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).
19. 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** .

## Appendix 1



<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

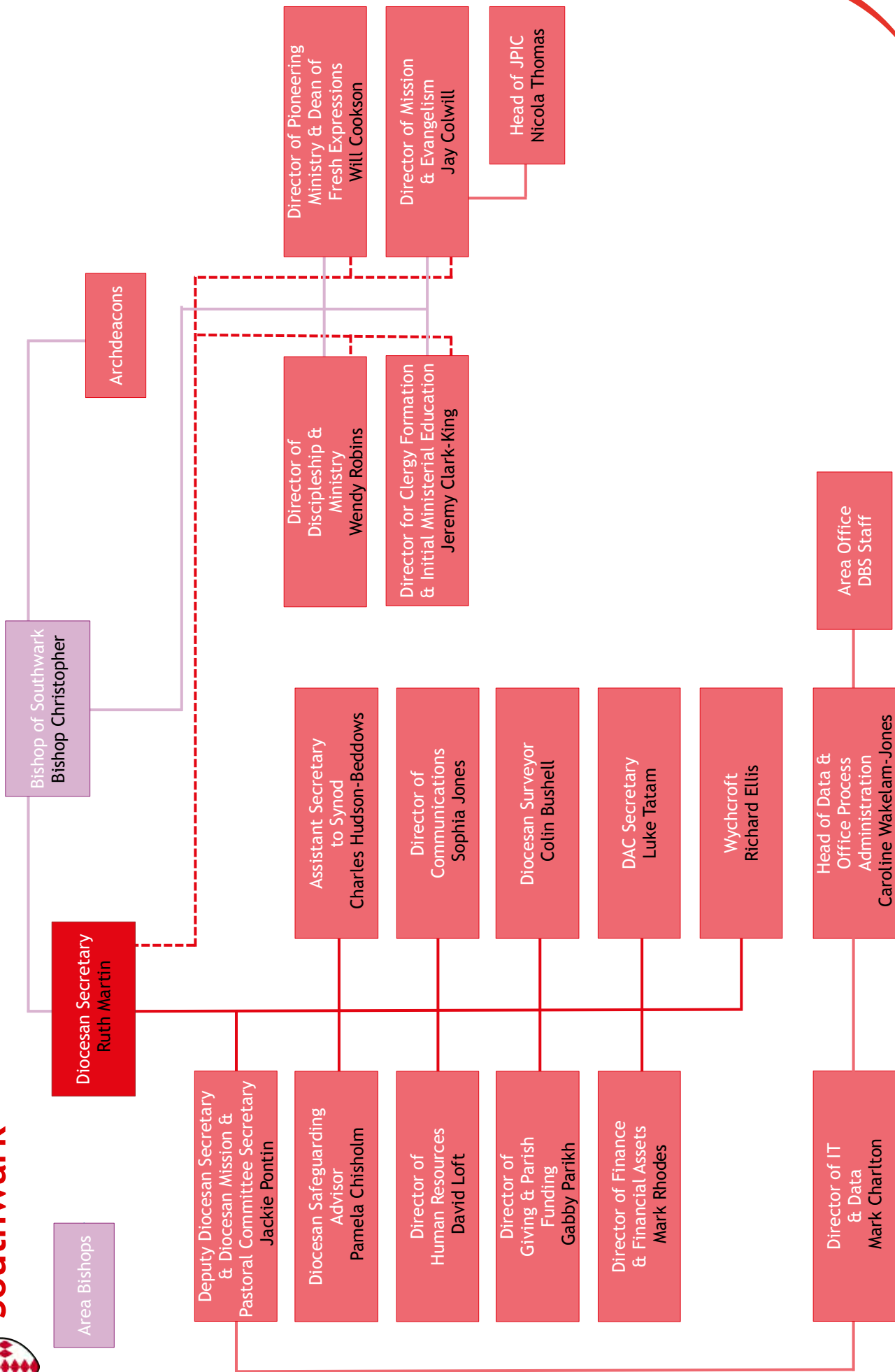
<sup>vi</sup> Under development for DCT meeting May 2018

<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](#)



# DBF (DCT) Summary Organisation Chart







# The Diocese of Southwark



This document was approved by the Diocesan Council of Trustees on 27 February 2020 and commended for approval by Southwark Diocesan Synod at its meeting **8 July 2020**.

The rules for the conduct of the business of Deanery Synods in the Diocese are authorized by the Diocesan Synod under Rule 26 of the Church Representation Rules 2020.

## Southwark Vision

The five objectives of Southwark Vision 2017-2025 are set out below. These provide the framework for Deanery activity:

- 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.

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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 and the Toolkit for Deaneries.

<https://southwark.anglican.org/deaneries/>

Rules are required to be made by the Diocesan Synod by virtue of Rule 26(2) of the Church Representation Rules 2020. Sub paragraphs (a) - (g) 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.

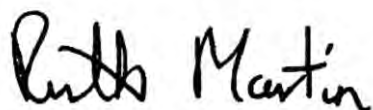
Signed by:



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

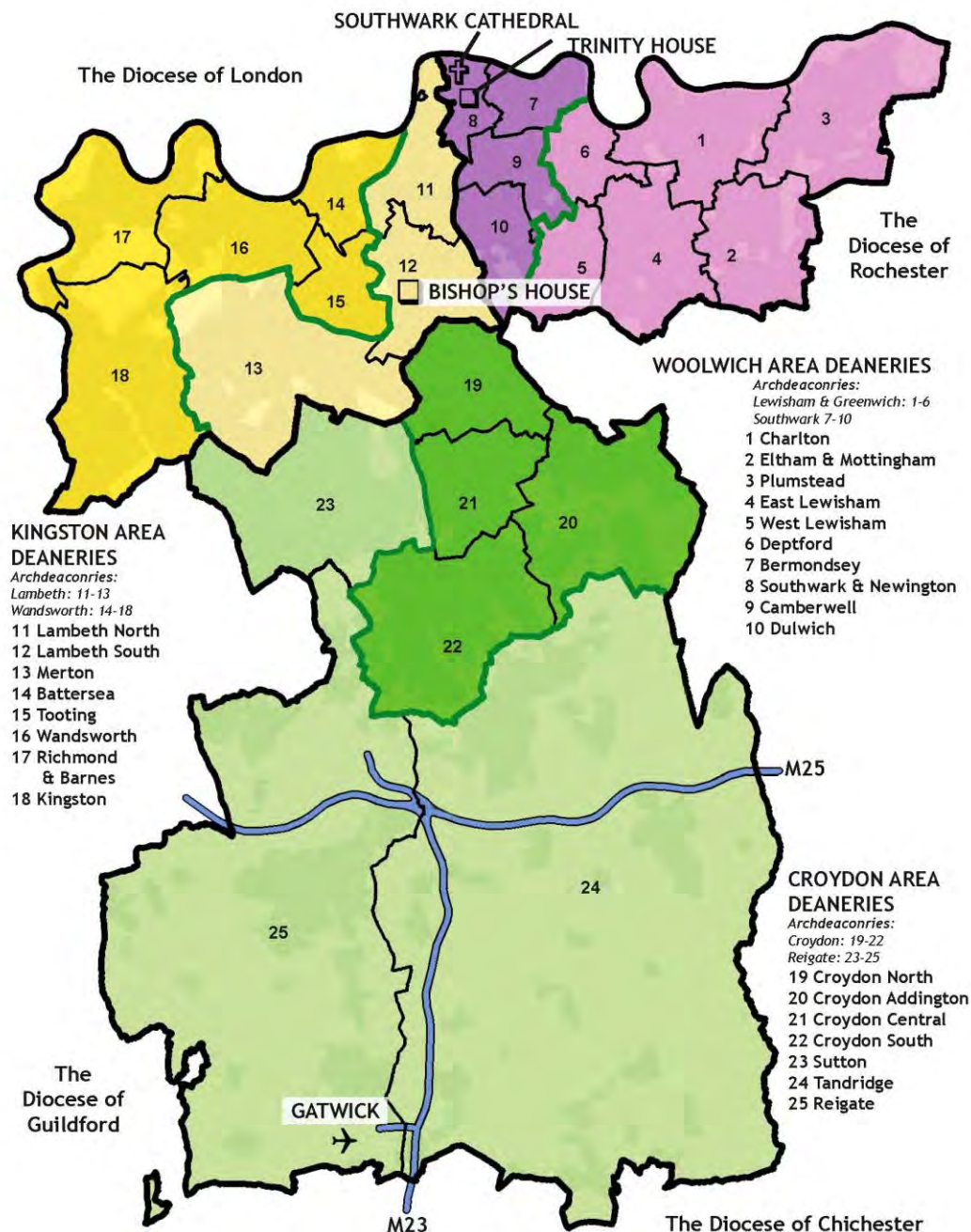
## 2. Part A - Deaneries

### 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>1</sup>.



<sup>1</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 opposite.

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.**

## III. Deanery Leadership Teams

In July 2018, Diocesan Synod approved the main recommendation of the Deaneries Advisory Group that every Deanery should have a Deanery Leadership Team (DLT). The purpose of the DLT is to

- Work together to lead the Deanery in fulfilling the Southwark Vision for mission and growth
- Take on the functions of the Standing Committee - the members of the Standing Committee comprising the 3 officers should be members of the DLT

The DLT is accountable to the Synod and should report to the Synod at each meeting. Membership of the DLT is confirmed by the Synod - members should comprise a range of people who are committed to delivering the objectives of Southwark Vision within the Deanery. Membership of the DLT should be reviewed at the start of each triennium and kept under review.

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

Strategy for Ministry 2 challenged 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 **Bishop’s Mission Order (BMOs)**, Church Schools, other chaplaincies, mission agencies and ecumenical partners, Deaneries will:

1. actively promote the growth of the Church of 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 and 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 Leadership Team (DLT)
8. be one of the key communication hubs within the Diocese.



## Part B - Deanery Synods

### IV. 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. A Deanery Synod is therefore part of the national synodical structure.

Although Deanery Synods are not part of Diocese of Southwark governance structures, a Deanery Synod is a legal entity and as such it is regulated. The Church Representation Rules 2020 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.

<https://southwark.anglican.org/deaneries/>

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.

### V. 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. There is also provision for PTO clergy to be represented - CRR 2020 Rule 15 (1) (f).

Lay representatives elected by parishes and BMOs to Deanery Synods, play an important role within a Deanery and at Deanery Synod meetings. They should be fully committed to work for the mission of the wider Church and so to take strategic decisions 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.

## VI. 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 Leadership Team. New talent should be encouraged and supported wherever practical.
- f) In keeping with the **‘Fit for Purpose’**<sup>2</sup> report, 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>3</sup>. PCCs and APCMs are encouraged to demonstrate good practice by reviewing the position of anyone who has served for nine years consecutively.

<sup>2</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>3</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.



## VII. 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 2020, Part 3 Rules 14-24. 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.<sup>4</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 July next following their election<sup>5</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 30 June in the year of triennial elections.

<sup>4</sup> Church Representation Rules 2020 Rule 18.

<sup>5</sup> As required by the Church Representation Rules 2020.

## 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>6</sup>. Under Rule 26(5) the Lay Chair may hold office until their successor is elected.

### 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 and the Secretary.
14. At the first meeting after each triennial election the Synod shall appoint:
  - a) A Secretary, not necessarily from amongst its own members
  - b) 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
  - c) The person so appointed under a) above, unless they resign or cease to be qualified, shall serve until the conclusion of the meeting at which their successors are appointed
  - d) The Synod may appoint a Secretary, Treasurer or Deputy Lay Chair who are not Officers of the Synod
  - e) Other than the Area Dean, with effect from June 2017, Officers of the Synod on the Standing Committee (i.e. Lay Chair 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.

<sup>6</sup> **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, Secretary and other such numbers of people elected by the Synod as the Synod shall decide. (The Diocesan Synod *recommends* that the Standing Committee consist of only the three officers.) 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 30 June, 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.

### 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.

### Deanery Leadership Teams & 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 timelines and with any such rules, constitutions, membership and resources as it sees fit and considers helpful. One such group will be the Deanery Leadership Team.

### Financial business

20. The Treasurer, if appointed or, if not, some other designated person, shall no later than 31 July 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>7</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
  - d) If necessary, Synod business may be conducted by e-mail.

## Agenda preparation and content

22. Every agenda of an Ordinary Meeting<sup>7</sup> 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 Parish Representatives, clergy and lay, will be recorded by the Secretary. Each year, before 31 March, the Secretary will inform the Area Dean and Lay Chair of the attendance records. At the same time, the Secretary will inform the PCC Secretary of the attendance records of their Parish or BMO Representatives.

## 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.

<sup>7</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 e-mail not later than the period before the meeting which is specified hereunder:

New business for the agenda	28 days
Motions and amendments arising from the agenda	7 days
  - 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) 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
  - b) Unless rule a) 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
  - c) 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
  - d) 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 3 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 3 of the Church Representation Rules 2020. For convenience, Rules 14-16 are set out below.

### Part 3 Deanery Synods

#### Composition

14 A deanery synod consists of -

- (a) a house of clergy, and
- (b) a house of laity.

#### House of clergy

15 (1) The members of the house of clergy of a deanery synod are every clerk in Holy Orders -

- (a) who is beneficed in or licensed to a parish in the deanery,
- (b) who is licensed under section 2 of the Extra-Parochial Ministry Measure 1967 in respect of an institution in the deanery,
- (c) who is a clerical member of the General Synod or a diocesan synod and is resident in the deanery,
- (d) who is resident in the deanery and licensed by the bishop to work throughout the diocese or in more than one deanery and is not subject to a direction under Rule 17 to be a member of another deanery synod,
- (e) who is not resident in the deanery but is subject to a direction under Rule 17 to be a member of the deanery synod,
- (f) who holds permission to officiate, is resident in the deanery or has habitually attended public worship in the deanery during the preceding six months, and is elected or chosen as mentioned in paragraph (2),
- (g) who is co-opted under Rule 18, or
- (h) who is made a member by virtue of a scheme under Rule 23 or 24 (cathedrals, royal peculiars, mission initiatives).

(2) One clerk who is eligible for membership under paragraph (1)(f) is to be elected or chosen -

- (a) for every ten clerks of that description, and
- (b) where the number of such clerks is not divisible by ten without fraction or remainder, for the fraction or remainder.

(3) The election or choice under paragraph (2) is made by and from the clerks who are eligible for membership under paragraph (1)(f) in such manner as the bishop may approve.

(4) As soon as possible after 31 December in the year before an election of the parochial representatives of the laity to the deanery synod, the rural dean of the deanery must inform the bishop of the number of clerks in Holy Orders who are eligible for membership under paragraph (1)(f).



(5) A member of a deanery synod under paragraph (1)(f) -

- (a) is elected or chosen every three years, and
- (b) holds office for a term of three years beginning with the next 1 July following the date when the election or choice takes place.

### House of laity

16 (1) The members of the house of laity of a deanery synod are -

- (a) each parochial representative elected to the deanery synod by the annual parochial church meeting of each parish in the deanery,
  - (b) any lay member of the General Synod or a diocesan synod whose name is on the roll of a parish<sup>1</sup> in the deanery,
  - (c) each deaconess or lay worker who is licensed by the bishop to work in the whole or part of the deanery,
  - (d) any deaconess or lay worker who is resident in the deanery and licensed by the bishop to work throughout the diocese or in more than one deanery and is not subject to a direction under **Rule 17** to be a member of another deanery synod,
  - (e) any deaconess or lay worker who is not resident in the deanery but is subject to a direction under **Rule 17** to be a member of the deanery synod,
  - (f) if the bishop considers that a community in the deanery which is in the spiritual care of a chaplain licensed by the bishop should be represented in the house of laity, one lay person chosen by and from the members of the community in such manner as the bishop approves,
  - (g) any lay person who is co-opted under **Rule 18**, and
  - (h) any lay person who is made a member by virtue of a scheme under **Rule 23** or **24** (cathedrals, royal peculiars, mission initiatives).
- (2) **Where a person's name is on the roll of more than one parish**, the person must choose one of the parishes concerned for the purposes of paragraph (1)(a) or (b).
- (3) A person is eligible for membership of a deanery synod under paragraph (1)(f) only if the person is an actual communicant and is aged 16 or over.
- (4) The person who is the member of a deanery synod under paragraph (1)(f) -
- (a) is chosen every three years, and
  - (b) holds office for a term of three years beginning with the next 1 July following the date when the choice is made.

## Appendix D - Elections of lay representatives to Deanery Synods<sup>8</sup>

1. The Church Representation Rules 2020 19(1) state  
 ‘The parochial representatives of the laity on a deanery synod -  
  
 (a) are elected every three years beginning with 2020 by the annual parochial church meeting of each parish in the deanery, and  
  
 (b) hold office for a term of three years beginning with the next 1 July following the date of 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 16 November 2019, 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.

Total Electoral Roll Numbers for a Parish or individual church/ congregation electoral roll numbers for multi-church parish	Number of Lay Representatives to Deanery Synod
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

<sup>8</sup> Due to the exceptional circumstances of CV19, the dates in 2020 have been superseded.

## 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.

Walking | Welcoming | Growing

## 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. 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*<sup>1</sup> 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 member's 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** (see appendix 3) 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<sup>2</sup>

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.

<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





## The Diocese of Southwark

### Diocesan Dignity at Work Policy

1. The aim of the Dignity at Work Policy is to ensure that all Clergy, Lay Ministers, Officers of the PCC, and Diocesan employees:
  - are treated with dignity and respect
  - are able to perform their roles 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

<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

investigated.

6. Persons affected by such behaviour may complain informally or formally as follows:

- Line Manager or to the Deputy Diocesan Secretary who has a pastoral lead for DBF employees, or to the Diocesan Secretary
- Parish Employees to their Parish Priest or Archdeacon
- Parish Priest to their Archdeacon, Area Dean or the Chaplin to the Bishop of Southwark
- Lay ministers, PCC Officers to their Parish priest, Archdeacon, Warden of Readers, or Diocesan SPA as appropriate.

Every effort will be made to resolve complaints informally. However, the action which will be taken in relation to complaints of bullying or harassment will also be guided by Diocesan Policies, relevant regulations and relevant legal frameworks. .

In exceptional cases the advice of external Legal Advisers to the Diocese will be sought.

## Diocese of Southwark Diocesan Safeguarding Advisory Panel (DSAP) Terms of Reference

### Role and Functions

1. To provide a source of independent advice and expertise on sound safeguarding policies, procedures and practices to the Diocesan Bishop and other senior clergy and officials.
2. To advise the Bishop of Southwark **on whether, in the DSAP's view, the** Diocese has clear and transparent safeguarding policies, working practices and training arrangements which are consistent with statutory requirements and House of Bishops' policy and practice guidance.
3. To contribute to the Diocese of Southwark's **safeguarding strategy and its annual** progress review.
4. **To have particular regard to the rigour of the Church's responses to safeguarding** concerns about church officers including proper reference to and liaison with statutory authorities.
5. To advise on appropriate measures for overseeing and monitoring the welfare of children and vulnerable adults from known and alleged offenders and others who might be a risk to them.
6. To advise on arrangements to support and monitor the implementation of good safeguarding practice in parishes and other settings in accordance with national and diocesan policy and practice guidance.
7. To consider learning derived from case lessons learnt reviews and advise on a diocesan response including actions and any changes to local and national policy, procedure or practice which are indicated.
8. To monitor the diocesan requirements relating to safer recruitment, DBS disclosures and safeguarding training and advise accordingly.
9. To seek to ensure that there are clear safeguarding arrangements in place between the Diocese and those parts of the Church in the Diocese with their own decision-making bodies e.g. Southwark Cathedral, Religious Communities, **St Augustine's** College of Theology and advise on any necessary action.
10. **To have particular regard to the Church's responses to survivors of abuse perpetrated** by church officers.
11. To advise the Bishop and senior officials of the adequacy of resourcing for the Diocesan Safeguarding Team including professional supervision, safeguarding training, reviewing processes and any assignments proposed by the DSAP which it is agreed should be undertaken.

12. To advise on what the Diocese has put in place to hear the views of children and adults in need of care and support in relation to the arrangements to keep them safe whilst engaged in church activities.
13. To review regularly the whistleblowing and complaints procedures and advise on any issues which appear to require attention.
14. To consider relevant matters referred by the Bishop, senior officials and the Diocesan Safeguarding Adviser (DSA) including advising on diocesan responses to safeguarding consultations from the Government, the National Church and other parties.
15. To advise the Bishop on any circumstances where the Diocese proposes to depart materially from the House of Bishops' **safeguarding policies. To advise the national safeguarding team** if the DSAP continues to consider that a safeguarding matter is not being dealt with properly in the Diocese or other church body.
16. To adopt and adhere to a simple annual work programme for the DSAP based on its role and functions and the diocesan safeguarding strategy and review progress annually.
17. To report annually or as requested to the Diocesan Council of Trustees via the Audit and Governance Committee.
18. To discharge its responsibilities by processes of scrutiny, support and constructive **challenge having due regard to the National Church's Practice Guidance on** safeguarding.

## Membership

- Diocesan Bishop's nominated safeguarding lead
- Archdeacon - at least one and not more than two archdeacons
- Diocesan Secretary or nominated deputy
- DSA and Assistant DSAs
- Southwark Cathedral representative
- Parish representatives including clergy and laity
- At least three and no more than eight independent members with relevant current or recent child protection or adult safeguarding experience at a senior level in a statutory, voluntary or private organisation. Three of these must be from the social care, probation and the police
- Up to three additional professionals from the diocesan staff including the Director of Communications and Resources and Director of the Southwark Diocesan Board of Education

The chair will be appointed by the diocesan Bishop, in consultation with the DSA. The Bishop and DSA will consult the chair on the choice of members.

The DSAP will have discretion to advise the Bishop on the appointment of additional members on a permanent or ad hoc basis having due regard to the House of Bishops' advice on membership.

Initial appointments will be for three years with an additional term of three years following a review of commitment and contribution.

**Appointments to the DSAP will follow the Church's Safer Recruitment Practice Guidance.**

All new members will have an induction organised by the DSA in consultation with the chair.

#### Chair

The independent chair will be appointed by the Bishop for a period of three years, with an additional term of three years following a review.

#### Frequency of meetings

The DSAP will meet quarterly and more frequently if needs be for up to three hours.

#### Duties of Chair

1. To agree the agenda and minutes of the DSAP, chair the meetings and monitor the follow-up actions.
2. To undertake the responsibilities of the chair as specified in the role description in line with the role and function of the DSAP.
3. To conduct meetings of the DSAP in ways which enable all members to contribute their knowledge and skills and to delineate clearly those matters which are agreed for further action and those which are being passed to the Diocese for further consideration.
4. To work with the Diocesan Bishop, the diocesan Senior Leadership Team and other senior officials to ensure a constructive relationship with the DSAP in the joint quest of achieving a safer Church.
5. To engage in the chairs national and regional network meeting, as required.

#### Chair specification

The Chair should be an independent lay person (independent means neither employed by the Diocese nor discharging managerial functions in the Diocese) capable of ensuring that **the DSAP's advisory and scrutiny functions are carried out effectively. The chair will have extensive professional safeguarding expertise in a relevant statutory, voluntary or judicial agency.**

Date: Agreed 19<sup>th</sup> July 2018

Person responsible for document: Kate Singleton (DSA)

Version: 1

## ECCLESIASTICAL JURISDICTION & CARE OF CHURCHES MEASURE 2018

### DIOCESE OF SOUTHWARK

#### SOUTHWARK DIOCESAN ADVISORY COMMITTEE:

#### CONSTITUTION

(EJCCM s36)

##### *Name*

- 1 The committee is known as the Southwark Diocesan Advisory Committee.

##### *Functions*

- 2 The committee must act as an advisory body on matters affecting places of worship in the diocese.
- 3 In carrying out its functions, the committee must have due regard to:
  - (a) the role of a church as a local centre of worship and mission, and
  - (b) the rites and ceremonies of the Church of England.
- 4 Without prejudice to the discharge of its statutory duties the committee shall have due regard to the missional objectives of the diocese, as currently summarised in the vision document for the diocese.

The committee shall adopt the said vision when requested to do so by the diocesan synod, and from time to time may issue a statement on how the committee envisages its advisory functions will be statutorily discharged in such a way as to best serve the said vision in conformity with its various legal obligations.

- 5 In particular, the committee must give advice when requested by a relevant person on matters relating to—
  - (a) the grant of faculties,
  - (b) the architecture, archaeology, art or history of a place of worship,
  - (c) the use, care, planning, design or closure of a place of worship,
  - (d) the use or care of the contents of a place of worship, or
  - (e) the use or care of a churchyard or burial ground.
- 6 For the purpose of the preceding paragraph, **each of the following is a “relevant person”**—
  - (a) the bishop of the diocese,
  - (b) the chancellor of the diocese,
  - (c) the area bishops of the diocese,
  - (d) the archdeacons of the diocese,

- (e) the parochial church councils and district church councils in the diocese,
  - (f) a person intending to apply for a faculty in the diocese,
  - (g) the Diocesan Council of Trustees, **acting as the bishop's council and** standing committee, or the mission and pastoral committee, of the diocese,
  - (h) a person engaged in the planning, design or building of a new place of worship in the diocese, not being a place within the jurisdiction of the consistory court, and
  - (i) such other persons (which may include other boards, councils or committees of the diocese) as the committee considers appropriate.
- 7 The committee must develop and maintain a repository of—
- (a) records relating to the conservation, repair and alteration of places of worship, churchyards and burial grounds, and
  - (b) other material (including inspection reports, inventories, technical information and photographs) relating to the work of the committee.
- 8 The committee must issue guidance for the preparation and storage of the records referred to in paragraph 7.
- 9 The committee must make recommendations as to the circumstances in which the preparation of a record of the kind referred to in paragraph 7 should be made a condition of a faculty.
- 10 The committee must review and assess the degree of risk to materials, or of loss to archaeological or historic remains or records, arising from proposals relating to the conservation, repair or alteration of a place of worship, churchyard or burial ground or the contents of such a place.
- 11 The committee must—
- (a) take action to encourage the care and appreciation of places of worship, churchyards and burial grounds and the contents of such places, and
  - (b) for that purpose, publicise methods of conservation, repair, construction, adaptation and redevelopment.
- 12 The committee must carry out such other functions—
- (a) as may be imposed on it by an enactment or by a Canon;
  - (b) as may be imposed on it by a resolution of the diocesan synod;
  - (c) as it may be requested to carry out by the bishop or chancellor.

*Membership: appointment*

- 13 The committee consists of—
- (a) a chair,
  - (b) the archdeacon of each archdeaconry in the diocese, and
  - (c) at least twelve other members.

- 14 The chair is appointed by the bishop of the diocese after consultation with—
  - (a) **the bishop’s council**,
  - (b) the chancellor of the diocese, and
  - (c) the Church Buildings Council.
- 15 The other members are—
  - (a) at least twelve **other persons appointed by the bishop’s council of the diocese**, of whom—
    - (i) two (one lay and one clergy) are appointed from among the elected members of the diocesan synod,
    - (ii) one is appointed after consultation with the Historic Buildings and Monuments Commission for England (**commonly known as ‘Historic England’**),
    - (iii) one is appointed after consultation with the relevant associations of local authorities in relation to the diocese, and
    - (iv) one is appointed after consultation with the national amenity societies, and
  - (b) such other persons as may be co-opted under paragraph 31 below.

In this paragraph and elsewhere in this constitution, the definition of **“national amenity society”** has the same meaning as in the Ecclesiastical Jurisdiction and Care of Churches Measure 2018, and the **“relevant associations of local authorities”** means such associations as may from time to time be designated by the Dean of the Arches and Auditor as the relevant associations of local authorities for that purpose.
- 16 The committee shall appoint from among its members a vice-chair (who shall not be one of the archdeacons of the diocese). When the office of chair is vacant, or when the chair is unable to act through illness or absence, or when the chair (or the bishop) invites him or her to do so, the vice-chair of the committee shall act as chair and have all the powers vested in the chair.
- 17 In making an appointment under paragraph 15(a) above, **the bishop’s council must** ensure that the persons so appointed have between them—
  - (a) knowledge of the history, development and use of church buildings,
  - (b) knowledge of Church of England mission, ministry, liturgy and worship,
  - (c) knowledge of architecture, archaeology, art and history, and
  - (d) experience of the care of historic buildings and their contents.
- 18 Paragraphs 19, 20, and 23 to 26, below, shall not apply to the term of office of any member (including the chair) whose appointment precedes the adoption of this constitution.
- 19 Subsequent new appointments of the chair or of a member appointed under paragraph 15(a) above must be made within the period of one year following the formation of the second new diocesan synod after the previous appointments.



*Membership: term of office*

- 20 The term of office of the chair or a member appointed under paragraph 15(a) begins with the appointment and ends with the making of a new appointment under paragraph 19.
- 21 A member of the committee who ceases to hold a qualification by virtue of which he or she became a member ceases to be a member on ceasing to hold the qualification.
- 22 A member of the committee who ceases to hold office otherwise than by virtue of paragraph 21 is eligible for re-appointment.
- 23 A person who has served as the chair or as a member under paragraph 15(a) or as either for two successive terms of office, or such greater number as has been authorised under paragraph 24 below, may not be reappointed (either as the chair or as a member under 15(a)) or co-opted until the next occasion after the end of that period of office on which new appointments are to be made under paragraph 19.
- 24 In the case of a person who is serving the second of two successive terms of office as the chair or as a member under paragraph 15(a) or as either, the diocesan synod may authorise the person, on the expiry of the second term, to continue to hold office (either as the chair or as a member under paragraph 15(a)) for one or more successive terms.
- 25 The diocesan synod may not give an authorisation under paragraph 24 unless—
  - (a) the person who has the function under paragraphs 14 or 15 of making appointments to the office to which the authorisation would apply has obtained the advice of the Church Buildings Council on the authorisation, and
  - (b) the diocesan synod has been provided with that advice.
- 26 Paragraphs 23 to 25 do not apply in a case where the first of the successive terms of office was held by virtue of an appointment to fill a casual vacancy.

*Membership: casual vacancies*

- 27 Where a casual vacancy occurs among the chair and other members appointed under paragraph 15(a), the bishop must appoint a person to fill the vacancy.
- 28 If the person whose place is to be filled was a member of the committee by virtue of being a member of the diocesan synod, the person appointed under paragraph 27 must also be a member of that diocesan synod.
- 29 If the person whose place is to be filled was appointed under sub-paragraph (ii), (iii) or (iv) of paragraph 15(a), the bishop must, before appointing a person to fill the vacancy, undertake the consultation required under the sub-paragraph concerned.

- 30 A person appointed to fill a casual vacancy holds office only for the unexpired portion of the term of office of the person whose place is being filled.

*Membership: co-opting*

- 31 The committee may, with the consent of the bishop, from time to time co-opt such persons as it thinks fit to be additional members of the committee.
- 32 The number of persons appointed under paragraph 31 must not exceed one-third of the total number of the other members.
- 33 A person co-opted ceases to be a member of the committee on the making of new appointments of members under paragraph 19.

*Membership: quorum*

- 34 Not less than one-quarter of the members shall form a quorum at meetings of the committee, and shall include the chair (or vice-chair) and at least one member with professional architectural experience.

*Consultants*

- 35 The bishop may appoint suitably expert persons to act as consultants to the committee if the committee requests **the bishop to do so, to be known as ‘associate advisers’**. The role of associate advisers is to advise the committee within the area of their expertise as required. Associate advisers do not normally attend meetings of the committee and do not have voting rights.

*Secretary*

- 36 The secretary to the committee is appointed by the bishop after consultation with—  
(a) the chair, and  
(b) the diocesan secretary.
- 37 The diocesan secretary may appoint an assistant secretary to the committee after consultation with the chair and the secretary of the committee.

*Delegation to Sub-committees and officers*

- 38 The committee shall have power to appoint sub-committees.
- 39 The committee may delegate the exercise of any of its functions to such sub-committee or an officer of the committee as it shall think fit. The officers of the committee are the secretary and any assistant secretary.

- 40 Before delegating its function of giving advice on matters relating to the grant of faculties, the committee shall consult with the chancellor of the diocese on the proposed procedures.
- 41 In carrying out any functions of the committee on a delegated basis, a sub-committee or officer must likewise have due regard to the role of a church as a local centre of worship and mission, and the rites and ceremonies of the Church of England.

### *Accountability*

- 42 As soon as practicable after the end of each year, the committee must prepare a report of its work and proceedings during that year and must cause the report to be laid before the diocesan synod; and the secretary of the committee must send a copy of the report to the Church Buildings Council.

### *Procedures*

- 43 Subject to any other provisions of this constitution or of provisions contained in any Rules made under the Ecclesiastical Jurisdiction and Care of Churches Measure 2018, and having regard to any statutory guidance issued by the Church Buildings Council, the committee shall have power to regulate its own business and procedure.
- 44 This constitution is provided by the diocesan synod and was passed by resolution on 8th July 2020. It supersedes all previous constitutions, and shall come into effect from 1st September 2020.

# 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.

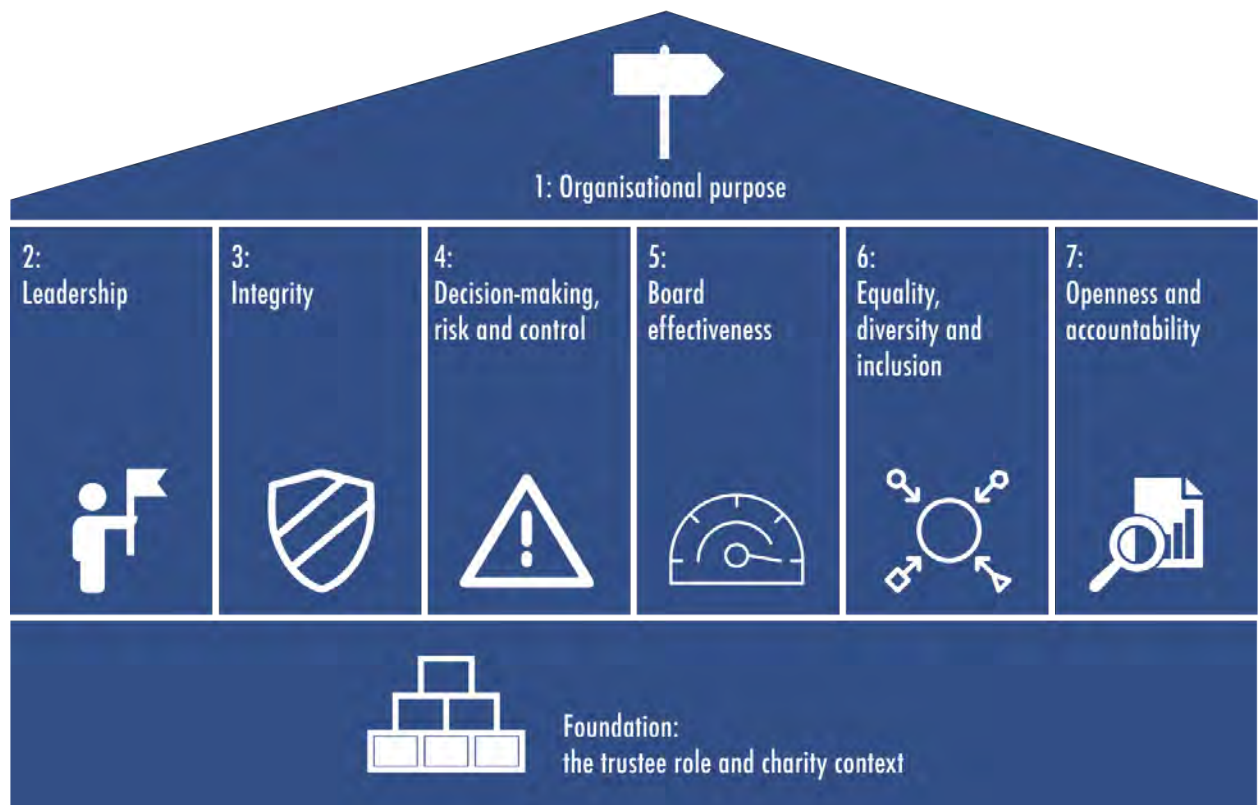
A charity should explain the approach it takes to applying the Code, so it is transparent to anyone interested in its work. We call this approach 'apply or explain'. All trustees are encouraged to meet the principles and outcomes of the Code by either *applying* the recommended practice or *explaining* 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, that 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. Equality, diversity and inclusion

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 Chartered 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](#).

You can [contact the steering group](#).

## 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 to 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. It adopts values, applies ethical principles to decisions and creates a welcoming and supportive culture which helps achieve the charity's purposes. The board is aware of the significance of the public's confidence and trust in charities. It reflects the charity's ethics and values in everything it does. Trustees undertake their duties with this in mind.

### Rationale

Delivering the charity's purposes for public benefit should be at the heart of everything the board does. This is true even when a board's decision might be unpopular. Everyone who comes into contact with a charity should be treated with dignity and respect and feel that they are in a safe and supportive environment. Charity leaders should show the highest levels of personal integrity and conduct.

To achieve this, trustees should create a culture that supports the charity's values, adopt behaviours and policies in line with the values and set aside any personal interests or loyalties. The board should understand and address any inappropriate power dynamics to avoid damaging the charity's reputation, public support for its work and delivery of its aims.

### Key outcomes

- 3.1** The board safeguards and promotes the charity's reputation by living its values and by extension promotes public confidence in the wider sector.
- 3.2** Trustees and those working for or representing the charity are seen to act with honesty, trustworthiness and care, and support its values.
- 3.3** The board acts in the best interests of the charity's purposes and its beneficiaries, creating a safe, respectful and welcoming environment for those who come into contact with it.
- 3.4** The board makes objective decisions about delivering the charity's purposes. It is not unduly influenced by those who may have special or personal interests. This applies whether trustees are elected, nominated, or appointed. Collectively, the board is independent in its decision making.
- 3.5** No one person or group has undue power or influence in the charity. The



board recognises how individual or organisational power can affect dealings with others.

## Recommended practice

### 3.6 Upholding the charity's values

**3.6.1** The board ensures that all of its decisions and actions are consistent with the charity's values.

**3.6.2** Trustees regularly check whether there are inappropriate power imbalances in the board or charity. Where necessary, they address any potential abuse of power to uphold the charity's purpose, values and public benefit.

**3.6.3** Trustees adopt and follow a suitable code of conduct that reflects the charity's values and sets out expected standards of ethics, probity and behaviour.

**3.6.4** The board considers how the charity is seen by the people and organisations who are involved in its work and by the wider public. The board has policies and procedures to make sure that the charity works responsibly and ethically, has regard to the proper use of power and acts in line with its own aims and values.

**3.6.5** The board ensures that the charity follows the law. It also considers following non-binding rules, codes and standards, for example regulatory guidance, the '[Nolan Principles](#)' or [Charity Ethical Principles](#) and other good practice initiatives that promote confidence in charities and create a supportive environment.

### 3.7 Ensuring the right to be safe

**3.7.1** Trustees understand their safeguarding responsibilities and go beyond the legal minimum to promote a culture in which everyone feels safe and respected.

**3.7.2** Where appropriate:

- the board makes sure that there are appropriate and regularly reviewed safeguarding policies and procedures
- as part of a charity's risk-management process, the board checks key safeguarding risks carefully and records how these are managed
- all trustees, staff, volunteers and people who work with the charity have information or training on the safeguarding policy, so they understand it, know how to speak up and feel comfortable raising concerns.

**3.8** Identifying, dealing with and recording conflicts of interest/loyalty

- 3.8.1** The board understands how real and perceived conflicts of interests and conflicts of loyalty can affect a charity's performance and reputation.
- 3.8.2** 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.
- 3.8.3** Registers of interests, hospitality and gifts are kept and made available to stakeholders in line with the charity's agreed policy on disclosure.
- 3.8.4** 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. Equality, diversity and inclusion

### Principle

The board has a clear, agreed and effective approach to supporting equality, diversity and inclusion throughout the organisation and in its own practice. This approach supports good governance and the delivery of the organisation's charitable purposes.

### Rationale

Addressing equality, diversity and inclusion helps a board to make better decisions. This requires commitment, but it means that a charity is more likely to stay relevant to those it serves and to deliver its public benefit. Recognising and countering any imbalances in power, perspectives and opportunities in the charity, and in the attitudes and behaviour of trustees, staff and volunteers, helps to make sure that a charity achieves its aims.

All trustees have the same responsibility for the charity, so they must have equal opportunity to contribute to decision making. Board diversity, in the widest sense, is important because it creates more balanced decision making. Where appropriate, this includes and centres the communities and people the charity serves. This increases the charity's legitimacy and impact. Equality and diversity are only effective and sustainable if the board works to be inclusive, ensuring that all trustees are welcomed, valued and able to contribute.

Boards that commit to equality, diversity and inclusion are more likely to set a positive example and tone for the charity by following an appropriate strategy for delivering its purpose and setting inclusive values and culture.

### Key outcomes

- 6.1** The principles of equality, diversity and inclusion are embedded in the organisation and help to deliver the charity's public benefit.
- 6.2** Obstacles to participation are reduced, with the organisation's work designed and open for everyone included within its charitable purposes. This supports the charity to challenge inequality and achieve improved equality of outcomes.
- 6.3** The board is more effective because it reflects different perspectives,

experiences and skills, including, where applicable, from current and future beneficiaries.

## Recommended practice

### 6.4 Assessing understanding of systems and culture

**6.4.1** The board analyses and can define how equality, diversity and inclusion are important for the charity, its context and the delivery of its aims.

**6.4.2** The board assesses its own understanding of equality, diversity and inclusion. It considers how this happens in the charity and identifies any gaps in understanding which could be filled by discussion, learning, research or information.

**6.4.3** The board regularly assesses:

- the charity's approach to equality, diversity and inclusion, using available data and, where applicable, lived experience
- its own practice including:
  - the diversity of trustees' backgrounds and perspectives in its regular board skills audit to identify imbalances and gaps
  - any bias in trustee recruitment and selection
  - where applicable, how the communities and people that the charity serves are included and centred in decision making
  - how meetings and board information can be made more accessible and how to provide resources to support this
  - how to create a meeting environment in which behaving inclusively is the norm, all voices are equal and trustees can constructively challenge each other
  - how the board demonstrates inclusive behaviours in its decision making and how it engages with staff, volunteers, members, service users and beneficiaries.

### 6.5 Setting context-specific and realistic plans and targets

**6.5.1** The board sets a clear organisational approach to equality, diversity and inclusion in line with the charity's aims, strategy, culture and values. This is supported by appropriate plans, policies, milestones, targets and timelines.

**6.5.2** The board uses the findings from its assessments to make context-specific and regularly reviewed plans and targets for:

- equality, diversity and inclusion training for board members
- inclusive boardroom culture, practices and behaviours
- board evaluation or training to address any power imbalances between trustees
- removing, reducing and preventing obstacles to people being trustees
- attracting a diverse group of candidates for new trustee roles and providing an inclusive induction for new trustees
- recruiting a diverse board that addresses imbalances and any gaps that have been found
- promoting inclusive behaviours and cultures to the wider organisation.

## 6.6 Taking action and monitoring performance

- 6.6.1** The board ensures that there are appropriate arrangements and resources in place to monitor and achieve the organisation's equality, diversity and inclusion plans and targets, including those relating to the board.
- 6.6.2** The board creates and maintains inclusive cultures, practices and behaviours in all its decision making. It promotes and demonstrates inclusive behaviours and cultures to the wider organisation.
- 6.6.3** The board regularly monitors and actively implements its plans and targets established under 6.5.2.
- 6.6.4** The board leads the organisation's progress towards achieving its equality, diversity and inclusion plans and targets. It receives regular updates from the organisation including challenges, opportunities and new developments.
- 6.6.5** The board periodically takes part in learning and/or reflection about equality, diversity and inclusion and understands its responsibilities in this area. It acts on any gaps in its understanding and looks at how board practice, culture and behaviour are affected by these gaps.

## 6.7 Publishing performance information and learning

- 6.7.1** The board regularly publishes:
- information on its progress towards achieving its equality, diversity and inclusion plans and targets, including challenges, opportunities and learning. This could include the:
    - charity's organisational approach to equality, diversity and inclusion in line with its aims, strategy, culture and values,
    - board's culture, practices and behaviours

- board's composition and make-up

**6.7.2** its plans to tackle any organisational or board inequalities and gaps that have been identified.

## 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 and those that have supported the groups work.

[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.

The audit, tax and consulting firm RSM Undertook the first major piece of research into the Code. This work launched in 2019 explores [the benefits to charities in adopting the Code and the trends of adoption](#).

## 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.

## 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 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 measurable 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.



The Diocese of  
Southwark

## List of Acronyms

**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).

A&R	Audit & Risk Committee
ABC/Y	Archbishop of Canterbury/York
++ C/Y	Archbishop of Canterbury/York
ADO	Area Director of Ordinands
AMPC	Archdeaconry Mission & Pastoral Committee
APCM	Annual Parochial Church Meeting
ARC	Anti-Racism Charter
ASM	Area Staff Meeting
BH	<b>Bishop’s House</b>
BHM	Black History Month
BMO	<b>Bishop’s Mission Order</b>
BSM	<b>Bishop’s Staff Meeting</b>
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	<b>Churches' Legislation Advisory Service</b>
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	<b>Children &amp; Young People's Mission &amp; Ministry</b>
DAC	Diocesan Advisory Committee
DAG	<b>Deaneries' Advisory Group</b>
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
DPA	Diocesan Pastoral Account
DSA	Diocesan Safeguarding Adviser
DSF	Diocesan Stipends Fund
DMEACC	Diocesan Minority Ethnic Anglican Concerns Committee
DMPC	Diocesan Mission and Pastoral Committee
EAB	Editorial Advisory Board

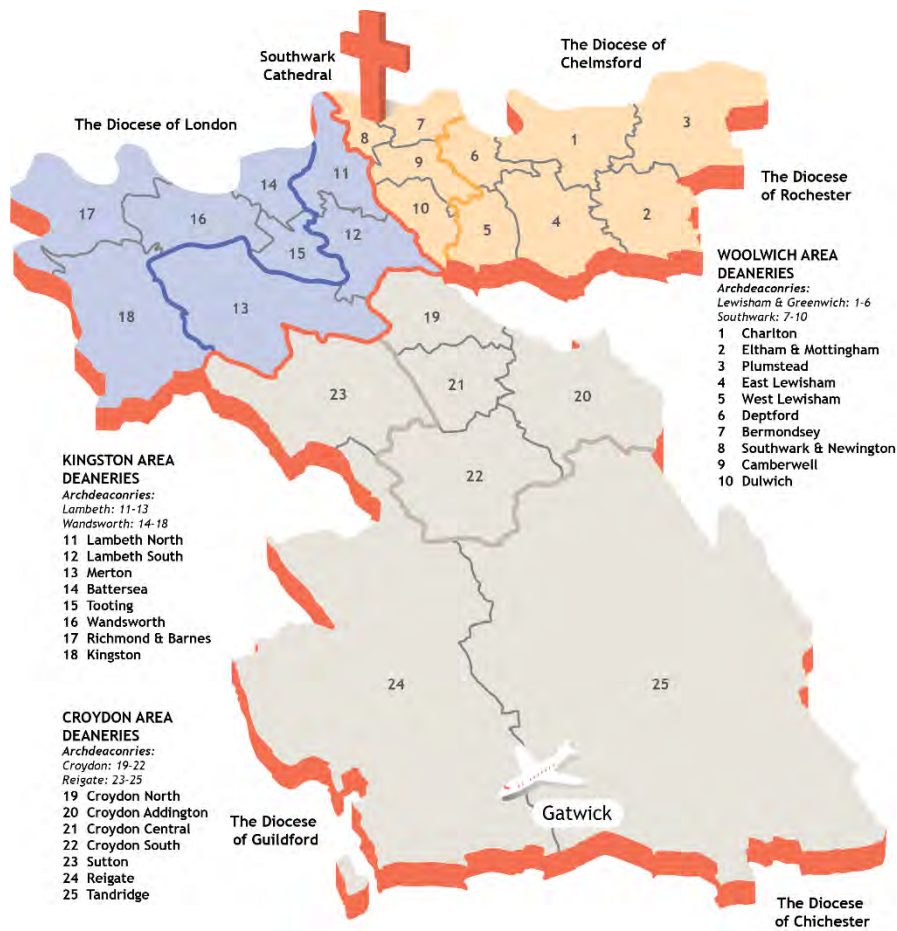
EWG	Environment Working Group
FFP	Fit For Purpose
Fx	Fresh Expressions
FxC	Fresh Expressions of Church
GDPR	General Data Protection Regulation
GS	General Synod
HfD	House for Duty
HoB	House of Bishops
HoC	House of Clergy
HoL	House of Laity
IME	Initial Ministerial Education
++Justin	Archbishop Justin
JPIC	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	<b>Mother's Union</b>
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
PGS	Parish Giving Scheme
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	<b>Setting God's People Free</b>
SGST	Southwark Good Stewards Trust
SLCF	South London Church Fund
SMT	Senior Management Team
SoP	Statement of Particulars
SPA	Southwark Pastoral Auxiliary
SPIDIR	Spiritual Direction Network
SSM	Self-Supporting Minister
SVDF	Southwark Vision Development Fund
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
UKME	United Kingdom Minority Ethnic
VA	Vocations Adviser
Vac & IL	Vacancies and Institutions/Licensings
VF	Vocations Forum
ViS	Vacancy in See
WEAO	Woolwich Episcopal Area Office

*September 2021*



## SOUTHWARK DIOCESAN SYNOD: CONSTITUTION AND STANDING ORDERS





## SOUTHWARK DIOCESAN SYNOD CONSTITUTION AND STANDING ORDERS

As approved by Diocesan Synod  
13 March 2021, effective from 1 August 2021

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*Diocesan Synod members in November 2019*

## INTRODUCTION BY THE PRESIDENT



A Diocese is both an administrative unit and a pastoral entity, 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 other's flourishing.**

In this context, we seek to discern the activity of the Spirit in every part of **our Diocese and to formulate our strategies in that activity's light.** The Diocesan Synod, and its members, play a key part in this discernment. Theirs is an active and responsible role. By debating the vision of the Diocese they help to shape its direction.

In both the last triennium and the one before, Synod has played its visionary and strategic role to the full. It approved overwhelmingly the current governance structure which has given us such a clear and transparent foundation on which we have built so many successes in recent years. It also elects three-quarters of the Diocesan Council of Trustees, who in turn work for the good of the whole Diocese and uphold the governance structure as our Board of Trustees and **Bishop's Council.**

In recent years, Synod has approved funds to support the establishment of the Multi Academy Trust, which is now self-financing. It has deliberated and approved the Lay Leadership and Lay Ministry report, approved the registration of the Diocese to seek Eco-Diocese bronze level status and assisted with the development of deaneries. In addition, it has approved new Deanery Synod Model Rules, supported Deanery Leadership Teams and approved a new Strategy for Deployment.

Synod has also approved the changes to the way parishes make their financial pledges, mandating the Parish Support Fund which has become such a bedrock in challenging times. Southwark Vision, as approved by Synod, draws us all together as we plan for, pray for and work towards a fruitful future for our parishes and the communities we serve across South London and East Surrey.

The Diocesan Synod Constitution and Standing Orders laid out in this document - necessarily in a formal, regulatory manner - will help all those involved in the important work of the Synod to understand its processes and regulations.

I commend them to your use and express thanks and appreciation for our partnership in the Gospel,

A handwritten signature in black ink that reads "Christopher Southwark". The signature is written in a cursive, flowing style.

The Rt Revd Christopher Chessun  
Bishop of Southwark

## GOVERNANCE & ADMINISTRATION: THE SOUTHWARK CONTEXT

### Background

In July 2015, the Diocesan Synod of the Diocese of Southwark approved the *Fit for Purpose Report* to unify and simplify Diocesan governance and administration in support of mission.

The result was the creation of an umbrella Diocesan Council of Trustees (DCT) which, since November 2015, has been the standing committee of the Diocesan Synod and whose members have trustee responsibilities and are simultaneously:

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

In 2017 the Articles of Association and Memorandum of Understanding in relation to the Southwark Diocesan Board of Finance 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.

The changes, which were reviewed by an external consultant during 2018 and found to be successful and robust, have unified meetings that used to deal separately with policy and finance, ensuring that areas of large expenditure and decisions about priorities are fully integrated. They have also enabled policy and finance decisions to sit alongside considerations about the shape of mission and ministry.

The DCT has two sub-committees: Audit and Risk, and Policy and Finance. Policy and Finance is the standing committee of the DCT. The Policy and Finance committee has two subcommittees: Investment and Remuneration. The Diocesan Minority Ethnic Anglican Concerns Committee and the Lay Council have also now been added to the formal structure as advisory bodies to the **Bishop's Council**.

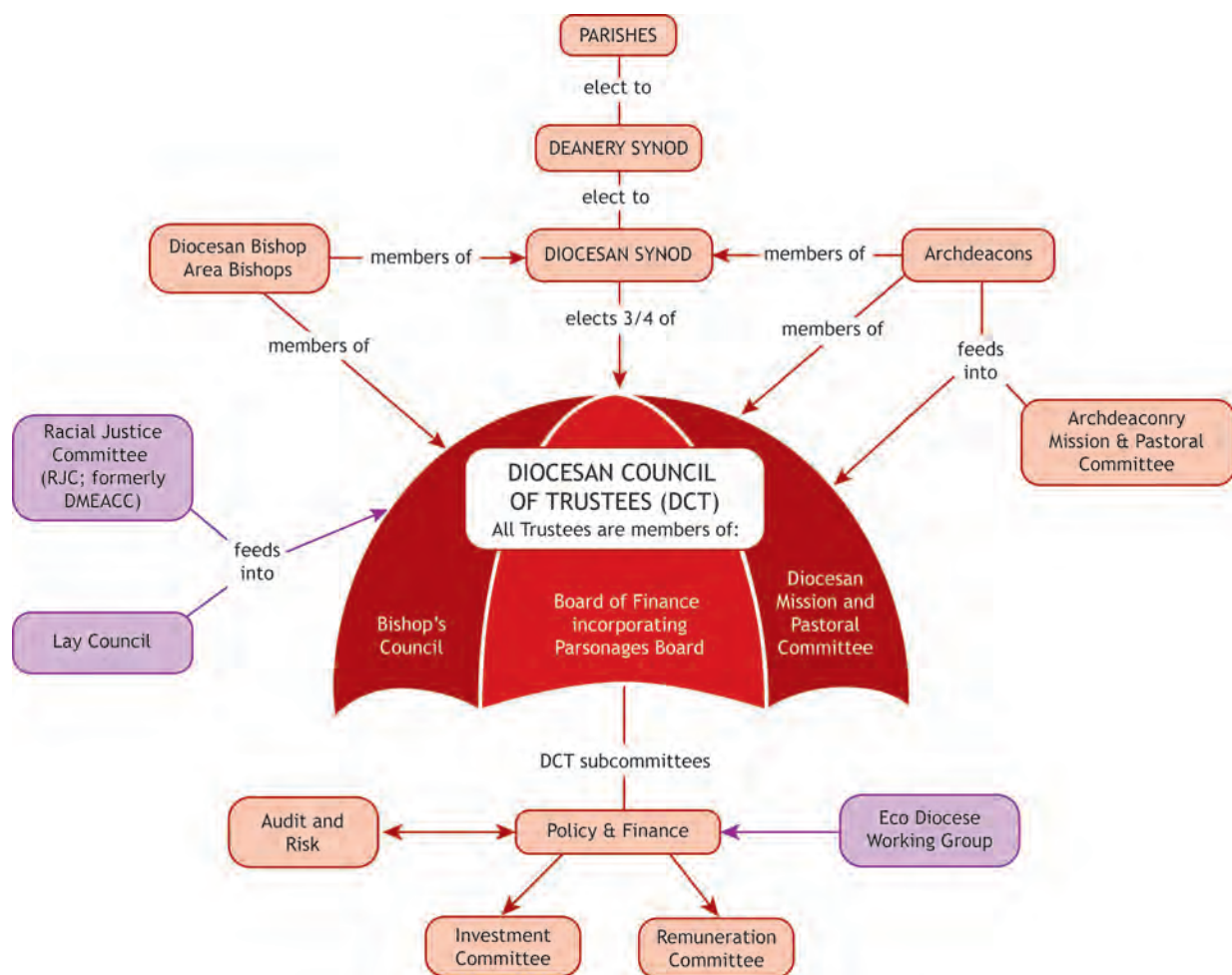
### Relationship with Diocesan Synod

Under the revised governance, the DCT comprises the Diocesan Bishop (President of the Diocesan Synod), Chair and Vice Chair of the Board of Finance (both laity), Area Bishops, Archdeacons, Chair of the Houses of Clergy and Laity of the Diocesan Synod, six clergy (two from each episcopal Area), 12 members of the laity elected by the House of Laity of the Diocesan Synod (including three from each Area) and up to six further lay members with up-to-date financial or other relevant expertise formally elected by the House of Laity of the Diocesan Synod. In addition, the Diocesan Bishop, after appropriate consultation may nominate up to four further members for their relevant and up-to-date expertise.

In this way, and in accordance with the Diocesan Boards of Finance Measure 1925, three-quarters of the membership of the DCT are elected by the Diocesan Synod. Of that three-quarters, two-thirds are also members of the Diocesan Synod. The 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**.

### Purpose of Diocesan Synod and the governance and decision-making structure of the Diocese

Diocesan Synod is our primary, elected, representative body and brings people, lay and clergy, together from across the Diocese. The links with parishes can be seen in the diagram on page 6.



The Diocesan Synod's primary purpose is to debate the vision and set the strategy and priorities for the Diocese. It might, in self-reflection, consider how far its debates are mission-focused. As a result of the changes to the Church Representation Rules in 2020, Synod's role in mission and ministry going forward will, for example, involve consideration of representation on Deanery Synods of Bishop's Mission Orders.

Diocesan Synod also considers resources and so it receives and agrees the Diocesan budget, **which does not become the budget without Synod's acceptance; it also receives and adopts the DBF accounts** which are presented to it by the Chair of the DBF. The responsibility for ensuring that these priorities and strategies are delivered within the budget approved by Synod is delegated to the Diocesan Secretary. The Diocesan Secretary is Company Secretary to the DBF which is the Trustee body in company and charitable law.

Before arriving at Synod, the budget in draft is presented to:

1. the Policy and Finance Committee, which is the standing committee of the DCT and holds the work of the Diocesan executive to account through the Diocesan Secretary and the Senior Management Team. It considers policies and resources, management accounts and Diocesan finances, and scrutinises the budget, usually at an all-day/overnight meeting, prior to recommending to the DCT
2. the DCT itself, which has an extended meeting to consider the draft budget in the light of the Southwark Vision, and its strategic and annual objectives, prior to recommending to Synod.

Further discussion of the purpose of the Diocesan Synod can be found in the *Handbook of Governance*<sup>1</sup>.

<sup>1</sup> [https://southwark.anglican.org/downloads/governance\\_handbook\\_v1\\_june2020.pdf](https://southwark.anglican.org/downloads/governance_handbook_v1_june2020.pdf)



## PREFACE: THE CONTEXT OF THE CHURCH OF ENGLAND MEASURES

1. Section 4(2) of the Synodical Government Measure 1969<sup>2</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 [it] them<sup>3</sup>;*
  - 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>4</sup>. As permitted by the Church Representation Rules, some provisions in these 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 in this document 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 in this document 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”.**

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

<sup>3</sup> In the Diocese of Southwark, the Diocesan Council of Trustees (DBF) considers the annual budget and objectives before these are put before the Diocesan Synod

<sup>4</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)

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 (see *Governance & Administration: the Southwark Context* pages 5-6).
9. Footnotes and cross-references contained in this document 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 in accordance with a Scheme made under the Church Representation Rules or under the Mission and Pastoral Measure 2011<sup>5</sup> or earlier equivalent legislation.
11. These standing orders supersede the “Constitution and Standing Orders 2015”.

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<sup>5</sup> <https://www.legislation.gov.uk/ukcm/2011/3/contents/enacted>

## 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>6</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. the Dean of Southwark Cathedral;
    - ii. the Archdeacons (or Acting Archdeacons);
    - iii. 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;
    - iv. 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;
    - v. the Chancellor of the Diocese (if in Holy Orders);
    - vi. the Chair of the Diocesan Board of Finance (if in Holy Orders);
    - vii. the Chair of the Diocesan Board of Education (if in Holy Orders and not a member of the House of Bishops); 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 Board of Education (if not in Holy Orders);
    - iv. the Chair of the Diocesan Advisory Committee (if not in Holy Orders);
    - v. the members elected from the Diocese to the House of Laity of the General Synod;
    - vi. 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

<sup>6</sup> CRR rule 29: <https://www.churchofengland.org/about/policy-and-thinking/church-representation-rules/church-representation-rules-online-part-4>



- c) not more than five members co-opted by the House of Laity of the Diocesan Synod, who shall be actual communicants aged 16 or upwards.
- d) The Diocesan Bishop may nominate not more than five additional members who shall be actual communicants aged 16 or upwards.

4. Elections<sup>7</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 31 May 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 500 members of the total of all the electors rolls of each Deanery (counted as at 31 May 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 by the Synod in order to maintain an adequate balance of clergy and laity representation<sup>8</sup>.

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>7</sup> CRR rules -35-42: <https://www.churchofengland.org/about/policy-and-thinking/church-representation-rules/church-representation-rules-online-part-4>

<sup>8</sup> CRR rule 43(1)(b): <https://www.churchofengland.org/about/policy-and-thinking/church-representation-rules/church-representation-rules-online-part-4>

## STANDING ORDERS<sup>9</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 Assistant 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 people entitled to attend and participate in Diocesan Synod meetings under SO 2, members of the press and general public are welcome to attend Diocesan Synod meetings as observers unless they are excluded on any occasion or for any item of business **at the President's discretion.**

### TERM OF OFFICE

4. The election of members of the 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. Terms of office can be extended in exceptional circumstances at the discretion of the President in accordance with Rule 78 of the Church Representation Rules.
5. Unless the House concerned or the President, whichever the case may be, fix 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 Diocesan Council of Trustees (DCT)), or as soon as is reasonably practicable after a casual vacancy occurs, 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 DCT.

### 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 nominations at any time. For the avoidance of **doubt, in these standing orders, "the Chair" refers to the Chair of the 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

<sup>9</sup> CRR Part 4: <https://www.churchofengland.org/about/policy-and-thinking/church-representation-rules/church-representation-rules-online-part-4>

conduct of proceedings be governed by any restrictions imposed upon members under the rules of debate (SO 33-57) if this is deemed by the Chair to be in the best interests of the smooth running and effectiveness of the Diocesan Synod.

## OFFICERS OF DIOCESAN SYNOD

### Secretary

9. The Diocesan Secretary or, in the event of incapacity, the Deputy 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 DCT;
  - e) perform such other duties as shall be assigned by the Diocesan Synod.

### Assistant Secretary

10. The Diocesan Secretary is aided by the Assistant Secretary to the Diocesan Synod, whose duties include liaising with members and preparation and support for Synod papers.

### Diocesan 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 DCT.

### Duties and responsibilities

12. Subject to any statutory provision and to these standing orders, the DCT, after consultation with the President and Chairs, shall determine the duties and responsibilities of the above officers in connection with the business of the Diocesan Synod.

## MEETINGS OF THE DIOCESAN SYNOD

### When and where held

13. The President shall summon not less than two meetings in each year at such times and in such places as agreed in consultation with the Vice-Presidents and the Diocesan Secretary.
14. Meetings of the Diocesan Synod may be held by electronic means using a suitable medium for discussion, debate and voting. Meetings may also be held in a *mixed-mode format*, with some members attending in person and others attending by electronic means. (see SO 17). The notice of a meeting shall specify whether it is to be held in person, by electronic means, or in mixed-mode format.

### Notice of ordinary meetings

15. The dates of ordinary meetings of the Diocesan Synod are normally published on the Diocesan website at the outset of each triennium, i.e. for the three years of the triennium. **Six weeks' notice must be given for a change to the date of an ordinary meeting, except in emergency.**

## Meetings by resolution or requisition

16. If the DCT decides to do this by resolution, or if the President receives a requisition for that purpose signed by not less than 30 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 of that **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.**

## Conducting business of Synod electronically

17. When necessary and appropriate, as determined by the President and the two Vice Presidents, the Diocesan Synod may conduct business electronically, including voting and elections. This is to allow the business of the Diocesan Synod to continue when it is meeting either by electronic means or in a mixed-mode format (see SO 14), which will normally be on the advice of the Diocesan Secretary.

## Notice of extraordinary meetings

18. In the 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 and in consultation with the Diocesan Secretary.** 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 in that notice may be transacted.

## Separate meetings of the Houses of Clergy and Laity

19. 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:
- a) the Chair of the House has so directed; or
  - b) the Diocesan Synod or the DCT has so directed; or
  - c) the Chair of the House receives a requisition for that purpose by not less than 20 members of the said House.

Subject to any directions by the Diocesan Synod or the DCT, 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

20. Subject to these standing orders and any resolution of the Diocesan Synod, the President and Vice Presidents shall settle the agenda for each Diocesan Synod meeting and shall determine the order in which the business included on the agenda shall be considered. In the event of the President and Vice Presidents not determining the timetable for the

agenda (SO 27(a)), the Chair may, with the consent of the Diocesan Synod, do so under SO 29.

21. Resolutions from Deanery Synods (SO 84) must reach the Secretary not less than 10 working days before the start of the meeting of the DCT preceding the relevant meeting of Diocesan Synod so that the President and Vice Presidents can discuss them with a view to their inclusion in the agenda paper of the next or a subsequent meeting of the Diocesan Synod. (The dates of DCT meetings are normally published on the Diocesan website at the outset of each triennium). It is advised that the Secretary or Assistant Secretary is alerted to resolutions from Deanery Synods as soon as the Deanery Synod has made the resolution to enable the President and Vice Presidents to be alerted.

#### Circulation

22. The Secretary or Assistant Secretary shall deliver by e-mail or hard copy an agenda paper and the minutes of the previous meeting to every member at least 21 days before an ordinary meeting or a meeting by resolution or requisition (SO 16) or, in the case of an **extraordinary meeting called at less than 21 days' notice, at the same time as the notice.** Members can normally arrange to collect the agenda by hand from the Diocesan office if preferred.
23. Reports and papers shall be delivered by e-mail to every member at least 14 days before an ordinary meeting or a meeting by resolution or requisition (SO 16) or, in the case of an **extraordinary meeting called at less than 21 days' notice, at the same time as the notice.** Presentations are not required to be sent in advance. Arrangements can be made for members to collect papers if preferred.
24. Agenda papers, reports and other papers may also be made available for download by members from the Diocesan website.
25. Agenda papers, reports and other papers that, owing to extenuating circumstances such as restrictions arising from national emergencies such as health pandemics or lockdown, do not meet the stipulations laid down in SOs 22-24 **may still be accepted at the President's discretion.**

#### BUSINESS OF DIOCESAN SYNOD

##### Permitted business

26. No business shall be considered by the Diocesan Synod other than:
  - a) business specified on the agenda or any paper relating to, or arising from, that agenda;
  - b) urgent and other specially important business added by the President and matters arising from it;
  - c) questions under SO 67 or matters arising from those questions.

##### Order of business

27. In considering the order of business, the President and Vice Presidents 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.

28. Deanery Synod motions (as defined in SO 84) shall normally be considered by the Diocesan Synod in the order in which notice is received by the Secretary, except that the President and Vice Presidents may vary the order and shall report to the Diocesan Synod the reasons for this.

#### Varying the order of business

29. The Chair may, with the consent of the Diocesan Synod or the President, vary the order of business. In any event it can be varied by a resolution of the Diocesan Synod.

#### Form and length of notice for business for Diocesan Synod

30. 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 or by post, not later than the period before the meeting specified below:
- a) motions and amendments arising from an item specified on the agenda paper or any paper relating to that item: 24 hours (see SO 51)
  - b) questions under SO 67: five working days.
31. Questions that, owing to extenuating circumstances such as restrictions arising from national emergencies such as a pandemic or lockdown, do not meet the stipulations laid down in SO 30 may still be accepted at the President's discretion.
32. Motions, and amendments to motions, arising from a debate on an item specified on the **agenda paper or any paper relating to it (known as "following motions") may, under SO 26(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 the Diocesan Synod to debate such motions or amendments; and
  - c) time is available to debate them.

A copy of such a motion or amendment shall be delivered in writing to the Secretary unless the Chair dispenses with this requirement (see also SOs 49-54).

#### RULES OF DEBATE (QUORUM)

##### Quorum

33. 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

34. The Chair shall, if requested by any member, take a count of the members present through the Diocesan Secretary and shall adjourn the meeting if a quorum is wanting. In the absence of such a request, no decision of the Diocesan Synod shall be invalidated by the absence of **a quorum unless the Chair's attention is called to it immediately after the vote is taken.**

## RULES OF DEBATE (GENERAL)

### Declaration of interest

35. 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 DCT.

### Order of speeches

36. 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 wishing to speak 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

37. Save as provided in these standing orders (SO 55(e)), no speech shall normally exceed five minutes or, in the case of a member introducing a report, normally 15 minutes, but the Chair may, at any time prior to a speech, lengthen or shorten either of these periods, provided that the Diocesan Synod is informed of the ruling, which shall be final.

### Breach of order

38. 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

39. A member may rise at any time to submit a point of order under these standing orders, even to interrupt another speaker, but shall make any such submission succinctly.

### Personal explanations

40. A member may ask permission to interrupt a debate to make a personal explanation but only to correct an important misunderstanding or misrepresentation of fact during that debate with regard to what has been said. 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

41. Except in the circumstances laid down in SOs 39 and 40, 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

42. A member may speak only upon a motion or amendment or as specifically provided under:

- a) permitted business under SO 26;
- b) points of order under SO 39;
- c) procedural motions under SO 55;
- d) personal explanations under SO 40;
- e) asking and answering questions under SOs 67-70.

#### Speaking more than once

43. A member shall not speak more than once upon the same matter, except:

- a) as provided in SOs 39, 40, 57(b), 57(c) and 69;
- 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 (SO 57);
- d) the mover of an amendment to a standing order (SO 93) may speak twice but the mover of any other amendment (SOs 49-54) has no right of reply except under (b) above.

#### 44. Moving motions or amendments

- 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 gave notice of it may be moved instead by some other member.
- c) A member may move following motions or amendments to following motions under SO 32 if the reasons given are acceptable to the Chair.
- d) When exercising a right of reply to a motion (see SO 57), a member shall not introduce any new matter and shall close the debate.

#### Withdrawal

45. 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

46. Except as provided in SOs 26, no motion or amendment to the same effect as, or dependent on, one which has been rejected within the preceding 12 months, and no motion to rescind a resolution passed within the same period, shall be proposed without leave of the DCT.

#### Division

47. The Chair may, with the consent of the mover, divide any motion or amendment so as to enable the Diocesan Synod to express its judgement separately upon each part of the motion or amendment.

#### 48. Special powers of the Chair

In the absence of any directions of the President and Vice Presidents under SO 20 to regulate the timetable of the meeting or of any overriding resolution of the Diocesan Synod, the Chair is authorised under SO 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

49. Except as provided in SO 50, any member may move an amendment to a motion and this amendment shall be disposed of before that motion is put (see also SO 53). Amendments accepted by the Diocesan Synod will be incorporated into the main motion before it is itself put to the vote.

### When not permitted

50. Amendments to the following shall not be permitted:

- a) a procedural motion under SO 55
- b) a motion in reply to any matter referred by General Synod
- c) a motion to receive a report.

### Delivery in writing

51. Before an amendment is moved, a copy of it must be delivered in writing to the Secretary at least 24 hours in advance of the meeting (see SO 30), unless this requirement is dispensed with by the Chair.

### Form and content

52. An amendment shall be a modification or variation of the main motion and shall not have the effect of negating it.

### Order of consideration

53. In the event of more than one amendment to a motion being 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 the Diocesan Synod best to express its mind.

### Proposer of an amended motion

54. Where an amended motion does not have the support of the proposer of the original or main motion, then the person who proposed the amendment will take over as the proposer of the amended motion.

## RULES OF DEBATE (PROCEDURAL MOTIONS)

### Content

55. Subject to these standing orders, the following procedural motions may, with the consent of the Chair, be moved with or without notice but not if they 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.

56. 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.

57. The following rules of debate will apply:

- a) “**Next business**”
  - If moved it will be put immediately without discussion.
  - if carried - the original motion may not be reconsidered during the same meeting of the 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 the Diocesan Synod as the case may be, will immediately stand adjourned. In the case of adjournment of the meeting of the Diocesan Synod, business will be resumed at the next meeting with an adjourned debate at the direction of the DCT.
  - 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 in the limit.
- 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 the Diocesan Synod. Such a motion shall not be deemed to have been carried unless more than two-thirds of the members present are in favour.

## VOTING

### Assent of three houses

58. 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.

Where a vote by Houses has been taken in a particular matter (other than a matter to which SO 60 applies) and the President (if present) so directs, that matter shall be deemed to have the assent of the House of Bishops only if the President is among the majority of the members of that House who assent. Such a 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

59. 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 SO 60, other matters shall be decided in the same way, with the assent of the three Houses being presumed unless the Chair directs, or any 10 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 66).

### Matters referred by General Synod under Article 8

60. 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. 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 78).

### Voting by Houses

61. A separate vote of each House shall be taken:

- a) on any matter referred by the General Synod to the Diocesan Synod (see also SOs 60 and 78)
- b) when the Chair directs, or any 10 members, require a separate vote to be taken as laid down in SO 59.

### Majority required for decisions

62. Regardless of whether or not a separate vote is taken (see SO 61), and subject to any statutory requirements, decisions of the Diocesan Synod shall require the favourable votes of a majority of members present and voting. The only exception is that a motion to suspend a standing order (SO 55(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

63. 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 58).

#### Opinion of President

64. The President shall have a right to require that his/her opinion on any matter be recorded in the minutes.

#### Voting rights of the Chair

65. The Chair shall (subject to the rights of the President under SOs 58 and 63) have the same voting rights as other members and shall have no additional casting vote.

#### Mode of voting

66. On putting any matter to the vote, the Chair shall either:
- a) take a show of hands, the result of which as announced by the Chair shall be conclusive except if the Chair or any 10 members of the Diocesan Synod 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 a majority of members present; or
  - c) if the Diocesan Synod is being held by electronic means or in a mixed-mode format, the Chair will administer the vote in a way that allows all members to have a say (this may be with a virtual show of hands, if such an electronic function is available, or a ballot). The Presidents and Vice Presidents, as advised by the Diocesan Secretary, will seek to be assured of resilience and reliability in the event of a vote that is not overwhelmingly carried or overwhelmingly rejected.

A count of hands (or a ballot) shall always be taken on a vote by Houses.

#### QUESTIONS

##### To whom addressed

67. Apart from questions which in the opinion of the President are not relevant to the business of Diocesan Synod, and subject to due notice under SO 30(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.

A member may ask up to two original questions at any meeting. A member who has asked a question may ask one supplementary question in respect of each such original question.

Formal questions are to be sent to the Assistant Secretary.

#### Content

68. 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, nor for the solution of an abstract legal question or a hypothetical problem, nor 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

69. If the person of whom the question is asked is a member or officer of the Diocesan 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 the Diocesan Synod is represented be answered by a member representing Diocesan Synod on that body.

70. Form of reply

- a) Prior to a meeting of the Diocesan Synod, the Secretary may determine whether a question should be answered in writing or given orally and, subject to any such directions, the Chair may also determine this 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 SO 67.
- 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 DCT)

71. Composition

The DCT shall consist of the following (who shall also comprise the membership of the **Bishop's Council, the Diocesan Board of Finance (DBF), the Diocesan Mission and Pastoral Committee** and the Diocesan Parsonages Board, which four bodies shall form the DCT):

- 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 DBF, nominated by the Diocesan Bishop, elected by the DBF and ex-officio thereby a member of the House of Laity.
  - ii. The Vice Chair of the DBF, nominated by the Chair from among the members and elected by the Diocesan Council of Trustees (DBF).
  - 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 relevant and up-to-date expertise. Of these, not more than two shall be clergy and all shall have full voting rights.

## 72. 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 the Diocesan Synod cease to be eligible for the DCT as members of Synod when they are no longer on Synod, save that membership of the DCT 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 DCT for one term of three years upon having served for three consecutive terms of three years.
- b) Nominated members normally serve for one or two consecutive terms 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 apologies and acceptance of apologies shall be deemed to have resigned.

## 73. Officers

The officers of the DCT shall be as follows:

- i. the President of the Diocesan Synod shall be the Chair
- ii. the Vice Presidents of the Diocesan Synod shall be the Vice Chairs
- iii. the Secretary of the Diocesan Synod shall be the Secretary.

## 74. Purpose

The DCT is the standing committee of the Diocesan Synod. It:

- 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 the Diocesan Synod in accordance with an agreed cycle or exceptionally on the recommendation of the Policy and Finance Committee;
- iv. **may carry out the Diocesan Synod's work when Synod is not in session;**
- v. advises the Bishop when the Bishop so requests;
- vi. **is subject to the Diocesan Synod's direction, plans its business and initiates proposals for action.**

## OTHER COMMITTEES

- 75. The Diocesan Synod shall have the power to establish such committees and their terms of reference as it considers fit or as required by law.
- 76. The DCT shall have the power to establish committees or working or task groups or other bodies and their terms of reference as it considers fit.

77. The DCT and committees of the 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.
78. The conduct of elections to committees or groups shall, subject to these standing orders, be in accordance with any directions by the President and Vice Presidents.
79. The DCT (Diocesan Board of Finance) approves the budget and accounts for presentation to the Diocesan Synod.

#### REFERENCES BY GENERAL SYNOD

80. When a reference is received from the General Synod, the DCT shall ensure that, as far as is **practical, members of the 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.
81. 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.
82. 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 SO 60. 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 a statement shall be moved on behalf of the DCT 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 from them may, if otherwise in order, be moved by any member or members.
83. 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 General Synod.

#### MATTERS RAISED BY AND REFERRED TO DEANERIES AND PARISHES

##### Matters referred by Deanery Synods

84. A Deanery Synod may submit to the Diocesan Synod a motion on any matter of general church interest or on any matter affecting the Deanery or any parish within the Deanery. After consideration by the President and Vice Presidents this may be moved in the 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

85. 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 SO 84.

#### Notice of motion to the Diocesan Synod

86. Notice of a motion to be moved in the Diocesan Synod under SO 84 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

87. Following a motion by a Diocesan Synod member, the Diocesan Synod may 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.

88. The Secretary of the Diocesan Synod shall advise the Secretary of each body concerned of the need for information as directed by the Diocesan Synod or the DCT and shall request that replies be framed in the common form prescribed by the DCT with a date for reply not less than three months from the date of referral.

#### FINANCIAL BUSINESS

##### **The Board of Finance as Diocesan Synod's financial executive**

89. **The Diocesan Board of Finance (hereinafter referred to as “the Board (DCT)”) is, under the Diocesan Boards of Finance Measure 1925 (as amended), the financial and legal executive of the Diocesan Synod with functions and powers as contained in its Memorandum and Articles of Association. It acts as a committee of Diocesan Synod.**

##### **The Board's reporting procedures to the Diocesan Synod**

90. The Board (DCT) shall produce each year for Diocesan Synod members a report and audited accounts for the previous financial year, as well as a draft budget for the following financial year which takes 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 the 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 the Diocesan Synod determined by the President and Vice Presidents.



## Regulation of financial business in the Diocesan Synod

91. **Motions and amendments moved during the debate on the following year's draft budget and** relating solely to it will, subject to due notice under SO 30(b), be in order during that debate.
92. No motions or amendments (other than those covered in SO 90 which directly or indirectly have the net effect of increasing expenditure and/or reducing income previously agreed by the Diocesan Synod for the current or following year will be in order unless:
- a) the motion or amendment refers the matter to the Board (DCT) for their consideration; or
  - b) the motion or amendment is moved by a member of the Diocesan Synod authorised by the Board (DCT).

## PROCEDURAL DEFECTS

93. A duly summoned meeting of the Diocesan Synod or of any of its committees shall, by approving and authorising the signing of the minutes of the preceding meeting, validate that meeting and its proceedings regardless of any defect in the procedure for summoning or conducting it, provided that, if and when any such defect becomes known and without undue delay, the Secretary notifies members (of the Diocesan Synod or the committee as the case may be) of the nature of the defect and of the meeting at which such minutes are due to be approved, and invites comment (if any) upon the defect.

## AMENDMENT OF STANDING ORDERS

94. A motion for the amendment of these standing orders shall not be moved before it has been considered by the DCT. The DCT shall report to the Diocesan Synod, orally or in writing as it thinks fit, with its views on the implication of each proposed amendment before the original (or amended) motion is moved.

## MISCELLANEOUS

95. In any situation in which any difficulties arise which cannot be resolved by reference to these standing orders, the President shall have the power to give any directions which he/she considers expedient for the purpose of removing the difficulties.

## PROCEDURAL POLICY FOR TRUSTEES and COMMITTEE MEMBERS ETHICAL PRACTICES 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 make an annual statement of eligibility, responsibility and conflicts of interest, using the form in Appendix A.

## 2. Conflicts of interests

- 2.1. 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.
- 2.2. 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.
- 2.3. 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.
- 2.4. 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.



Appendix A  
South London Church Fund and Southwark Diocesan Board of Finance  
(SLCF & SDBF)

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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 in the table of interests 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 in the table of interests 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 in the table of interests 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 in the table of interests 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.

## 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.

### Role 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 Diocese 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 principal 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 **diocese and the General Synod, the Archbishop's** Council and the Church Commissioners and other relevant bodies to enable good practise and innovation to be shared and developed.

# The Diocese of Southwark Anti-Racism Charter

Strategies for enhancing ethnic diversity and inclusion





*“There is no longer Jew or Greek, there is no longer slave or free, there is no longer male and female; for all of you are one in Christ Jesus.”*

– Galatians 3:28

2020 is a year that will not be forgotten for generations to come. The worldwide COVID-19 Coronavirus pandemic wreaked havoc upon the health and economic well-being of people, communities and countries large and small, developed and less developed, in ways that will be felt for years to come. It also highlighted the structural inequalities that exist between and within countries, as poorer, more marginalised **communities have been disproportionately affected** by the impact of the virus<sup>1</sup>.

At the same time, the spectre of racism and racial **injustice was horrifically displayed on TV screens** throughout the world in late May 2020, as viewers watched the callous killing of African-American George Floyd, over a period of 8.46 minutes, at the knee of a white Minnesota policeman. The **officer’s cruelty and the lack of action from those** around him clearly demonstrated the racism that still pervades our world. Centuries after the **historic trafficking of humans from Africa, their**

enslavement and the development of eugenics **and racial stratification according to skin colour**, we still see this mechanism for discrimination and inequality in our world.

Being anti-racist is not the same as simply not being racist. It is not enough as a Diocese not to be racist; instead we must actively counter, disrupt **and oppose racial injustice. This isn’t an easy** task; it takes introspection as well as continued intentional action and is not a static description of ourselves. Despite our Christian injunction to believe and behave as if we are all one in Christ, the deep inequalities that exist between and within **groups of people of different colours, cultures and** ethnicities persists, and persists within churches also<sup>2</sup>. As Ibram X Kendi writes:

“One either allows racial inequities to persevere, as a racist, or confronts racial inequities, as an antiracist. There is no in-between safe space of **‘not racist’**. The claim of **‘not racist’ neutrality is a** mask for racism.”<sup>3</sup>

## Black Lives and Black Voices Matter

**George Floyd’s death escalated the Black Lives Matter**<sup>4</sup> (BLM) protests of the USA into a worldwide

<sup>1</sup> In the UK, people from minority ethnic communities have proportionally higher death and infection rates, in part due to their socio-economic and health status. They are more likely to have underlying health conditions, or work in key worker or front-line roles, or live in intergenerational houses, and thus be more exposed to the virus: <https://www.ons.gov.uk/peoplepopulationandcommunity/healthandsocialcare/conditionsanddiseases/articles/whyhaveblackandsouthasianpeoplebeenhit hardestbycovid19/2020-12-14>

<sup>2</sup> In 2006 the General Synod of the Church of England issued an apology, acknowledging the part the Church itself played, **through the actions of individuals and agencies, in perpetuating and profiting from historic slavery and the exploitation of** and discrimination against people based on the colour of their skin. The General Synod voted in February 2020 to apologise for racism experienced by United Kingdom Minority Ethnic (UKME) people in the Church of England since the arrival of the Windrush Generation. Speaking to General Synod, the Archbishop of Canterbury, The Most Revd Justin Welby, said there was “no doubt” that the Church of England was still “deeply institutionally racist”. The National Church has established an Anti-Racism **Taskforce, and in 2021 will set up an Archbishops’ Commission on Racial Equality. The Commission will address the justified anger** surrounding the continuation of structures of racism and racial injustice within Church Institutions.

<sup>3</sup> Ibram X Kendi, *How to Be an Antiracist*, Penguin Random House, 2019.

<sup>4</sup> Black Lives Matter is a movement that began as a groundswell community action to protest the killing of African American teenager Trayvon Martin and the acquittal of George Zimmerman of his murder in 2013. The movement began with the use of **the hashtag #BlackLivesMatter on social media. As defined by Wikipedia, Black Lives Matter (BLM) is “a decentralized political** and social movement protesting against incidents of police brutality and all racially motivated violence against black people”. **While there are specific organisations such as the Black Lives Matter Global Network that label themselves simply as “Black Lives Matter”**, the Black Lives Matter movement comprises a broad array of people and organisations. The slogan “Black Lives Matter” itself remains untrademarked by any group. The broader movement and its related organisations typically advocate against police violence towards black people as well as for various other policy changes considered to be related to black liberation.



Lambeth and Dulwich Deaneries' Black Lives Matter event in 2020 © Eleanor Bentall.

movement demanding racial justice now. This also catalysed individual and societal institutions in the UK, government, civil society and the wider Church to intensify the long overdue work to bring about racial justice<sup>5</sup> and reconciliation. Any tolerance **of inequality on grounds of race devalues God's** creation, and churches undertook once again to confront the sinful reality of persistent and pernicious racism in their structures. There is much to repent of and still much work to do.

As a Diocese, Southwark is very aware of the way in which the concerns of Black Lives Matter touch every aspect of church life, our leadership and

governance and our buildings and their history. We believe that the local parish and National Church Institutions should play a leading role in changing our structures to ensure they value and represent people of all ethnicities and backgrounds. In the Diocese we have been trying to make changes to our structures and processes for the past 20 years. After the publication of the 2000 report on institutional racism in the structures of the Diocese of Southwark, we committed ourselves to **implementing the report's findings and working** to address racism and injustice<sup>6</sup>. We have done so through education and training, and through our

<sup>5</sup> Race/racism is inextricably linked to the use and abuse of power and privilege of one group of people over another, often **those visibly different**. Sadly, in the 21st century racism and racial injustice continues to cause incalculable harm to people and societies all across the world. Systemic/institutionalised racism and racialised inequalities remain inherent in many societal institutions and negatively impact on minority ethnic communities as they relate to those institutions — including education, housing, the criminal legal system, health institutions, schools and sadly also in the Church. Racial justice programmes strive to create a world where all are treated equally, irrespective of their colour, culture or ethnicity, and systems of racism are dismantled, resulting in equitable opportunities and outcomes for all.

<sup>6</sup> <https://southwark.anglican.org/wp-content/uploads/2021/02/inquiry.pdf>





Standing Together rally against knife crime, held in Trafalgar Square in 2019.

Diocesan management oversight structures such as the Diocesan Minority Ethnic Anglican Concerns Committee (DMEACC) and the local action focus of the Episcopal Area Minority Ethnic Anglican Concerns Committees (MEACCs).

This work continues but there must be renewed urgency to our actions amid rising concern about **insufficient progress towards racial justice, equality and inclusion** in our organisation. It is time to embed this work strategically into our governance structures for the Diocese and the parishes and also in our liturgy, our preaching and teaching, our prayers and our everyday actions as we live out **God's love in the world. This will of course include** working in partnership with the Southwark Diocesan Board of Education (SDBE) and our schools, acknowledging their long-standing equality policies which emphasise recognising and respecting **difference and celebrating diversity.**

We recommit ourselves to this transforming work to become a truly anti-racist organisation. We intend to do this by embedding the three key principles of this Anti-Racism Charter<sup>7</sup> (ARC) in our Diocesan strategic response to issues of racism, racial **inequality and racial injustice and indifference.**

### Southwark ARC: key principles

**An explicit theological understanding that God's kingdom is multi-ethnic**, and that it is through our baptismal covenant that we recognise and respect the dignity of every human being and our unity in Christ.

An intentional focus in our theological studies, liturgy, teaching, prayer, word and work to take strategic and practical actions to combat racism and racial inequality.<sup>8</sup>

A clear strategy for increasing and sustaining diversity in our governance structures at Diocesan

<sup>7</sup> The charter must not simply be a plan of action but should be covenantal in its nature.

<sup>8</sup> This is not simply about individual clergy formation but also our corporate formation in being intrinsically grounded in this explicit theological understanding and informed by diverse voices and experiences.

and parish level, so as to ensure representation and participation of people from diverse ethnic backgrounds at all levels of our organisation.

## Southwark Vision and ARC commitments

Our Diocesan vision, based on the Five Marks of Mission<sup>9</sup>, is rooted not only in proclaiming and **teaching God's love and justice but also in seeking to transform unjust structures in the Church and in the world.** The Diocese is committed to challenging racism in our church and the wider society, recognises the need to create a more diverse Church, and is fully committed to:

- learning more about the way in which past and present Church collusion in institutional **racism and ethno-cultural differentiation** continues to impact on United Kingdom **Minority Ethnic (UKME – we no longer use the BAME acronym<sup>10</sup>) community members'** participation in church. This will include relevant work on the history and contributions of diverse people to our Church as well as the history of our buildings and memorials
- creating safe and trusting spaces to have honest and open conversations about race and racism, racial inequality, power and privilege, and actively listen to the voices of those **impacted and affected by the issues, from UKME and white communities**
- providing training and mentoring and

opportunities for leadership development for people from diverse heritages

- working to close any gaps that exist between UKME and white experiences of engagement with the Diocese
- engaging our parishes and equipping them to engage constructively with the Charter and the practical change it hopes to bring about
- collaborating with our training institutions and schools on issues of diversity and inclusion.

This focus on anti-racism and concomitant strategies for enhancing ethnic diversity and **inclusion fit within our Diocesan Vision of ensuring the fruitful future of a Church for all which reflects our diverse community in membership and leadership** as we seek to transform unjust structures of society, to challenge violence of every kind, and pursue peace and reconciliation<sup>11</sup>. We need to put our own house in order before we can work alongside others in civil society and government institutions to make the necessary changes in our society. We acknowledge that whatever is done must have real outcomes with positive and intentional action to redress inequities.

## ARC: Action Plan for leadership development

Our Diocesan commitment ranges from working to embed greater participation in governance

<sup>9</sup> <https://www.anglicancommunion.org/mission/marks-of-mission.aspx>

<sup>10</sup> We mark here a shift away from the acronym BAME to UKME, which is more inclusive of colleagues who did not see themselves as falling within a Black or Asian categorisation. This includes our community members from Korea, China, Hong Kong and Singapore, and Latin America, among others. This term (unlike BAME) has come into usage as it recognises that people coming from global majority ethnic heritages and living in the United Kingdom are only minority ethnic in that context. The term "People of the global majority" acknowledges that **Black, indigenous, and people of colour represent more than 80% of the world's population** and points to the demographic inaccuracy of the "minority" terminology. The 2020 #BAMEOver survey looked into the terms that are most often used to refer to black or brown people from Africa, the Caribbean and the Indian subcontinent and found that "BAME" is not only no longer unreservedly accepted but in many academic papers it is being vigorously contested as it assumes and confers a shared homogenous identity and history for people coming from a wide range of ethnic and cultural backgrounds and history. It is important to also note that this discussion on ethnicity, colour, culture and nomenclature is evolving. It is further important to consider the impact of intersectionality on equal opportunity. Intersectionality means recognising that **people's identities are shaped by multiple factors (the many personal characteristics that make up an individual).** Protected characteristics cannot be treated as discrete identities, as they can quite often overlap when discrimination occurs. An awareness of intersectionality creates a much better understanding of the differences among individuals.

<sup>11</sup> The fourth Mark of Mission of the Anglican Communion.





Diocesan UKME Vocations Event held at Wychcroft in 2019.

structures as well as lay and ordained posts, to improved learning and education. The Action Plan for Leadership Development links the three key Diocesan ARC principles to a 12-point programme **that will allow us to listen to the different voices** of UKME people from global majority heritages, to build up capacity through targeted training and development, to strengthen leadership skills and experience and to increase vocations and appointments in pipeline and senior roles, and to encourage and support our parishes and their leadership teams to engage with issues of racial justice<sup>12</sup>.

**This plan is clearly only the first stage of a** programme of action. Each bullet point will have its own detailed action plan and process for engagement, implementation and progress, which can be monitored, reviewed and evaluated

to demonstrate progress. Every department in the Diocese will be included and will be expected to embed and enable this work in their own departmental programmes<sup>13</sup>.

The Diocesan Turning up the Volume action plan includes:

- **Bishop's Staff Meeting intentionality and accountability for increasing UKME vocations and expanding the numbers of UKME post holders recruited, overseen by a senior lead on diversity and inclusion on the Bishop's Staff team**
- revised recruitment, discernment and selection processes for lay/ordained posts including training on issues of race equality and unconscious bias
- increasing the number of UKME post-holders **recruited, both lay and ordained, and offering support for the progression of UKME clergy in pipeline leadership roles**
- providing mentoring for leadership for lay/ordained UKME clergy, lay ministers and lay leaders (including support and mediation if relevant) and safe spaces for discussion along with networking opportunities
- increasing diversity in representative participation on Synodical and Diocesan and parochial governance structures, particularly encouraging younger UKME emerging leaders
- increased participation of UKME advisers in the vocational discernment team and support for those taking part in the process
- unconscious bias and racial awareness training at all levels of Diocesan institutions, including deaneries and parishes, together with other training courses that look at theology, power, privilege, prejudice, and intercultural competence and intersectionality
- embedding the work of the Area MEACCs

<sup>12</sup> Some may feel that this issue does not affect them, but there is nowhere in this Diocese, or even this country, where issues of diversity and inclusion are not raised. For example, on 4 February 2021, a church in Rottingdean, Sussex was forced by the Diocesan Chancellor to remove grave headstones because of the derogatory and racist language inscribed on them, and have them re-inscribed.

<sup>13</sup> The ARC plan for each area of Diocesan life must include programming, engagement, action, change, evaluation, review and if necessary revision, and must reach to parish level as well as to Diocesan strategies if it is to be effective.

within the Area Diocesan structures, offering practical support for parishes to enable them to engage with the ARC and the Diocesan action plan in their parochial and congregational context. This will include liturgical resources and educational materials on racial equality that promote the ongoing aspects of relationship building, repentance, reconciliation and healing

- promoting, celebrating and marking Black History Month and Racial Justice Sunday at every level of church life, providing liturgical support, celebrating the contributions and achievements of local UKME members, and partnering with other institutions and organisations to deliver events that focus on racial justice
- **robust data collection and effective** monitoring of race, ethnicity and diversity data
- benchmarking and monitoring Diocesan actions against national strategies and indices of race equity and equality and providing an annual report.

## ARC: historic monuments and plaques

In Britain, the BLM protests instigated a national conversation on Black British history and the nature **and effect of the country's historic slave trading past on contemporary racialised attitudes and systemic racism. The removal of Edward Colston's statue in Bristol has prompted consideration of the removal of other statues, monuments and other memorabilia linked to the slave trading past in public places in the UK, including in some historic churches<sup>14</sup>.**

Monuments and plaques are physical historic symbols commemorating and/or celebrating past events and the people who were engaged in those events, and may be appreciated or valued for the associations and meaning linked to them. The

Diocese recognises that there will be a number of churches in the Diocese with historical links to the slave trade. There are serious arguments put forward for either the retention or removal of contentious monuments and plaques in sacred spaces. However, we are not encouraging churches to simply remove such memorials, but to engage **in research and reflection and find ways to tell the history of the building and the memorial through a re/discovery of the past<sup>15</sup>.** This is not about either revising history or being blind to the implications of the past.

Rather it is about encountering history with gospel eyes.

The Diocese will work through the Archdeacons and the Diocesan Advisory Committee (DAC) and National Church guidance to provide relevant advice on issues that may arise regarding retention, relocation or removal.

## Conclusion

**Racism is an affront to God. It is a sin, born out of the denial that all human beings were created equal in God's image and that all are one in Christ.** Racism, racial injustice and racialised exploitation, through structures such as historic or modern-day slavery, have no place in society or church institutions. Acknowledgement of the anti-slavery campaigns of Wilberforce, Clarkson and Equiano does not obviate the fact that, for hundreds of years, racialised theology and biblical interpretation were used to justify Church collusion with the enslavement and racial denigration of people of African heritage. Racialised attitudes of white Christian superiority also undergirded the post-slavery movement of Asians from the Indian subcontinent to Africa and the Caribbean through indentured servitude in the 19th century.

<sup>14</sup> <https://historicengland.org.uk/whats-new/statements/slavery-heritage-research-audit/>

<sup>15</sup> This advice is similar to that of the Director of Churches and Cathedrals at the Church of England, who also acknowledges that "it is not possible to provide a single position which could apply to all circumstances and which would satisfy all legitimate viewpoints", and "dialogue alone is not sufficient, and must have real outcomes. These may include the alteration or removal of monuments. However, this must be done safely and legally, and we do not condone illegal acts".

## 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 notice
 and 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 alteration<sup>1</sup> 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.

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<sup>1</sup> 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).



**THE COMPANIES ACT 2006**

**A COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**OF**

**SDBE MULTI-ACADEMY TRUST**

**as amended by special resolution dated 30<sup>th</sup> July 2019**

Multi Academy Trust Model for Church of England Schools

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**SDBE MULTI-ACADEMY TRUST**

**INTERPRETATION**

1. In these Articles:-

- (a) "the Academies" means all the schools referred to in Article 4 and operated by the Company (and "Academy" shall mean any one of those schools);
- (b) "Academy Financial Year" means the academic year from 1<sup>st</sup> of September to 31<sup>st</sup> of August of the following year;
- (c) "the Articles" means these Articles of Association of the Company;
- (d) "Chief Executive Officer" means such person as may be appointed as the Chief Executive Officer of the Company;
- (e) Not used;
- (f) "Church Academy" means academies designated as having the character mentioned in Article 4(a);
- (g) "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect;
- (h) "Clerk" means the clerk to the Directors or any other person appointed to perform the duties of the clerk to the Directors, including a joint, assistant or deputy clerk;
- (i) "the Company" means, save as otherwise defined at Article 6.9, the company intended to be regulated by these Articles and referred to in Article 2;
- (j) "Diocese" means the Church of England diocese in which the Academies are situated;
- (k) "Diocesan Board of Education" means that body constituted under the Diocesan Boards of Education Measure 1991 for the Diocese and any successor body

## Multi Academy Trust Model for Church of England Schools

(Southwark Diocesan Board of Education Incorporated (company number 00086641));

- (l) “Diocesan Board of Finance” means the Diocesan Board of Finance for the Diocese (the South London Church Fund & Southwark Diocesan Board of Finance (company number 00236594));
- (m) “the Directors” means, save as otherwise defined at Article 6.9, the directors of the Company (and “Director” means any one of those directors), subject to the definition of this term at Article 6.9(b) in relation to Articles 6.2-6.9;
- (n) “Financial Expert” means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- (o) “the LAs” means all the local authorities covering the areas in which the Academies are situated (and “the LA” shall mean any one of these local authorities);
- (p) “Local Authority Associated Persons” means any person associated (within the meaning given in section 69(5) of the Local Government and Housing Act 1989) with any local authority by which the Company is influenced;
- (q) “Local Governing Bodies” means the committees appointed pursuant to Articles 100-102 and 104 (and “Local Governing Body” means any one of these committees);
- (r) “Member” means a member of the Company and someone who as such is bound by the undertaking contained in Article 8;
- (s) “the Memorandum” means the Memorandum of Association of the Company;
- (t) “Office” means the registered office of the Company;
- (u) “Parent Directors” means the Directors elected or appointed pursuant to Articles 53 – 56 inclusive;
- (v) “Parent Local Governor” means the parent member of a Local Governing Body elected or appointed in accordance with Articles 54-56;
- (w) “Principals” means the head teachers of the Academies (and “Principal” means any one of these head teachers);
- (x) “Principal Regulator” means the body or person appointed as the Principal Regulator under the Charities Act 2011;
- (y) “Relevant Funding Agreements” means the agreement or agreements entered into by the Company and the Secretary of State under section 1 of the Academies Act

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2010 for the establishment of each Academy, including any variation or supplemental agreements thereof;

- (z) “Reserved Teacher” has the same meaning given to the term “reserved teacher” in section 58(2) of the School Standards Framework Act 1998 namely a teacher who is (i) selected for their fitness and competence to give religious education as is required in accordance with arrangements under paragraph 3(3) of Schedule 19 to that Act (arrangements for religious education in accordance with the Object and the school’s trust deed); and (ii) is specifically appointed to do so;
- (aa) “Scheme of Delegation” means an instrument by the Directors delegating such powers and responsibilities of the Directors as may be appropriate for them to delegate to the Local Governing Bodies consistently with the Object;
- (bb) “the seal” means the common seal of the Company if it has one;
- (cc) “Secretary of State” means the Secretary of State for Education or successor;
- (dd) Not used;
- (ee) “Staff Governor” means an employee of the Company who may be elected and appointed as a Director pursuant to Article 50;
- (ff) “Teacher” means a person employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher at one or more Academies;
- (gg) “Trustees” means those trustees holding the schools’ sites and providing them to the Company for use and occupation by the Academies;
- (hh) “the United Kingdom” means Great Britain and Northern Ireland;
- (ii) words importing the masculine gender only shall include the feminine gender. Words importing the singular number shall include the plural number, and vice versa;
- (jj) subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act 2006, as appropriate;
- (kk) any reference to a statute or statutory provision or measure shall include any Act of Parliament or Measure of the General Synod and any statute Measure or other legislative provision which replaces or supersedes such statute or statutory provision or measure including any modification or amendment thereto.

## Multi Academy Trust Model for Church of England Schools

2. The Company's name is SDBE Multi-Academy Trust (and in this document it is called "**the Company**").
3. The Company's registered office is to be situated in England and Wales.

### OBJECTS

4. The Company's object ("**the Object**") is specifically restricted to the following:
  - (a) to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing Academies which shall offer a broad and balanced curriculum and which shall include:
    - (i) Church of England schools designated as such which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and having regard to any advice issued by the Diocesan Board of Education; and
    - (ii) other Academies whether with or without a designated religious character; but in relation to each of the Academies to recognise and support their individual ethos, whether or not designated Church of England.
5. In furtherance of the Object but not further or otherwise the Company may exercise the following powers:
  - (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company;
  - (b) to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
  - (c) (subject to such further consents as may be required by law or as may be required from the Trustees as landlords/licensors where this is the case) to acquire, alter, improve and charge or otherwise dispose of property;
  - (d) subject to Article 6 below to employ such staff, as are necessary for the proper

## Multi Academy Trust Model for Church of England Schools

pursuit of the Object (including the maintenance of an effective Church of England ethos in relation to Academies falling within Article 4(a)(i)) and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;

- (e) to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Object;
- (f) to co-operate with other charities, other independent schools, schools maintained by a local authority, 16-19 Academies, alternative provision Academies, institutions within the further education sector, voluntary bodies and statutory authorities operating in furtherance of the Object and to exchange information and advice with them;
- (g) to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- (h) to establish, maintain, carry on, manage and develop the Academies at locations to be determined by the Directors provided the location of any Church Academy shall be agreed by the Trustees only and with the consent of the Trustees;
- (i) to offer scholarships, exhibitions, prizes and awards to pupils and former pupils, and otherwise to encourage and assist pupils and former pupils;
- (j) to provide educational facilities and services to students of all ages and the wider community for the public benefit;
- (k) to carry out research into the development and application of new techniques in education and to their approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools and the voluntary sector to the education of pupils in academies;
- (l) subject to such consents as may be required from the Trustees or otherwise required by law and/or by any contract entered into by or on behalf of the Company, to borrow and raise money for the furtherance of the Object in such manner and on such security as the Company may think fit;
- (m) to deposit or invest any funds of the Company not immediately required for the

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furtherance of its object (but to invest only after obtaining such advice from a financial expert as the Directors consider necessary and having regard to the suitability of investments and the need for diversification);

- (n) to delegate the management of investments to a financial expert, but only on terms that:
  - (i) the investment policy is set down in writing for the financial expert by the Directors;
  - (ii) every transaction is reported promptly to the Directors;
  - (iii) the performance of the investments is reviewed regularly with the Directors;
  - (iv) the Directors are entitled to cancel the delegation arrangement at any time;
  - (v) the investment policy and the delegation arrangement are reviewed at least once a year;
  - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and
  - (vii) the financial expert must not do anything outside the powers of the Directors;
- (o) to arrange for investments or other property of the Company to be held in the name of a nominee company acting under the control of the Directors or of a financial expert acting under their instructions, and to pay any reasonable fee required;
- (p) to provide indemnity arrangements to Directors and the members of any Local Governing Body (to the extent necessary) in accordance with, and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;
- (q) to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Company;
- (r) to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Object and appropriate to the religious character of the Academy.

6.1 The income and property of the Company shall be applied solely towards the promotion of the Object.

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6.2 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company. Nonetheless a Member of the Company who is not also a Director<sup>1</sup> may:

- (a) benefit as a beneficiary of the Company;
- (b) be paid reasonable and proper remuneration for any goods or services supplied to the Company;
- (c) be paid rent for premises let by the Member of the Company if the amount of the rent and other terms of the letting are reasonable and proper; and
- (d) be paid interest on money lent to the Company at a reasonable and proper rate, such rate not to exceed 2 per cent per annum below the base lending rate of a UK clearing bank selected by the Directors, or 0.5%, whichever is the higher.

6.2A. The Directors may only rely upon the authority provided by Article 6.2 to allow a benefit to a Member if each of the following conditions is satisfied:

- a. the remuneration or other sums paid to the Member do not exceed an amount that is reasonable in all the circumstances;
- b. the Directors are satisfied that it is in the interests of the Company to contract with that Member rather than with someone who is not a Member. In reaching that decision the Directors must balance the advantage of contracting with a Member against the disadvantages of doing so (especially the loss of the Member's services as a result of dealing with the Member's conflict of interest); and
- c. the reason for their decision is recorded by the Directors in the minute book.

6.3 A Director may benefit from any indemnity arrangement purchased at the Company's expense to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Company: provided that any such arrangement shall not extend to:

- (i) any claim arising from any act or omission which Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless

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<sup>1</sup> A Member who is also a Director is subject to the restrictions on director benefits in Articles 6.3 – 6.9.  
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disregard to whether it was a breach of trust or breach of duty or not; and,

- (ii) provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as directors of the Company.

Further, this Article does not authorise a Director to benefit from any indemnity arrangement that would be rendered void by any provision of the Companies Act 2006, the Charities Act 2011 or any other provision of law.

6.4 A company, which has shares listed on a recognised stock exchange and of which any one Director holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other benefit in money or money's worth from the Company.

6.5 A Director may at the discretion of the Directors be reimbursed from the property of the Company for reasonable expenses properly incurred by him or her when acting on behalf of the Company, but excluding expenses in connection with foreign travel.

6.6 No Director may:

- (a) buy any goods or services from the Company;
- (b) sell goods, services, or any interest in land to the Company;
- (c) be employed by, or receive any remuneration from the Company other than the Chief Executive Officer;
- (d) receive any other financial benefit from the Company unless:
  - (i) the payment is permitted by Article 6.7 and the Directors follow the procedure and observe the conditions set out in Article 6.8; or
  - (ii) the Directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

6.7 Subject to Article 6.8, a Director may:

- (a) receive a benefit from the Company in the capacity of a beneficiary of the Company;

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- (b) be employed by the Company or enter into a contract for the supply of goods or services to the Company, other than for acting as a Director;
- (c) receive interest on money lent to the Company at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors, or 0.5%, whichever is the higher; and
- (d) receive rent for premises let by the Director to the Company if the amount of the rent and the other terms of the lease are reasonable and proper.

6.8 The Company and its Directors may only rely upon the authority provided by Article 6.7 if each of the following conditions is satisfied:

- (a) the remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.
- (b) the Director is absent from the part of any meeting at which there is discussion of:
  - (i) his or her employment, remuneration, or any matter concerning the contract, payment or benefit; or
  - (ii) his or her performance in the employment, or his or her performance of the contract; or
  - (iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 6.7; or
  - (iv) any other matter relating to a payment or the conferring of any benefit permitted by Article 6.7,
- (c) the Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting;
- (d) save in relation to employing or contracting with the Chief Executive Officer the other Directors are satisfied that it is in the interests of the Company to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's

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services as a result of dealing with the Director's conflict of interest);

- (e) the reason for their decision is recorded by the Directors in the minute book; and
- (f) a majority of the Directors then in office have received no such payments or benefit.

6.8A The provision in Article 6.6(c) that no Director may be employed by or receive any remuneration from the Company (other than the Chief Executive Officer) does not apply to an employee of the Company who is subsequently elected or appointed as a Director save that this Article shall only allow such a Director to receive remuneration or benefit from the Company in his capacity as an employee of the Company and provided that the procedure as set out in Articles 6.8(b)(i), (ii) and 6.8 (c) is followed.

6.9 In Articles 6.2 - 6.9:

- (a) "company" shall include any company in which the Company:
  - holds more than 50% of the shares; or
  - controls more than 50% of the voting rights attached to the shares; or
  - has the right to appoint one or more Directors to the Board of the Company;
- (b) "Director" shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner;
- (c) the employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
  - (i) a partner;
  - (ii) an employee;
  - (iii) a consultant;
  - (iv) a director;
  - (v) a member; or
  - (vi) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

7. The liability of the members of the Company is limited.

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8. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of the Company's debts and liabilities before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
9. If the Company is wound up or dissolved and after all its debts and liabilities (including any under section 2 of the Academies Act 2010) have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other charity or charities having objects similar to the Object which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Article 6 above, chosen by the Members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.
10. No alteration or addition shall be made to or in the provisions of the Memorandum and/or Articles without the written consent of the Trustees and the Diocesan Board of Education.<sup>2</sup>
11. No alteration or addition shall be made to or in the provisions of the Articles which would have the effect (a) that the Company would cease to be a company to which section 60 of the Companies Act 2006 applies; or (b) that the Company would cease to be a charity.

**MEMBERS**

12. The Members of the Company shall comprise:
  - (a) the signatories to the Memorandum, who shall be:
    - (i) the Southwark Diocesan Board of Education acting corporately; and
    - (ii) the Bishop of Southwark or a person nominated by him who shall be an Area

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<sup>2</sup> The requirement for the consent of the Trustees and the Diocesan Board of Education (whether they are members or otherwise) corresponds to the requirement for maintained schools that the consent of these bodies be obtained prior to a change to the Instrument of Government under the Schools Governance (Constitution) (England) Regulations 2007.

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Bishop; and

(iii) the Southwark Diocesan Board of Finance (as the corporate arm of the Diocesan Council of Trustees for the Diocese of Southwark);

(c) any person appointed under Article 16.

12A. An employee of the Company cannot be a Member of the Company.

13. Each of the persons entitled to appoint Members in Article 12 shall have the right from time to time by written notice delivered to the Office to remove any Member appointed by them and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.

14. If any of the persons entitled to appoint Members in Article 12:

(a) in the case of an individual, die or become legally incapacitated;

(b) in the case of a corporate entity, cease to exist and are not replaced by a successor institution; or

(c) becomes insolvent or makes any arrangement or composition with their creditors generally,

their right to appoint Members under these Articles shall vest in the remaining Members.

15. Membership will terminate automatically if:

(a) a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;

(b) a Member (who is an individual) dies or becomes incapable by reason of illness or injury of managing and administering his or her own affairs; or

(c) a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally.

16. The Members with the written consent of the Diocesan Board of Education may agree by passing a special resolution to appoint such additional Members as they think fit and may agree by passing a special resolution to remove any such additional Members provided that such appointment or removal is in the interests of the Company.

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17. Every person nominated to be a Member of the Company shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
18. Any Member may resign provided that after such resignation the number of Members is not less than three. A Member shall cease to be one immediately on the receipt by the Company of a notice in writing signed by the person or persons entitled to remove him under Articles 13 or 16 provided that no such notice shall take effect when the number of Members is less than three unless it contains or is accompanied by the appointment of a replacement Member.

**GENERAL MEETINGS**

19. The Company shall hold an Annual General Meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. All general meetings other than Annual General Meetings shall be called General Meetings.
20. The Directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with that Act. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member of the Company may call a general meeting.

**NOTICE OF GENERAL MEETINGS**

21. General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote and together representing not less than 90% of the total voting rights at that meeting.
- 21A. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall also state that the Member is entitled to appoint a proxy. The notice shall be given to all the Members, to the Directors and auditors.

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22. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### PROCEEDINGS AT GENERAL MEETINGS

23. No business shall be transacted at any meeting unless a quorum is present. A Member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member or a duly authorised representative of a Member organisation shall constitute a quorum.
24. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.
25. The Members present and entitled to vote at the meeting shall elect by ordinary resolution one of their number to be the chairman and such election shall be binding on all Members and Directors present at the meeting.
26. Not used.
27. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting or Annual General Meeting.
28. The chairman may, with the consent of a majority of the Members at a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
29. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Act 2006, a poll may be demanded:

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- (a) by the chairman; or
  - (b) by at least two Members having the right to vote at the meeting; or,
  - (c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
30. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
31. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
32. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
33. A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
34. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
35. A resolution in writing agreed by such number of members as required if it had been proposed at a general meeting shall be as effectual as if it had been passed at a general meeting duly convened and held provided that a copy of the proposed resolution has been sent to every Member. The resolution may consist of several instruments in the



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like form each agreed by one or more Members.

### VOTES OF MEMBERS

36. On the show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.
37. Not used.
38. No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.
39. No objections shall be raised to the qualification of any person to vote at any general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
40. An instrument appointing a proxy shall be in writing, signed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

“I/We, ....., of ....., being a Member/Members of the above named Company, hereby appoint ..... of ....., or in his absence, ..... of ..... as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Company to be held on ....20[ ], and at any adjournment thereof.

Signed on ..... 20[ ]”

41. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

“I/We, ....., of ....., being a Member/Members of the above-named Company, hereby appoint .... of ....., or in his absence, ..... of ....., as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Company, to be held on .... 20[ ], and at

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any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 \*for \* against

Resolution No. 2 \*for \* against.

\* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting,

Signed on .... 20[ ]”

42. The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified by a notary or in some other way approved by the Members may:

- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Clerk or to any Director,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

43. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on

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the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

44. Any organisation which is a Member of the Company may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual Member of the Company.

### **DIRECTORS**

45. The number of Directors shall be not less than three, but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
46. Subject to Articles 48-49, the Company shall have the following Directors:
- (a) No more than 12 Directors appointed under Article 50;
  - (b) The Chief Executive Officer if appointed under Article 107;
  - (c) A minimum of 2 Parent Directors elected or appointed under Articles 53-56B in the event that no Local Governing Bodies are established under Article 100a or if no provision is made for at least 2 Parent Local Governors on each established Local Governing Body pursuant to Article 101A.
47. The Company may also have any Co-opted Director appointed under Article 58.
48. The first Directors shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006.
49. Future Directors shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Director to be appointed or elected due to the fact that an Academy has not yet been established, then the relevant Article or part thereof shall not apply.

### **APPOINTMENT OF DIRECTORS**

50. The Members shall appoint a maximum of 12 Directors which shall include as follows:
- a) 2 Members of the Southwark Diocesan Board of Education;

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- b) an Archdeacon in the Diocese;
  - c) a senior post holder of the Southwark Diocesan Board of Education who is employed by the Diocesan Board of Education and who is nominated by the Director of Education of the Diocesan Board of Education;
  - d) such other persons up to the maximum number stated above having regard to any recommendations and views of the Members in relation to ensuring that the people serving on the Board of Directors between them have an appropriate range of skills and experience and due attention is given to succession planning.
51. The total number of Directors including the Chief Executive Officer who are employees of the Company shall not exceed one third of the total number of Directors.
52. Not used.

**PARENT DIRECTORS**

53. In circumstances where the Directors have not appointed Local Governing Bodies in respect of the Academies as envisaged in Article 100a or if no provision is made for at least 2 Parent Local Governors on each established Local Governing Body pursuant to Article 101A there shall be a minimum of two Parent Directors and otherwise such number as the Members shall decide who shall be appointed or elected in accordance with Articles 54 - 56.
54. Parent Directors and Parent Local Governors shall be elected or, if the number of parents, or individuals exercising parental responsibility, standing for election is less than the number of vacancies, appointed (in accordance with the terms of reference determined by the Directors from time to time). The elected or appointed Parent Directors must be a parent, or an individual exercising parental responsibility, of a registered pupil at one or more of the Academies at the time when he is elected or appointed. The elected (or, if the number of parents or individuals exercising parental responsibility standing for election is less than the number of vacancies, appointed) Parent Local Governors of the Local Governing Body must be a parent, or an individual exercising parental responsibility, of a registered pupil at one or more of the Academies overseen by the Local Governing Body at the time when he is elected or appointed.
- 54AA. In the case of 16-19 Academies, references to 'a parent, or an individual exercising parental responsibility, of a registered pupil at one or more of the Academies' in Article

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54 shall be deemed to be references to 'a parent or an individual exercising parental responsibility of, a registered student at that 16-19 Academy' or, in circumstances where no parent, or an individual exercising parental responsibility, of a registered student at the 16-19 Academy is willing or able to act as a Parent Director or a Parent Local Governor, references to 'a parent, or an individual exercising parental responsibility, of a registered pupil at one or more of the Academies' shall be deemed to be references to 'a parent, or an individual exercising parental responsibility, of a child of above compulsory school age but not above the age of 19.

- 54A. The number of Parent Directors and Parent Local Governors required shall be made up by Parent Directors and Parent Local Governors appointed by the Directors if the number of parents, or individuals exercising parental responsibility, standing for election is less than the number of vacancies.
55. The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Directors or Parent Local Governors, including any question of whether a person is a parent, or an individual exercising parental responsibility, of a registered pupil at one of the Academies. Any election of the Parent Directors or Parent Local Governors which is contested shall be held by secret ballot. For the purposes of any election of Parent Local Governors, any parent, or an individual exercising parental responsibility, of a registered pupil at the Academies overseen by the Local Governing Body shall be eligible to vote.
56. In appointing a Parent Director or Parent Local Governor the Directors shall appoint a person who is the parent, or an individual exercising parental responsibility, of a registered pupil at an Academy as described in Articles 54 and 54AA; or where the Directors are exercising their power to appoint a Parent Director or Parent Local Governor and it is not reasonably practical to appoint a parent, or an individual exercising parental responsibility, as described in Articles 54 and 54AA, then the Directors may appoint a person who is the parent, or an individual exercising parental responsibility, of a child within the age range of at least one of the Academies or, in the case of an appointment to a Local Governing Body, the age range of at least one of the Academies overseen by that Local Governing Body.

### CHIEF EXECUTIVE OFFICER

57. The Chief Executive Officer shall be a Director for as long as he remains in office as such.

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**CO-OPTED DIRECTORS**

58. The Directors appointed under Article 50 with the consent of the Diocesan Board of Education may appoint up to 3 Co-opted Directors for such term (not exceeding four years) and otherwise upon such conditions as they shall think fit. A 'Co-opted Director' means a person who is appointed to be a Director by being Co-opted by Directors who have not themselves been so appointed. The Directors may not co-opt an employee of the Company as a Co-opted Director if thereby the number of Directors who are employees of the Company would exceed one third of the total number of Directors including the Chief Executive Officer.

59 - 63. Not used.

**TERM OF OFFICE**

64. The term of office for any Director (other than Co-opted Directors under Article 58) shall be four years save that this time limit shall not apply to the Chief Executive Officer. Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected at a General Meeting.

**RESIGNATION AND REMOVAL**

65. A Director shall cease to hold office if he resigns his office by notice to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect).

66. A Director shall cease to hold office if he is removed by the person or persons who appointed or elected him, or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006 This Article does not apply in respect of a Parent Director.

67. Where a Director resigns his office or is removed from office, the Director or, where he is removed from office, those removing him, shall give written notice thereof to the Clerk.

**DISQUALIFICATION OF DIRECTORS**

68. No person shall be qualified to be a Director unless he is aged 18 or over at the date of his election or appointment. No current pupil or current student of any of the Academies shall be a Director.

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69. A Director shall cease to hold office if he becomes incapable by reason of illness or injury of managing or administering his own affairs.
70. A Director shall cease to hold office if he is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated.
71. A person shall be disqualified from holding or continuing to hold office as a Director if:
- (a) his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
  - (b) he is the subject of a bankruptcy restrictions order or an interim order.
72. A person shall be disqualified from holding or continuing to hold office as a Director at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
73. A Director shall cease to hold office if he ceases to be a Director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
74. A person shall be disqualified from holding or continuing to hold office as a Director if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
75. Not used.
76. Not used.
77. A person shall be disqualified from holding or continuing to hold office as a Director where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities

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Act 2011.

78. After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Director if he has not provided to the chairman of the Directors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of the chairman or the Chief Executive Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
79. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Director; and he is, or is proposed, to become such a Director, he shall upon becoming so disqualified give written notice of that fact to the Clerk.
80. Articles 68 to 74, Articles 77 to 79 and Articles 97 to 98 also apply to any member of any committee of the Directors, including a Local Governing Body, who is not a Director.

**CLERK TO THE DIRECTORS**

81. The Clerk shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Clerk so appointed may be removed by them. The Clerk shall not be a Director, or a Principal. Notwithstanding this Article, the Directors may, where the Clerk fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Clerk for the purposes of that meeting.

**CHAIRMAN AND VICE-CHAIRMAN OF THE DIRECTORS**

82. The Directors shall for each school year elect a chairman and a vice-chairman from among their number. The chairman must be approved by the Members. A Director who is employed by the Company shall not be eligible for election as chairman or vice-chairman.
83. Subject to Article 84, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with Article 85.
84. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Clerk. The chairman or vice-chairman shall cease to hold office if:

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- (a) he ceases to be a Director;
  - (b) he is employed by the Company;
  - (c) he is removed from office in accordance with these Articles; or
  - (d) in the case of the vice-chairman, he is elected in accordance with these Articles to fill a vacancy in the office of chairman.
85. Where by reason of any of the matters referred to in Article 84, a vacancy arises in the office of chairman or vice-chairman, the Directors shall at their next meeting elect one of their number to fill that vacancy, subject to the chairman being approved by the Members.
86. Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chair for the purposes of the meeting.
87. Where in the circumstances referred to in Article 86 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Directors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the Director elected shall not be a person who is employed by the Company.
88. The Clerk shall act as chairman during that part of any meeting at which the chairman is elected.
89. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
90. The Directors may remove the chairman or vice-chairman from office in accordance with these Articles.
91. A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Directors shall not have effect unless-
- (i) it is confirmed by a resolution passed at a second meeting of the Directors held not less than fourteen days after the first meeting; and
  - (ii) the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.

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92. Before the Directors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Director or Directors proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

### **POWERS OF DIRECTORS**

93. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.
94. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Directors shall have the following powers, namely:
- (a) to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Object and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Object;
  - (b) to enter into contracts on behalf of the Company.
95. In the exercise of their powers and functions, the Directors may consider any advice given by the Chief Executive Officer and any other executive officer.
96. Any bank account in which any money of the Company is deposited shall be operated by the Directors in the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Directors.

### **CONFLICTS OF INTEREST**

97. Any Director who has or can have any direct or indirect duty or personal interest (including

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but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Director shall disclose that fact to the Directors as soon as he becomes aware of it. A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Company and any duty or personal interest (including but not limited to any Personal Financial Interest).

98. For the purpose of Article 97, a Director has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Director as permitted by and as defined by Articles 6.5 - 6.9.

### THE MINUTES

99. The minutes of the proceedings of a meeting of the Directors shall be drawn up and entered into a book kept for the purpose by the person acting as Clerk for the purposes of the meeting; and shall be signed (subject to the approval of the Directors) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:
- (a) all appointments of officers made by the Directors; and
  - (b) all proceedings at meetings of the Company and of the Directors and of committees of Directors including the names of the Directors present at each such meeting.

### COMMITTEES

100. Subject to these Articles, the Directors:
- (a) may appoint separate committees to be known as Local Governing Bodies for each Academy; and
  - (b) may establish any other committee.
101. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Directors. The establishment, terms of reference, constitution and membership of any committee of the Directors shall be reviewed at least once in every twelve months. The membership of any committee of the Directors may include persons who are not Directors, provided that (with the exception of the Local Governing Bodies) a majority of members of any such

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committee shall be Directors. Except in the case of a Local Governing Body, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.

101A. The Directors shall ensure that any Local Governing Body shall include at least 2 elected representatives of the parents of pupils attending the relevant Academy.

101B. The Directors shall ensure that each Local Governing Body constituted:

(a) in respect of any Academy that had previously been a Voluntary Controlled school immediately prior to conversion to Academy status and falling under Article 4 (a) (i) shall have up to 25% of its members appointed by the Diocesan Board of Education and that all its members shall sign an undertaking to the Diocesan Board of Education to uphold the designated religious character of the said Academy;

(b) in respect of any Academy that had previously been a Voluntary Aided school immediately prior to conversion to Academy status and falling under Article 4(a) (i) shall have all its members (except elected parent members and any staff members) appointed by the Diocesan Board of Education and that all its members shall sign an undertaking to the Diocesan Board of Education to uphold the designated religious character of the said Academy; and

(c) in respect of any Academy that had previously been a Community school immediately prior to conversion to Academy status and falling under Article 4 (a) (i) shall recognise and support the individual ethos of the Academy as a school not designated as having a religious character.

102. The power of delegation exercised under Article 105 in relation to the establishment of a Local Governing Body for an Academy shall be by way of Scheme of Delegation.

103. Not used.

104. The functions and proceedings of the Local Governing Bodies shall be subject to regulations made by the Directors from time to time.

### DELEGATION

105. The Directors may delegate to any Director, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such

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delegation shall be made subject to any conditions the Directors may impose, and may be revoked or altered.

- 105A. A Director, committee (including any Local Governing Body) or any other holder of an executive office to whom a power or function of the Directors is delegated under Article 105 may further sub-delegate those powers or functions (or any of them) to a further person. Where any power or function of the Directors is sub-delegated by any person to whom it has been delegated, that person must inform the Directors as soon as reasonably practicable which powers and functions have been further delegated and to whom, and any such sub-delegation shall be made subject to any conditions the Directors may impose, and may be revoked or altered by the Directors.
106. Where any power or function of the Directors has been exercised by any committee (including any Local Governing Body), any Director, the Chief Executive Officer or any other holder of an executive office, that person or committee shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision.

### **CHIEF EXECUTIVE OFFICER, PRINCIPALS AND STAFF**

107. The Directors may appoint a Chief Executive Officer with the consent of the Diocesan Board of Education and shall have regard to the Object and may appoint a Chief Executive Officer having regard to that person's ability and fitness to uphold the Object.
- 107A In respect of the appointment of the Principal at each of those Academies falling under Article 4(a)(i), the Directors shall do so with the consent of the Diocesan Board of Education and having made use of any relevant powers under section 124A of the School Standards and Framework Act 1998 (in the case of an Academy that had previously been a Voluntary Aided school with a designated religious character) or section 124AA of the said act (in the case of an Academy that had previously been a Voluntary Controlled School or Foundation school with a designated religious character).
- 107B In respect of the Academies that had previously been Voluntary Controlled Schools and falling under Article 4 (a)(i) the Directors shall determine at the time of the appointment of the Principal whether that Principal shall be a Reserved Teacher and shall consult with the Diocesan Board of Education.

- 107C The Directors shall appoint the Principal of each Academy falling under Article 4 (a)(ii).

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107D In appointing staff other than the Principal to those Academies that had previously been Voluntary Controlled schools and that fall under Article 4(a)(i) the Directors shall have regard where relevant to the powers provided to them under the Relevant Funding Agreement in respect of each Academy (being powers equivalent to the powers of governing bodies of Voluntary Controlled schools as set out in sections 58 to 60 of the Schools Standard and Framework Act):

- (a) so as to ensure that at least two Reserved Teachers (although the Principal may be one of the two) are appointed in each of those Academies falling under Article 4(a)(i); and
- (b) having regard to their entitlement under the Relevant Funding Agreement to appoint up to one fifth of teaching staff as Reserved Teachers in each of those Academies falling under Article 4(a)(i).

107E In appointing staff other than the Principal to those Academies that had previously been Voluntary Aided schools and falling under Article 4(a)(i) the Directors shall have regard to the powers provided to them under s124A of the Schools Standards and Framework Act 1998.

107F The Directors may delegate such powers and functions as they consider are required to the Chief Executive Officer and Principals for the internal organisation, management and control of the Academies (including the implementation of all policies approved by the Directors and for the direction of the teaching and curriculum at the Academies).

## MEETINGS OF THE DIRECTORS

108. Subject to these Articles, the Directors may regulate their proceedings as they think fit.

109. The Directors shall hold at least three meetings in every school year. Meetings of the Directors shall be convened by the Clerk. In exercising his functions under this Article the Clerk shall comply with any direction:

- (a) given by the Directors; or
- (b) given by the chairman of the Directors or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Directors, so far as such direction is not inconsistent with any direction given as mentioned in (a).

110. Any three Directors may, by notice in writing given to the Clerk, requisition a meeting of

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the Directors; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.

111. Each Director shall be given at least seven clear days before the date of a meeting:

- (i) notice in writing thereof, signed by the Clerk, and sent to each Director at the address provided by each Director from time to time; and
- (ii) a copy of the agenda for the meeting,

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.

112. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.

113. A resolution to rescind or vary a resolution carried at a previous meeting of the Directors shall not be proposed at a meeting of the Directors unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

114. A meeting of the Directors shall be terminated forthwith if:

- (a) the Directors so resolve; or
- (b) the number of Directors present ceases to constitute a quorum for a meeting of the Directors in accordance with Article 117, subject to Article 119.

115. Where in accordance with Article 114 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

116. Where the Directors resolve in accordance with Article 114 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Directors shall before doing so determine the time and date at which a further meeting is to be held for the

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purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.

117. Subject to Article 119 the quorum for a meeting of the Directors, and any vote on any matter thereat, shall be any three Directors, or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting.

118. The Directors may act notwithstanding any vacancies in their number, but, if the numbers of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting.

119. The quorum for the purposes of:

- (i) appointing a parent Director under Articles 56;
- (ii) any vote on the removal of a Director in accordance with Article 66; and
- (iii) any vote on the removal of the chairman of the Directors in accordance with Article 90,

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Directors entitled to vote on those respective matters.

120. Subject to these Articles, every question to be decided at a meeting of the Directors shall be determined by a majority of the votes of the Directors present and voting on the question. Every Director shall have one vote.

121. Subject to Articles 117 - 119, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.

122. The proceedings of the Directors shall not be invalidated by

- (a) any vacancy among their number; or
- (b) any defect in the election, appointment or nomination of any Director.

123. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same



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form, each signed by one or more of the Directors.

124. Subject to Article 125, the Directors shall ensure that a copy of:

- (a) the agenda for every meeting of the Directors;
- (b) the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
- (c) the signed minutes of every such meeting; and
- (d) any report, document or other paper considered at any such meeting,

are, as soon as is reasonably practicable, made available at every Academy to persons wishing to inspect them.

125. There may be excluded from any item required to be made available in pursuance of Article 124, any material relating to:

- (a) a named teacher or other person employed, or proposed to be employed, at any Academy;
- (b) a named pupil at, or candidate for admission to, any Academy; and
- (c) any matter which, by reason of its nature, the Directors are satisfied should remain confidential.

126. Any Director shall be able to participate in meetings of the Directors by telephone or video conference provided that:

- (a) he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and,
- (b) the Directors have access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

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127. The Directors may from time to time appoint any person whether or not a Member of the Company to be a patron of the Company or to hold any honorary office and may determine for what period he is to hold such office.

### **THE SEAL**

128. The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Clerk or by a second Director.

### **ACCOUNTS**

129. Accounts shall be prepared in accordance with the relevant Statement of Recommended Practice as if the Company was a non-exempt charity and Parts 15 and 16 of the Companies Act 2006 and shall file these with the Secretary of State and the Principal Regulator by 31 December for each Academy Financial Year.

### **ANNUAL REPORT**

130. The Directors shall prepare its Annual Report in accordance with the Statement of Recommended Practice as if the Company was a non-exempt charity and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

### **ANNUAL RETURN**

131. The Directors shall comply with their obligations under Part 24 of the Companies Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return to the Registrar of Companies and in accordance with the Statement of Recommended Practice as if the Company was a non-exempt charity and to the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

### **NOTICES**

132. Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "address" in relation to electronic communications,

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includes a number or address used for the purposes of such communications.

133. A notice may be given by the Company to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.
134. A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
135. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

### INDEMNITY

136. Subject to the provisions of the Companies Act 2006 and Article 6.3 every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

### RULES

137. The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company, and in particular but without prejudice to the generality of the foregoing, they

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may by such rules or bye laws regulate:

- (a) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
- (b) the procedure at general meetings and meetings of the Directors and committees of the Directors and meetings of the Local Governing Bodies in so far as such procedure is not regulated by the Articles; and
- (c) generally, all such matters as are commonly the subject matter of Company rules.

138. The Company in general meeting shall have power to alter, add or to repeal the rules or bye laws but only with the consent of the Diocesan Board of Education. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

#### **AVOIDING INFLUENCED COMPANY STATUS**

139. Notwithstanding the number of Members from time to time, the maximum aggregate number of votes exercisable by Local Authority Associated Persons shall never exceed 19.9% of the total number of votes exercisable by Members in general meeting and the votes of the other Members having a right to vote at the meeting will be increased on a pro-rata basis.

140. No person who is a Local Authority Associated Person may be appointed as a Director if, once the appointment had taken effect, the number of Directors who are Local Authority Associated Persons would represent 20% or more of the total number of Directors. Upon any resolution put to the Directors, the maximum aggregate number of votes exercisable by any Directors who are Local Authority Associated Persons shall represent a maximum of 19.9% of the total number of votes cast by the Directors on such a resolution and the votes of the other Directors having a right to vote at the meeting will be increased on a pro-rata basis.

141. No person who is a Local Authority Associated Person is eligible to be appointed to the office of Director unless his appointment to such office is authorised by the local authority to which he is associated.

142. If at the time of either his becoming a Member of the Company or his first appointment to office as a Director any Member or Director was not a Local Authority Associated

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Person but later becomes so during his membership or tenure as a Director he shall be deemed to have immediately resigned his membership and/or resigned from his office as a Director as the case may be.

143. If at any time the number of Directors or Members who are also Local Authority Associated Persons would (but for Articles 139 - 142 inclusive) represent 20% or more of the total number of Directors or Members (as the case may be) then a sufficient number of the Directors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as Directors or Members (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of such Directors or Members (as the case may be) is never equal to or greater than 20% of the total number of Directors or Members (as the case may be). Directors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment date the most recently appointed resigning first.
144. The Members will each notify the Company and each other if at any time they believe that the Company or any of its subsidiaries has become subject to the influence of a local authority (as described in section 69 of the Local Government and Housing Act 1989).



