



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.ⁱ
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 organisationⁱⁱ [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 DACⁱⁱⁱ.

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^{iv}. 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’^v - 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^{vi}

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^{vii} - 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^{viii}. 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 .



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

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

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

^{iv} Fit for Purpose op. cit. contains more detail

^v See the Guidance for Larger Charities op cit

^{vi} Under development for DCT meeting May 2018

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

^{viii} Southwark Vision Diocesan Synod paper can be found at the [Diocesan Website](#)