

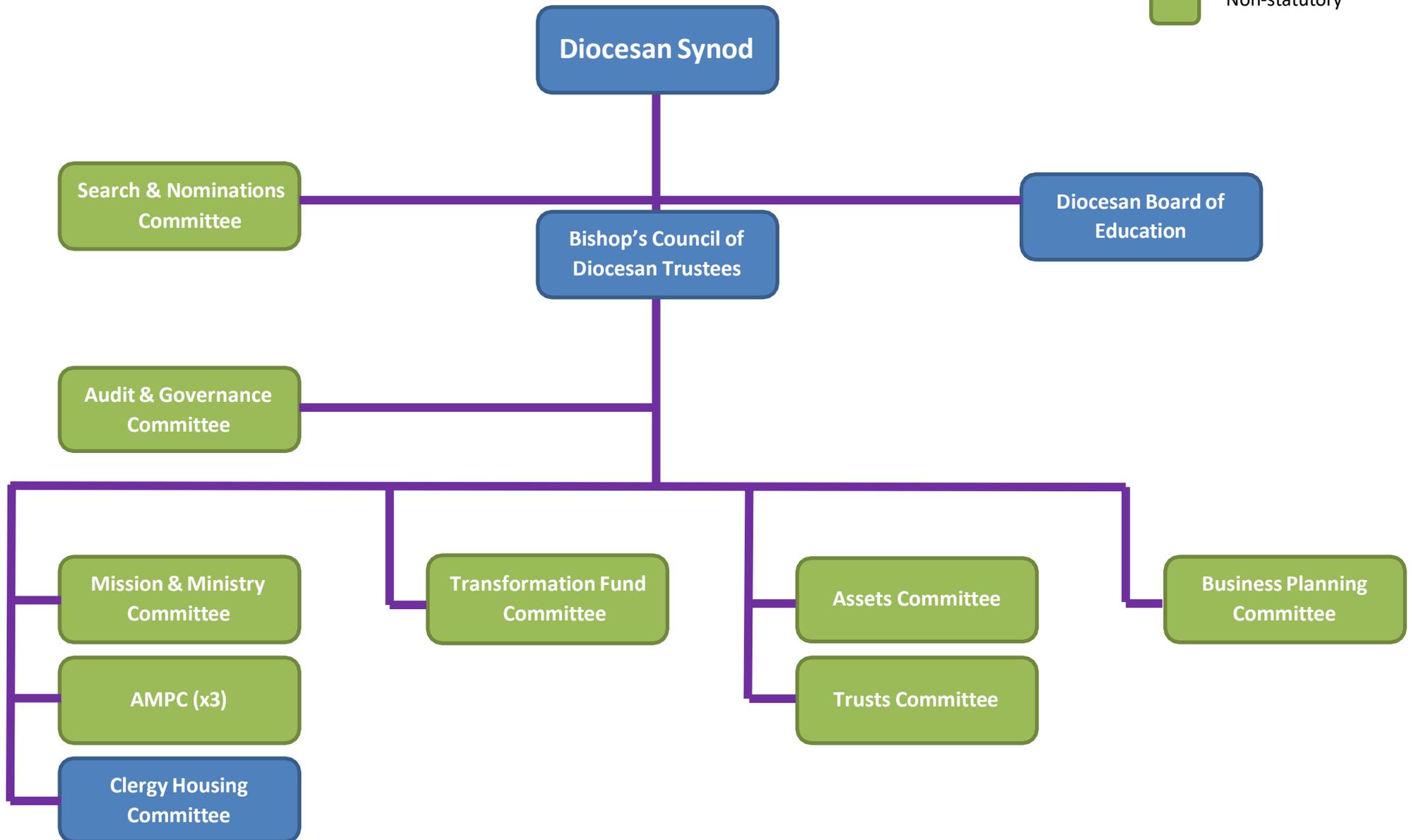
# The Bishop's Council of Diocesan Trustees

## Structure, Articles of Association, Standing Orders & Committee Terms of Reference

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# DIOCESE OF LINCOLN COMMITTEE ACCOUNTABILITY



## Section 2

Company Number 97256  
COMPANY NOT HAVING A SHARE CAPITAL  
Company Limited by Guarantee

The Companies Acts (as defined below)

Articles of Association of  
**THE LINCOLN DIOCESAN TRUST AND BOARD OF FINANCE LIMITED**  
Adopted by special resolution on 25 October 2018.

- 1 The company's name is:**  
The Lincoln Diocesan Trust and Board of Finance Limited (and in this document it is called "the charity").

### Interpretation

- 2 In the articles:**
- 'address'** means a postal address or, for the purposes of electronic communication, a fax number, an email or postal address or a telephone number for receiving text messages in each case registered with the charity;
- 'the articles'** means the charity's articles of association;
- 'Bishop's Council of Diocesan Trustees'** means the bishop's council and standing committee of the Synod as constituted under the standing orders of the Synod;
- 'calendar year'** means a calendar year between January and December;
- 'chair'** means the chair of the **'charity'**;
- 'clear days'** in relation to the period of a notice means a period excluding:
- the day when the notice is given or deemed to be given; and
  - the day for which it is given or on which it is to take effect;
- 'the commission'** means the Charity Commission for England and Wales;
- 'Companies Acts'** means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;
- 'Diocese'** means the Diocese of Lincoln;
- 'the directors'** means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;
- 'document'** includes, unless otherwise specified, any document sent or supplied in electronic form;
- 'electronic form'** has the meaning given in section 1168 of the Companies Act 2006;
- 'indemnity insurance'** has the meaning prescribed by the Charities Act 2011;
- 'lay'** in the context of a person or persons means a person or persons other than clerks in Holy Orders;
- 'material benefit'** means a benefit, direct or indirect, which may not be financial but has a monetary value;
- 'measure'** means the Diocesan Boards of Finances and Measure 1925 as amended;
- 'the members'** means the members of the Company appointed pursuant to article 8;
- 'natural person'** means a human being acting as a private individual rather than a legal entity;

## Section 2

**'officers'** includes the directors and the secretary (if any) of the charity;

**'Synod'** means the Diocesan Synod within the Diocese established in accordance with the Church Representation Rules 2011 Part IV;

**'the seal'** means the common seal of the charity if it has one;

**'secretary'** means any person appointed to perform the duties of the secretary of the charity;

**'subsidiary'** means a company in which the charity owns 50% or more of its share capital;

**'the United Kingdom'** means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa. Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament or a Church of England Measure or Regulation includes any statutory modification or re-enactment of it for the time being in force.

### Liability of Members

#### 3

The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member; for

- (1) payment of the charity's debts and liabilities incurred before he or she ceases to be a member;
- (2) payment of the costs, charges and expenses of winding up; and
- (3) adjustment of the rights of the contributories among themselves.

### Objects

#### 4

The charity's object ('Object') is:

the furthering primarily but not exclusively in the Diocese of the whole of the charitable works of the Church of England (hereinafter called 'the Church');

### Roles

#### 5

The charity's roles are:

- (1) to be a committee of and the financial executive of the Synod of the Diocese as established by the Synodical Government Measure 1969 or subsequent legislation;
- (2) to be the Diocesan Authority within the meaning of the Parochial Church Councils (Powers) Measure 1956, the Church Property (Miscellaneous Provisions) Measure 1960, the

## Section 2

Incumbents and Churchwardens (Trusts) Measure 1964 and any other Act of Parliament or Measure passed by the General Synod of the Church or any Scheme of the Church Commissioners wherein the Diocesan Authority is or shall be so defined;

- (3) to be the Parsonages Board of the Diocese within the meaning of the Repair of Benefice Buildings Measure 1972 if so designated by the Synod;
- (4) to be the Diocesan Board of Finance for the purpose of any Act of Parliament or Measure passed by the General Synod of the Church or any Scheme of the Church Commissioners wherein the Diocesan Board of Finance is or shall be defined or mentioned;
- (5) to act as an Environmental Body for the Landfill Communities Fund and where for environmental protection to direct funds for the maintenance, repair, restoration of a building or other structure which is a place of religious worship open to the public and situated in the vicinity of a landfill site;
- (6) to do all such other lawful acts and things as are incidental or conducive to the attainment of the objects of the Charity;
- (7) the words “the Church of England”, as used by the charity, these articles or other regulations of the charity, for the time being in force, means the Church of England as now established by law, and shall at all times hereafter be construed to mean the same church or such church or religious society, body or organisation as may for the time being represent or most nearly correspond to the same, whatever may be the constitution or legal status of such church, society, body or organisation, and in particular whether or not such status be that commonly known as Establishment;
- (8) to act as a committee of the Synod.

### Powers

#### 6

The charity has power to do anything which is calculated to further its Object or is conducive or incidental to doing so. In particular, the charity has power:

- (1) to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations save that nothing in the articles will prevent the charity from setting up a trading subsidiary;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 to 122 of the Charities Act 2011;
- (4) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the

## Section 2

discharge of an obligation. The charity must comply as appropriate with sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land;

- (5) to cooperate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Object;
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- (10) to:
  - (a) deposit, spend or invest funds;
  - (b) employ a professional fund-manager; and
  - (c) arrange for the investments or other property of the charity to be held in the name of a nominee;in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000 or the Trusts and Capital Income Act 2013;
- (11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (12) to perform work and transact business in connection with the Church and the Diocese;
- (13) to comply with the lawful directions given to it by the Synod from time to time in the exercise of its powers and duties.
- (14) to set up subsidiary companies and become members of other companies as is conducive to the attainment of the Object of the charity.

### Benefits and conflicts

#### 7

- (1) In this article:
  - (a) 'conflicted director' means a director in respect of whom a conflict of interest arises or may reasonably arise because the conflicted director or a connected person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the charity;
  - (b) 'connected person' means:

## Section 2

- (i) a child, parent, grandchild, grandparent, brother or sister of the director;
  - (ii) the spouse or civil partner of the director or of any person falling within sub-clause (1)(b)(i) above;
  - (iii) a person carrying on business in partnership with the director or with any person falling within sub-clause (1)(b)(i) or (1)(b)(ii) above;
  - (iv) an institution which is controlled:
    - a. by the director or any connected person falling within sub-clause (1)(b)(i), (1)(b)(ii), or (1)(b)(iii) above; or
    - b. by two or more persons falling within sub-clause (1)(b)(iv)(a), when taken together.
  - (v) a body corporate in which:
    - a. the director or any connected person falling within sub-clauses (1)(b)(i) to (1)(b)(iii) has a substantial interest; or
    - b. two or more persons falling within sub-clause (1)(b)(v)(a) who, when taken together, have a substantial interest.
    - c. sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.
- (2) The property and funds of the charity must be used only for promoting the Object and do not belong to the members but:
- (a) members who are not directors or connected persons may be employed by or enter into contracts with the charity and receive reasonable payment for goods or services supplied; and, subject to compliance with article 7(5):
  - (b) members, directors and connected persons may be paid interest at a reasonable rate on money lent to the charity;
  - (c) members, directors and connected persons may be paid a reasonable rent or hiring fee for property let or hired to the charity; and
  - (d) members, directors and connected persons may receive charitable benefits on the same terms as any other beneficiaries.
- (3) A director must not receive any payment of money or other material benefit (whether directly or indirectly) from the charity except:
- (a) as mentioned in articles 7(2) or 7(4);
  - (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the charity;
  - (c) the benefit of indemnity insurance as permitted by the Charities Act;
  - (d) an indemnity in respect of any liabilities properly incurred in running the charity (including the costs of a successful defence to criminal proceedings);
  - (e) payment of normal stipends and benefits of office to ecclesiastical office holders;
  - (f) in exceptional cases, other payments or benefits (but only with the written consent of the Commission in advance and where required by the Companies Act the approval or affirmation of the members).
- (4) No director or connected person may be employed by the charity except in accordance with article 7(3)(f), but any director or connected person may enter into a written contract with the charity, as permitted by the Charities Act, to supply goods or services in return for a payment or other material benefit but only if:
- (a) the goods or services are actually required by the charity, and the directors decide that it is in the best interests of the charity to enter into such a contract;

## Section 2

- (b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in article 7(5); and
  - (c) no more than half of the directors are subject to such a contract in any financial year.
- (5) Subject to article 7(6), any director who becomes a conflicted director in relation to any matter must:
  - (a) declare the nature and extent of his or her interest before discussion begins on the matter;
  - (b) withdraw from the meeting for that item after providing any information requested by the directors;
  - (c) not be counted in the quorum for that part of the meeting; and
  - (d) be absent during the vote and have no vote on the matter.
- (6) When any director is a conflicted director, the directors who are not conflicted directors, if they form a quorum without counting the conflicted director and are satisfied that it is in the best interests of the charity to do so, may by resolution passed in the absence of the conflicted director authorise the conflicted director, notwithstanding any conflict of interest or duty which has arisen or may arise for the conflicted director, to:
  - (a) continue to participate in discussions leading to the making of a decision and/or to vote, or
  - (b) disclose to a third-party information confidential to the Charity, or
  - (c) take any other action not otherwise authorised which does not involve the receipt by the conflicted director or a connected person of any payment or material benefit from the charity or
  - (d) refrain from taking any step required to remove the conflict.
- (7) This provision may be amended by special resolution but, where the result would be to permit any material benefit to a director or connected person, only with the prior written consent of the Commission.

### Appointment of Members

#### 8

- (1) The maximum number of members shall not, save as varied by ordinary resolution by the charity, exceed 270.
- (2) Subject to article 9, the persons who are the members of the Synod from time to time, regardless of how appointed, are the members of the charity.
- (3) In the event that the total number of lay persons who are members from time to time shall not in fact exceed the total number of clergy who are members from time to time (in each case including any vacancies which have arisen by death or resignation) the House of Laity of the Synod shall by resolution co-opt into membership of the charity such number of lay persons as are necessary to ensure that the majority of the members from time to time are lay persons.

## Section 2

- (4) A certificate signed by the Secretary of the charity from time to time certifying the names and addresses and terms of the individual appointment of the members for the time being shall (in the absence of manifest error) be conclusive evidence of the matters so certified.
- (5) No person shall become a member of the charity until he/she has signed a declaration in such form as the directors shall from time to time require confirming that he/she consents to serve and agrees to be bound by articles of the charity from time to time in force.
- (6) The existing members at the date of the adoption of these articles shall continue as such members and shall constitute the Board for all purposes until the first meeting of the Synod to be held after the adoption of these articles and shall then cease to be members but may immediately become members again under the provisions of article 8(2).
- (7) The directors must keep an up-to-date register of the names and addresses of the members of the charity, identifying for each whether they are clergy or lay persons.

### Termination of membership

#### 9

**Membership is terminated if:**

- (1) the member dies;
- (2) the member resigns by written notice to the charity;
- (3) except in the case of the Diocesan Bishop ex officio, any sum due from the member to the charity is not paid in full within six months of it falling due;
- (4) the person in question being a member of the Synod on appointment ceases to be a member of the Synod;
- (5) other than for the Diocesan Bishop, Suffragan Bishops, Archdeacons and the Dean ex officio, the member is removed from membership by a resolution of the members on the basis that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty-one days' notice in writing of the meeting at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting; and
  - (c) the Diocesan Bishop has consented to the resolution.

### General meetings

#### 10

- (1) An annual general meeting must be held in each calendar year and not more than 18 months may elapse between successive annual general meetings.
- (2) All general meetings must be held in the Diocese.

## Section 2

### 11

A general meeting may be called at any time by any of the following:

- (1) the Diocesan Bishop;
- (2) the chair;
- (3) a resolution passed by the directors of the charity;
- (4) 30 members.

### Notice of general meetings

### 12

- (1) The minimum periods of notice required to hold a general meeting of the charity are:
  - (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
  - (b) fourteen clear days for all other general meetings;
- (2) 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 at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the directors and auditors.

### 13

The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

### Proceedings at general meetings

### 14

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
  - (a) one bishop, being either the Diocesan Bishop or a suffragan bishop of the diocese, and
  - (b) one third of the members who are also members of the House of Clergy of the Synod, and
  - (c) one third of the lay members.

## Section 2

### 15

- (1) If:
  - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the chair shall determine.
- (2) The chair must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person at that time shall constitute the quorum for that meeting.

### 16

- (1) General meetings shall be chaired by the person who has been appointed chair of the charity;
- (2) if there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
- (3) If there is only one director present and willing to act, he or she shall chair the meeting.
- (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person and entitled to vote must choose one of their number to chair the meeting.

### 17

- (1) The members present in person at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

### 18

- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
  - (a) by the person chairing the meeting; or
  - (b) by at least fifteen members present in person and having the right to vote at the meeting;

## Section 2

- (2)
  - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
  - (b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.
- (3)
  - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
  - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4)
  - (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
  - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5)
  - (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
  - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
  - (c) The poll must be taken within thirty days after it has been demanded.
  - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
  - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

### Written resolutions

#### 19

- (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
  - (a) a copy of the proposed resolution has been sent to every eligible member;
  - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

### Votes of members

#### 20

Every member shall have one vote.

## Section 2

### 21

Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

### Directors

### 22

- (1) A director must be a natural person aged 16 years or older, and must be a member of the Synod at the time of appointment as a director.
- (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 29.

### 23

Subject to articles 22 and 29, at and following the first meeting of the Synod to be held following the adoption of these articles the members for the time being of the Bishop's Council of Diocesan Trustees shall be the directors and trustees of the charity, and shall constitute the board of directors of the charity.

### 24

A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors, except as allowed by article 32(4)(b).

### Chair

### 25

The Chair of the charity shall be nominated by the Diocesan Bishop to serve for such period as s/he may determine, subject to confirmation firstly by resolution of the directors and secondly by resolution of the Synod on being first nominated and subsequently reconfirmed by resolution of the Synod at its first meeting following 30 September in each year of a triennial election to the Synod. The Diocesan Bishop should not nominate him/herself to be the Chair of the charity, except under extraordinary circumstances and then only following a resolution of the Synod supporting such action.

### Powers of directors

### 26

- (1) The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

### Disqualification and removal of directors

#### 27

A director shall cease to hold office if he or she:

- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- (2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- (3) ceases to be a member of the charity;
- (4) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (5) resigns as a director by notice to the charity (but only if at least three directors will remain in office when the notice of resignation is to take effect); or
- (6) following the first election to the Bishop's Council of Diocesan Trustees, ceases to be a member of that body.

### Remuneration of directors

#### 28

The directors must not be paid any remuneration unless it is authorised by article 7.

### Proceedings of directors

#### 29

- (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any three directors may call a meeting of the directors.
- (3) The secretary (if any) must call a meeting of the directors if requested to do so by any three directors.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

#### 30

- (1) No decision may be made by a meeting of the directors unless a quorum is present at the time.

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the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.

- (2) The quorum shall be eleven directors present or such larger number as may be decided from time to time by the directors.
- (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- (4) In the event of an equality of votes at a director's meeting,
  - (a) the Diocesan Bishop shall have a casting vote;
  - (b) in the absence of the Diocesan Bishop s/he in advance of the meeting may assign a proxy to exercise such a casting vote and may give such direction as s/he decides as to how it shall be exercised, provided that the person so assigned is a director of the charity and the assignment is notified to the directors either in writing or electronically prior to the meeting;
  - (c) in the absence of the Diocesan Bishop and if s/he has not assigned a proxy the person chairing the meeting shall have a casting vote.

### 31

- (1) Meetings of the directors shall be chaired by either the Diocesan Bishop or a director nominated by him/her with the consent of the directors.
- (2) If no one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.

### 32

- (1) A resolution in writing, or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

### Delegation

### 33

- (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- (2) The directors may impose conditions when delegating, including the conditions that:
  - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;

## Section 2

- (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.
- (3) The directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

### Validity of directors' decisions

#### 34

- (1) Subject to article 36(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
  - (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;  
if without:
    - (d) the vote of that director; and
    - (e) that director being counted in the quorum;  
the decision has been made by a majority of the directors at a quorate meeting;
- (2) Article 36(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 36(1), the resolution would have been void, or if the director has not complied with article 7.

### Seal

#### 35

If the charity has a seal it must 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 secretary (if any) or by a second director.

### Minutes

#### 36

The directors must keep minutes of all:

- (1) appointments of officers made by the directors;
- (2) proceedings at meetings of the charity;
- (3) meetings of the directors and committees of directors including:
  - (a) the names of the directors present at the meeting;
  - (b) the decisions made at the meetings; and
  - (c) where appropriate the reasons for the decisions.

## Section 2

### Accounts

#### 37

- (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and following accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The directors must keep accounting records as required by the Companies Act.
- (3) The directors must give an accurate copy of accounts prepared pursuant to article 39(1) to the Annual General Meeting by 31st July following the financial year to which the accounts relate.

### Reports and Returns and Register of Charities

#### 38

- (1) The directors must comply with the requirements of the Charities Act 2011 with regard to the:
  - (a) transmission of a copy of the statements of account to the Commission;
  - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
  - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The directors must notify the Commission promptly of any changes to the charity's entry of the Central Register of Charities.
- (3) The directors must, within a reasonable period of time, report to the Synod on any matter or matters relating to the charity as the Synod may reasonably request in writing from time to time.

### Means of communication to be used

#### 39

- (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

#### 40

Any notice to be given to or by any person pursuant to the articles:

## Section 2

- (1) must be in writing; or
- (2) must be given in electronic form.

### 41

- (1) The charity may give any notice to a member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it in electronic form to the member's address; or
  - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- (2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

### 42

A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

### 43

- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
  - (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic form of communication, 48 hours after it was sent.

## Indemnity

### 44

- (1) The charity may indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

## Section 2

- (2) In this article a 'relevant director' means any director or former director of the charity.

### Rules

#### 45

- (1) The directors may, subject to the approval of Synod, from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the directors insofar as such procedure is not regulated by the Companies Acts or by the articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules;
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- (5) The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

### Disputes

#### 46

If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

### Dissolution

#### 47

- (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
- (a) directly for the Object; or
  - (b) by transfer to any charity or charities for purposes similar to the Object; or

## Section 2

- (c) to any charity or charities for use for particular purposes that fall within the Object.
- (2) Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
- (a) directly for the Object; or
  - (b) by transfer to any charity or charities for purposes similar to the Object; or
  - (c) to any charity or charities for use for particular purposes that fall within the Object.
- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity and if no resolution in accordance with article 49(1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

**END OF DOCUMENT**

# THE DIOCESE OF LINCOLN

## Standing Orders for Diocesan Synod

Revised by Diocesan Synod on 19 November 2022

### MEMBERSHIP OF THE SYNOD

#### Roll of members

1. The membership of the Diocesan Synod (“the Synod”) shall include:
  - (i) members duly elected by deanery synods;
  - (ii) co-opted and nominated members, as prescribed in Standing Order 2;
  - (iii) others prescribed in the Church Representation Rules for the time being in force and not otherwise included in Standing Order 1. (i) - (ii) above.

The Secretary shall keep a roll of the members of the Synod constantly up to date.

Members of Synod shall be members of the LDTBF unless excluded by virtue of the Articles of Association of the LDTBF.

No officer of the Synod, as defined in Standing Orders 9 and 10, shall be a member of the Synod.

#### Procedure for co-options

2.
  - (i) The Bishop’s Council of Diocesan Trustees (“BCDT”), constituted under Standing Order 75, shall have the right to nominate persons for co-option by the House of Clergy or the House of Laity or otherwise to determine who else may nominate such persons but in other respects the procedure for co-opting members shall be determined by the respective houses.
  - (ii) The President may nominate up to ten additional members of the Synod and these may include employees of the Lincoln Diocesan Trust and Board of Finance Ltd. (“LDTBF”), subject to the restrictions set out in Standing Orders 1 and 130.

#### Participation by non-members

3.
  - (i) 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.
  - (ii) LDTBF employees not being members of Synod shall be entitled to attend meetings of the Synod and may, with the permission of whomsoever is chairing, address the Synod. They shall have no right to move any motion or amendment or to vote.

## Section 3

### TERMS OF OFFICE

#### Co-opted and nominated members

4. Unless the House concerned or the President, as the case may be, fixes a shorter period of office, co-opted and nominated members shall retire on the last date for the return of results in the triennial elections, save that any such members who are Diocesan Trustees on that date shall continue to be members of Synod until the end of their respective terms of office as Diocesan Trustees.

### THE PRESIDENT AND CHAIRS OF THE HOUSES OF CLERGY AND LAITY

#### Election of the Chairs of Houses

5. Between the first and second meetings of the Synod after the triennial elections and, where a casual vacancy occurs, as soon as reasonably practicable thereafter, each of the Houses of Clergy and Laity or, where appropriate, the one House concerned, shall hold a special meeting to elect one of its members to be its Chair. A member of the appropriate House appointed by the President shall act as Chair for such a meeting. Whoever so chairs shall have a vote in the election and in the case of equality of votes, the decision shall be taken by lot.

### CHAIR OF MEETING

#### Meeting of the Synod

6. The President, unless on any occasion s/he nominates the Chair of either the House of Clergy or the House of Laity or another member to take the chair, shall be Chair at meetings of the Synod.

#### Separate meeting of the House

7. The President and the Chairs of the Houses of Clergy and Laity need not preside over separate meetings of the House each represents if and to the extent that standing orders of the House so provide.

#### Powers of Chair

8. Subject to these standing orders and the directions of the President, the procedure of the Synod and its Houses shall be regulated by the respective Chair of each.

### OFFICERS

#### Secretary

9. The Synod shall appoint a Secretary, who shall not be a member of the Synod, but may be either clergy or lay and either salaried or honorary, and who shall:-
  - (i) be responsible for the administrative arrangements for the meeting of the Synod;

## Section 3

- (ii) be in attendance at such meetings;
- (iii) prepare the draft agenda papers and minutes of the Synod;
- (iv) act as secretary of the BCDT;
- (v) perform such other duties as the Synod shall assign to the Secretary.

### **Assistant Secretary**

10. The BCDT shall appoint an Assistant Secretary, who shall not be a member of the Synod, but may be either clerical or lay and either salaried or honorary.

In the absence of the Secretary, the Assistant Secretary shall deputise.

Should neither the Secretary nor the Assistant Secretary be available to undertake the role of the Secretary, the President shall, in consultation with the Chairs of the Houses of Clergy and Laity, appoint some other individual to undertake the role on a temporary basis. The individual so appointed may be a member of the Synod.

### **Registrar**

11. The Registrar, or in the event of his/her absence or incapacity the deputy registrar where appointed, shall be the legal adviser to the Synod and when required shall attend the meeting of the Synod, its Houses and the BCDT.

### **Terms of appointment**

12. Subject to any statutory provision and to these standing orders, the terms and conditions of service on which officers are appointed shall be determined by the BCDT.

## **MEETINGS OF THE SYNOD**

### **By whom convened**

13. The Synod shall meet upon the summons of the President.

### **When and where held**

14. The President shall summon not less than two meetings in each year at such times and places as s/he shall direct after consulting the BCDT.

### **Meetings by request**

15. If either the BCDT by resolution so requests or if the President receives a requisition for that purpose signed by not less than thirty members, the President shall summon a meeting of the Synod which shall be held within eight weeks following the resolution or request unless a later date was specified in the resolution or request.

### **Notice of ordinary meeting**

16. The date, time and place of ordinary meetings of the Synod, when fixed, shall be announced as soon as possible, and not less than 21 days before any such meeting, to members, and both chairs of every deanery synod in the Diocese.

## Section 3

### Notice of special meeting

17. In case of sudden emergency or other special circumstances a meeting may be convened at not less than seven days' notice but the quorum for the transaction of any business at such a meeting shall be a majority of the members of each House and only business specified in the notice may be transacted.

### Form of notice

18. Every notice under Standing Orders 16 and 17 shall be signed by the Secretary.

### Provision for remote or hybrid meetings

18A.

- (i) A meeting of Diocesan Synod includes reference to a meeting which persons may attend, speak at, vote in, or otherwise participate in without all of the persons, or without any of the persons, being together in the same place.
- (ii) Reference to a place where a meeting of the Diocesan Synod is held, or is to be held, includes a reference to more than one place, including electronic, digital or virtual locations, web addresses or conference call telephone numbers.
- (iii) A person is to be regarded as present at a meeting of the Diocesan Synod if they are able to hear and be heard, and where practicable see and be seen, by the other persons present.
- (iv) A vote, whether of the whole Diocesan Synod or by Houses, may be taken by such electronic method of voting as may be determined by the BCDT or a sub-committee authorised by the BCDT to act on its behalf on this matter.

## SEPARATE MEETINGS OF THE HOUSES

### When and where held

19. Each House shall meet separately when:
- (i) it is required so to do under these standing orders;
  - (ii) it has so decided in accordance with its own standing orders;
  - (iii) the Chair of the House has so directed; or
  - (iv) the Synod has so directed

and subject to any directions by the Synod or the House concerned, the date, time and place of any separate meeting shall be fixed by the Chair of that House.

### Standing Orders for separate meetings of the Houses

- 19A. Subject to Standing Order 19B, separate meetings of the Houses shall be conducted in accordance with:
- (i) Standing Orders 16-58, 69, and 136-138, substituting "House" for "Synod" and "Chair of the House" for "President";
  - (ii) Standing Orders 66 and 67 shall additionally apply to separate meetings of the House of Bishops

## Section 3

- (iii) decisions of the Houses of Clergy and Laity shall require the votes of a majority of all the members present and voting, with the Chair having the same voting rights as other members and no second or casting vote.
- 19B. A House may resolve to vary or add to the provisions of Standing Order 19A through a majority vote of the House with at least two thirds of the members present voting in favour of the motion.

### AGENDA

#### Content

20. Subject to these standing orders and any resolution of the Synod, the BCDT, or a sub-committee acting on its behalf, shall set the agenda for each meeting of the Synod, specifying all business for which due notice has been received and which is in order and determining the sequence in which the business shall be considered.

#### Circulation

21. The Secretary shall post or deliver by hand or electronically an agenda paper to every member 21 days at least before a meeting or, in the case of a special meeting called at less than 21 days' notice, at the same time as the notice.

#### Business permitted to be considered

22. Save for urgent or other important business added by direction of the President, no business shall be considered at a meeting other than that specified in the agenda (or any relating notice paper) or arising from the business considered.

#### Order and timing of business

23. In determining the order of business special consideration shall be given to items:-
- (i) brought before the Synod at the request or direction of the President;
  - (ii) referred to the Synod by the General Synod or by a Deanery Synod in the Diocese;
- The agenda may specify times at which items shall, unless previously disposed of, be taken and set time limits for debates on any motions.

#### Varying the order and timing of business

24. The order and timing of business may be varied by resolution of the Synod or, unless a member objects, by the Chair.

### NOTICE OF BUSINESS

#### Form of notice

25. Subject to Standing Order 17, notice of any business for a meeting of the Synod shall be in writing, signed and delivered to the Secretary by hand, by post or electronically not later than the period before the meeting which is specified in Standing Order 26.

## Section 3

### Length of notice

26. The following periods of notice shall be required:-

New business for the agenda	35 days
Motions arising from the agenda	7 days
Questions under Standing Order 72	7 days

### When not required

27. Notice of the following business shall not be required:-

- (i) a motion moved by permission of the Chair, provided that, unless the Chair otherwise permits, the full text of such motion shall be made available to the members in a readable form before it is moved;
- (ii) an amendment to a motion, provided that
  - (a) if the mover of the amendment has previously spoken on the motion s/he shall move any amendment thereto formally and without speech; and
  - (b) where no agenda or notice paper containing the text of the amendment has been made available to members at the time when the amendment is to be moved, such amendment may only be moved by permission of the Chair;
- (iii) business adjourned under Standing Order 54 or 55 to a specified time or meeting;
- (iv) a procedural motion specified in Standing Order 51 (subject as provided in that standing order);
- (v) a supplementary question by a member who has asked a question under Standing Order 72.

## GENERAL RULES OF DEBATE

### Quorum

28. One third of the members of each House shall form a quorum of the Synod which shall be necessary for the consideration of all business except the adjournment of the Synod under Standing Order 54, a debate under Standing Order 55, or as required by Standing Order 17.

### If quorum not present

29. If a quorum is not present, the Chair shall adjourn the Synod until such time as s/he shall determine. Any member may call the attention of the Chair to the absence of a quorum at any time before a question is put on a motion or amendment. A quorum shall thereafter be deemed to be present and it shall not be in order to query again the presence of a quorum until after the Chair has conclusively announced the result of the vote on that question.

### Order of speeches

30. The Chair shall call upon members who desire to speak and may require them to give their names to the Secretary in writing. S/he shall also determine the order in which they speak.

## Section 3

### Members identification when called to speak

- 30A. When called to speak a member shall start by clearly stating her/his name, deanery and any conflict of interest or loyalty s/he may have that is relevant to the business under consideration.

### Breach of order

31. The Chair shall call a member to order for failure to address the Chair, irrelevance, tedious repetition of arguments previously put forward by the same or any other member, unbecoming language, disregard of the authority of the Chair, or any other breach of order and may order the member to end any speech being made.

### Points of order

32. A member may submit a point of order to question the Chair as to whether the Standing Orders have been breached. A point of order may be raised at any time, including by interrupting another speaker. A point of order must be in the form of a succinct question.

### Personal explanations

33. A member may ask permission to interrupt a debate to make a personal explanation but only so as to correct an important misunderstanding of fact during that debate with regard to what that member has said, or to explain some matter of strictly personal concern, and for this purpose, may interrupt another speaker. Such permission shall be given only if any person interrupted consents and if in the opinion of the Chair the debate is likely to benefit from such an explanation.

### Interruptions otherwise not permitted

34. Save as provided in Standing Orders 32 and 33 the interruption of a speech (by question, point of information or otherwise) shall not be permitted, but where it occurs in breach of this Standing Order it shall be reckoned as a speech on the question before the Synod and shall preclude the interrupter from speaking further on that question. The ruling of the Chair on a point of order or the admissibility of a personal explanation shall not be open to question.

### Speaking to a motion

35. A member shall not speak upon a motion or amendment, save as provided in Standing Orders 30, 32, 33 and 72.

### Speaking more than once

36. A member shall not speak more than once upon the same question except:
- (i) as provided in Standing Orders 32 and 33;
  - (ii) by permission of the Chair and with consent of the Synod;
  - (iii) the mover of a motion (but not an amendment) may reply; such reply shall not introduce any new matter and shall close the debate;
  - (iv) the mover of an amendment to a Standing Order may speak twice.

## Section 3

### Length of speeches

37. Save as provided in these standing orders, no speech shall exceed ten minutes or, in the case of a member introducing a report, fifteen minutes, but the Chair may at any time lengthen or shorten either of these periods, provided that s/he shall inform the Synod of his/her ruling which shall not be open to debate or question.

### Moving motions or amendments

38. (a) Every matter debated in the Synod shall have been moved by a member.
- (b) A motion or amendment which, when called by the Chair, is not moved by the member who has given notice thereof, may be moved by any other member in his/her stead.

### Withdrawal

39. A motion or amendment, once moved, may be withdrawn by the mover or at his/her request unless more than five members object.

### Reconsideration and rescission

40. No motion or amendment to the same effect as, or dependent on, one which has been rejected within the preceding twelve months and no motion to rescind a resolution passed within the same period shall be proposed without leave by the BCDT.

### Despatch of Business

41. Notwithstanding any provision in these Standing Orders, the Chair may give such directions as may appear to be appropriate in relation to related motions and amendments including motions arising from the agenda of which notice has been given under Standing Order 25, for the purpose of enabling the Synod to deal with the matters raised in a way which is easily understood and likely to produce logical and compatible decisions. Such directions may include:
- (a) a direction that a motion arising from the agenda shall be dealt with as an amendment to a motion on the agenda and as to the wording of such an amendment.
- (b) a direction that a motion or motions arising out of the agenda shall be amalgamated with a motion on the agenda and as to the wording of such an amalgamated motion.
- (c) a direction that two or more motions arising out of the agenda shall be amalgamated and as to the wording of such an amalgamated motion.
- (d) a direction that two or more amendments to a motion shall be amalgamated and as to the wording of such an amalgamated amendment.
- (e) a direction that a motion or amendment be divided in such manner as to enable the Synod to express its judgement separately upon each part of the motion or amendment so divided.

In preparing directions under this order the Chair shall consult with the movers of the motions or amendments concerned or authorise the Secretary to do so and, notwithstanding Standing Order 36, may (but shall not be obliged to) allow the mover of a motion which has been turned into an amendment by virtue of the directions to speak twice

## Section 3

upon the same question so as to be able to reply. Such reply shall be subject to Standing Order 36 (iii).

### Reference back motions not permitted

42. During the debate on any motion it shall not be in order to move a further motion to refer back that motion or any recommendation to which it relates but if otherwise permissible an amendment to this effect may be moved. Where a motion so amended is carried but specifies no-one to whom the matter is to be referred, this question shall be decided by the BCDT. No amendment shall be moved for the reference back of any matter referred by the General Synod to the Synod.

### Special powers of Chair

43. Unless the Synod otherwise provides, the Chair shall:
- (i) adjourn the Synod at the hours fixed in accordance with these Standing Orders;
  - (ii) adjourn the debate on any question at the hour fixed for the commencement of other business in accordance with Standing Order 23;
  - (iii) close the debate on any motion at the hour appointed in accordance with Standing Order 23, whether or not there are other members who still desire to speak and thereupon the provisions of Standing Order 56 (ii) shall apply.

## AMENDMENTS

### When permitted

44. Except as provided in Standing Order 45 any member may move an amendment to a motion which has been duly moved and such amendment shall be disposed of before that motion is put or any further amendment is moved.

### When not permitted

45. Amendments to the following shall not be permitted:
- (i) a procedural motion under Standing Order 51;
  - (ii) a motion to receive the report of a committee under Standing Order 103;
  - (iii) a motion under Standing Order 110(a) in reply to any question referred by the General Synod.

### Amendments to amendments

46. No amendment may be moved to an amendment except by permission of the Chair.

### Delivery in writing

47. Before an amendment is moved, a copy thereof in writing shall be delivered to the Secretary, unless this requirement is dispensed with by the Chair.

### Form of amendments

48. An amendment may be made:

## Section 3

- (i) by leaving out words; or
- (ii) by leaving out words in order to insert other words; or
- (iii) by inserting or adding words.

### Content

49. An amendment shall be relevant to and shall not have the effect of negating the main motion or amendment.

### Order of consideration

50. Amendments shall be moved and put to the vote in the order in which they first affect the main motion or amendment to which they relate. If more than one amendment has been received affecting the same place in that motion or amendment, they shall be moved and put to the vote in the order determined by the Chair. By the Chair's permission, during the debate on an amendment, other amendments may be discussed but not moved.

## PROCEDURAL MOTIONS

### Content

51. Subject to these Standing Orders, the following procedural motions may, with the consent of the Chair, be moved with or without notice but not so as to interrupt the speech of any member:-
- (i) "that the Synod do pass to the next business" ("next business");
  - (ii) "that the Synod do now adjourn" ("adjournment of the Synod");
  - (iii) "that the debate now be adjourned" ("adjournment of the debate");
  - (iv) "that the debate be now closed" ("closure");
  - (v) "that all further speeches on this question be limited to ... minutes" ("speech limit");
  - (vi) a motion to vary the order of business;
  - (vii) a motion to suspend a Standing Order.

### When not permitted

52. A motion shall not be moved:
- (i) for next business, the closure or a speech limit on any question referred by the General Synod to the Synod;
  - (ii) for next business on an amendment or another procedural motion.

### Next business

53. The following rules of debate shall apply:
- (i) The motion may be moved either in the form "that the Synod do forthwith pass to the next business" or in the form "that the Synod do pass to the next business before the question is put".

## Section 3

- (ii) A motion for next business shall take precedence over all amendments of which notice has been given and arguments for and against the motion shall be heard in accordance with the procedure set-out in Standing Order 54(ii).
- (iii) If such motion is carried, the original motion shall lapse either forthwith or before the question is put, as the case may be, and not be reconsidered during the same meeting of the Synod.
- (iv) If it is not carried, such motion shall not be moved again on the original motion unless that motion be substantially amended.
- (v) During discussion on a motion “that the Synod do pass to the next business before the question is put” it shall be in order to debate the merits of the original question.

### Adjournment of the Synod

54. The following rules of debate shall apply:
- (i) The motion to adjourn may but need not specify a time for the Synod to resume the business interrupted.
  - (ii) The mover shall be allowed to speak for not more than three minutes; the mover of the original motion, if any, or, if not, some other member, may speak for not more than three minutes in reply; the question shall then be put without further debate.
  - (iii) If the motion to adjourn is carried and the Synod has not by the same resolution appointed a time for resuming the interrupted business, the business interrupted shall be resumed at the next meeting.
  - (iv) If the motion to adjourn is not carried, the adjournment of the Synod shall not be moved again, except by permission of the Chair, until a further hour has elapsed.

### Adjournment of debate

55. Standing Order 54 shall, unless the context otherwise requires, apply also to this motion except that:
- (i) If such motion is carried and the Synod has not by the same or a later resolution appointed a time for resuming the interrupted debate, it shall be resumed only by direction of the BCDT;
  - (ii) If the question adjourned is an amendment, the debate on the main motion shall also stand adjourned.

### The closure

56. The following rules of debate shall apply:
- (i) If such motion is permitted by the Chair, it shall be put forthwith without discussion;
  - (ii) if the closure is carried, the member, if any, who has a right of reply on a motion superseded by the closure shall be given an opportunity to speak for not more than five minutes in reply and the motion or amendment shall be put without further debate.

### Speech limit

57. The following rules of debate shall apply:

## Section 3

- (i) if this motion is permitted by the Chair, it shall be put forthwith without discussion;
- (ii) notwithstanding the time limits imposed by Standing Order 37, on this motion being carried, no speech shall exceed the number of minutes specified therein, but the Chair may, for any special reason of which the Chair shall be the sole judge, allow a longer or shorter time to any member, provided that when so doing the Chair shall inform members of the ruling and in exercising this discretion shall have particular regard to any member who has a right of reply to the debate.

### **Suspension of Standing Orders**

58. After notice or, by permission of the Chair, without notice a member may move that a Standing Order be suspended during a particular debate or meeting. Such a motion shall not be deemed to have been carried unless at least three quarters of those members present and voting are in favour. It shall not be in order to suspend Standing Orders 59 to 71.

### **VOTING**

#### **Assent of three houses**

59. Subject to Standing Orders 60, 61 and 62, nothing shall be deemed to have the assent of the Synod unless the three Houses which constitute the Synod have assented thereto, but if in the case of a particular question (except a matter referred to the Synod by the General Synod under the provision of Article 8 of the constitution of that Synod) the President (if present) so directs, that question shall be deemed to have the assent of the House of Bishops, only if the majority of the members of that house who assent thereto, includes the President.

#### **Procedure for decisions**

60. Questions relating only to the conduct of business shall be decided by the voting of all members of the Synod present and voting.
61. Every other question shall be decided in like manner, the assent of the three Houses being presumed, unless the President (if present) requires, or any ten members require, that a separate vote of each House be taken.

#### **Matters referred under Article 8**

62. If the vote of the Houses of Clergy and Laity are in favour of any matter referred to the Synod by the General Synod under the provisions of Article 8 of the constitution of that Synod, that matter shall be deemed to have been approved for the purposes of the said article.

#### **Voting by houses**

63. A separate vote of each house shall be taken:
- (i) on any question referred by the General Synod to the Synod;
  - (ii) on any other question where this is required under Standing Order 61.

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### Majority required for decisions

64. Subject to any statutory requirements decisions of the Synod when no separate vote is taken by each of the Houses shall require the votes of a majority of all the members of the Synod present and voting.
65. Subject to any statutory requirements, decisions of the Synod when a separate vote is taken by each of the Houses shall, subject to Standing Order 59, require the votes of a majority of all the members of each House present and voting.

### Equal voting in House of Bishops

66. Where there is an equal division of votes in the House of Bishops, the President shall have a second or casting vote.

### Opinion of president

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

### Voting rights of Chair

68. The Chair (subject to the rights of the President when s/he is Chair) shall have the same voting rights as other members and shall have no second or casting vote.
69. The Chair on putting any question to the vote shall take a show of hands, the result of which as announced by the Chair shall be conclusive. The Chair may at his/her discretion order the hands to be counted and shall do so on a vote by Houses.

### Requests for separate voting

70. Where the President requires, or any ten members require, a separate vote of each House, or where the President gives a direction under Standing Order 59 (that his/her assent shall be necessary to carry a proposal in the House of Bishops), such requirement or direction shall be made or given before the question is put or immediately upon the announcement of the result of a show of hands, whether counted or not.

### Procedure for count of hands

71. The counting of hands on a separate vote of each House shall be conducted in accordance with instructions to be issued from time to time by the BCDT, and, subject thereto, the administrative arrangements for each count shall be made by the Secretary under the direction of the Chair.

## QUESTIONS

To whom addressed

72. Subject to due notice under Standing Orders 25 and 26 a question may be asked of:
  - (i) any officer of the Synod referred to in these Standing Orders;
  - (ii) any head of department employed by the LDTBF or the Lincoln Diocesan Board of Education Ltd. (LDBE);

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- (iii) the Chair of any body constituted by the Synod or on which it is represented;
- (iv) the Chair of any body constituted by the BCDT;

provided that the person asked may, without reason given, refuse to answer that question. A member may ask up to two original questions at any one meeting. At the discretion of the Chair, a further supplementary question may be put to an original question by another member. A supplementary question must be strictly relevant to the original question or the answer given.

### Content

73. 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 opinion or for the solution of either an abstract legal question or a hypothetical problem, and shall be otherwise in order.

### Persons authorised to reply

74. If the person of whom the question is asked is a member or officer of the Synod, that person shall reply personally and, if not, the reply may be given by one of its members nominated by the President; provided that:
- (i) the Secretary may reply on the President's behalf if so instructed
  - (ii) a member who is absent may authorise another member to respond to the question.

## THE BISHOP'S COUNCIL OF DIOCESAN TRUSTEES

### Composition

- 75.
- (a). There shall be a Bishop's Council of Diocesan Trustees which shall constitute, and in all regards fulfil the statutory requirements of being, each of the following:
    - i. The Bishop's Council and Standing Committee
    - ii. The Diocesan Mission and Pastoral Committee
    - iii. The directors and trustees of the LDTBF.
  - (b). The membership of the BCDT shall be as follows, with such members being known as Diocesan Trustees:
    - (i) the following ex officio members:
      - i. The Diocesan Bishop;
      - ii. The Suffragan Bishops;
      - iii. The Archdeacons;
      - iv. The Dean;
      - v. The Chairs of House of Clergy and House of Laity of the Synod;

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- (ii) the following ex officio members, if not otherwise members:
  - i. The Chair of the LDBE, having been appointed to that office in accordance with the relevant Measures and the LDBE's Articles of Association.
  - ii. The Chair of the LDTBF, having been appointed to that office in accordance with the relevant Measures and the LDTBF's Articles of Association.
  - iii. The Chair of the Diocesan Mission and Pastoral Committee), having been appointed to that office by the Diocesan Bishop for such period as the Bishop may determine.
- (iii) three members of the House of Clergy, consisting of one such person from each archdeaconry elected by the House of Clergy in accordance with Standing Orders 75(c-f).
- (iv) six members of the House of Laity, consisting of two such persons from each archdeaconry elected by the House of Laity in accordance with Standing Orders 75(c- f).
- (v) up to six individuals nominated by the Diocesan Bishop following consultation with the Search and Nominations Committee and provided:
  - i. the persons so nominated are already members of the Synod;
  - ii. the total number of Diocesan Trustees does not exceed 24;
  - iii. due regard is given firstly to ensuring approximate parity in the numbers of clerical and lay Diocesan Trustees; and
  - iv. due regard is given secondly to including otherwise under-represented groups and filling any skills gaps within the BCDT membership.
- (c). The candidates for election shall be proposed and seconded by members of their respective houses. Election shall be by simple majority voting by houses (i.e. clergy may only vote for clergy, and laity may only vote for laity). This election shall be by way of secret ballot on voting papers signed by the voter on the reverse thereof. In the event of an equality of votes, the decision shall be decided by lot.
  - (i). The total number of votes cast and the number of votes cast for each of the candidates shall be made available to the candidates. The numbers may be made available to Synod members at the discretion of the Secretary.
- (d). The term of office for the elected members shall be three years, commencing immediately and ending at the start of the first meeting of the Synod following 30 September in the relevant year.
  - (i). Except in the circumstances covered by (dii), from 3 November 2018 onwards, elected members shall serve no more than two consecutive full terms, and are then not eligible for re-election for three years.

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- (ii). If, following an election to fill a BCDT position, the position remains vacant, a person excluded from standing by virtue of (di) may stand at the next election for a further term provided all other requirements within the Standing Orders are satisfied.
- (e). At the first meeting of Synod after 31 October each year, the Houses of Clergy and Laity shall elect Diocesan Trustees as follows.
  - (i) By the House of Clergy from amongst its own number:
    - a. in 2022 and every three years thereafter one member of the House of Clergy representing a deanery in the Archdeaconry of Stow & Lindsey;
    - b. in 2023 and every three years thereafter one member of the House of Clergy representing a deanery in the Archdeaconry of Boston; and
    - c. in 2024 and every three years thereafter one member of the House of Clergy representing a deanery in the Archdeaconry of Lincoln.
  - (ii) By the House of Laity from amongst its own number:
    - a. in 2022 and every three years thereafter two members of the House of Laity representing a deanery in the Archdeaconry of Lincoln;
    - b. in 2023 and every three years thereafter two members of the House of Laity representing a deanery in the Archdeaconry of Stow & Lindsey; and
    - c. in 2024 and every three years thereafter two members of the House of Laity representing a deanery in the Archdeaconry of Boston.
- (f). Should a vacancy for an elected member occur in mid-term, a person qualified under Standing Orders 75(b), (d) and (e) to fill the vacancy shall be elected to serve out the remainder of that term. The method of election shall be as per Standing Order 75(c) and should take place at the meeting of the Synod after the position becomes vacant. A part term of more than 18 months will count as a whole term, and one of lesser duration will not count at all, for the purposes of Standing Order 75(d).
- (g). Unless the Diocesan Bishop fixes a shorter period of office, persons nominated to the BCDT per Standing Order 75(b)(v) may serve for up to three years. They may be re-nominated for successive terms without limit at the Diocesan Bishop's sole discretion having consulted with the Search and Nominations Committee.
- (h). The Chair of the LDTBF should not be the Diocesan Bishop except under extraordinary circumstances and then only following a resolution of the Synod supporting such action.

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- (i). The Chair of the LDBE may be the Diocesan Bishop.
- (j). The Chair of the Diocesan Mission and Pastoral Committee may be the Diocesan Bishop.

### Safeguarding

76. Following election or appointment to the BCDT, Diocesan Trustees shall be subject to a check through the Disclosure and Barring Service (“DBS”) or equivalent for the time being in force.

### Code of Conduct, suspension and removal from office

77. There shall be a Code of Conduct for Diocesan Trustees, approved by resolution of the Synod. All Diocesan Trustees shall sign the Code of Conduct within 30 days of taking office without due reason. Failure to sign the Code of Conduct shall signify the person’s resignation from the BCDT.
78. In the event of a Diocesan Trustee being debarred from holding office as either a trustee or a director, it shall signify the person’s resignation from the BCDT.
79. All Diocesan Trustees are under duty to report to the Diocesan Bishop at the earliest opportunity if they become subject to any criminal or safeguarding investigation. In such event the Diocesan Bishop shall have the power to suspend the person’s membership of the BCDT pending the outcome of the investigations.
80. If a Diocesan Trustee ceases to be a member of the Synod, his/her position on the BCDT shall be automatically terminated.
81. With the exception of the Diocesan Bishop, the Suffragan Bishops, the Archdeacons and the Dean, a Diocesan Trustee shall be asked to resign from the BCDT if:
- (i) the Diocesan Trustee fails to attend 50% of the meetings of the BCDT in any one calendar year without due reason accepted by a resolution of the BCDT; and/or
  - (ii) the Diocesan Trustee fails to abide by the Code of Conduct, as found by a resolution of the BCDT; and/or
  - (iii) the outcome of a DBS check is unsatisfactory.

Upon being so asked to resign, the person shall have the right of appeal to the Diocesan Bishop, whose decision in the matter shall be final.

82. If a Diocesan Trustee fails to resign from the BCDT having been asked to do so under the terms of Standing Order 81, the position on the BCDT shall be terminated by a resolution of the Synod. Such a resolution may only be passed if:
- (i) the Diocesan Trustee has been given at least twenty-one days notice in writing of the meeting at which the resolution will be proposed and the reasons why it will be proposed;
  - (ii) the Diocesan Trustee or, at the option of the Diocesan Trustee, a representative (who need not be a Synod member) has been allowed to make representations to the meeting; and
  - (iii) the Diocesan Bishop has consented to the resolution

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### Quorum

83. Eleven of the members of the BCDT shall form a quorum.

### Officers

84. The officers of the BCDT shall be as follows:

- (i) the President of the Synod shall be Chair
- (ii) one or more Diocesan Trustees nominated by the President with the consent of the BCDT shall be vice-Chair(s)
- (iii) the Secretary of the Synod shall be Secretary.

### Voting

85. Questions submitted to a meeting of the BCDT shall be decided by a majority of those present and voting, save that in the case of an equality of votes the President of the Synod shall have a second or casting vote. The President, in advance of an absence from a meeting, may in writing to the BCDT assign a proxy to exercise such a casting vote and may give such direction as as to how it shall be exercised. In the absence of the President and if a proxy has not been assigned, the person chairing the meeting shall have a casting vote.

### Functions

86. The functions of the BCDT shall be:

- (i) to plan, or to delegate the powers to plan, the business of the Synod, to prepare the agenda for its sessions, and to circulate to members information about matters for discussion;
- (ii) to initiate proposals for action by the Synod and to advise it on matters of policy which are placed before it;
- (iii) to advise the President on matters which the President may refer to the committee;
- (iv) subject to the directions of the Synod to transact the business of the Synod when it is not in session;
- (v) to appoint members of committees or nominate members for election to committees, subject to the directions of the Synod;
- (vi) to be the directors and trustees of the LDTBF in accordance with the LDTBF Articles of Association;
- (vii) to be the Diocesan Mission and Pastoral Committee in accordance with the requirements of the Mission and Pastoral Measure 2011 and such other legislation as may apply;
- (viii) to carry out such other functions as the Synod may delegate to it.

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### OTHER COMMITTEES, WORKING GROUPS AND ADVISORY PANELS

#### Statutory committees

87. The Synod shall establish such committees or other bodies as maybe required by law (to be known as “statutory committees”) with such membership, functions and procedure as may be provided in the relevant enactment. Subject thereto, these Standing Orders shall apply to such committees or other bodies.

#### Committees, working groups and advisory panels other than statutory committees

88. There shall be a Search and Nominations Committee, accountable directly to Synod, and governed by such Terms of Reference which the Synod may approve.
89. There shall be a committee, accountable to the BCDT, with responsibility, inter alia, to monitor and review:
- (i) the integrity of the Diocese’s Annual Report and accounting policies;
  - (ii) the effectiveness of the Diocese’s governance, internal controls and risk management systems;
  - (iii) the relationship with, and effectiveness of, the external audit function.
90. The Synod may at any time constitute such other committees as in the opinion of the Synod are necessary or desirable and may delegate to a committee so constituted, with or without conditions, such functions of the Synod as it thinks fit.
91. The BCDT may at any time constitute such other committees, working groups and advisory panels as in its opinion are necessary or desirable. It may delegate to bodies so constituted, with or without conditions, such functions as it thinks fit, provided that:
- (i) a working group’s remit shall be restricted to a specific task upon completion of which the working group shall be disbanded;
  - (ii) an advisory panel shall not have decision making powers.

#### Membership of committees, working groups and advisory panels

92. Subject to any directions of the Synod and to any statutory provision:
- (i) The BCDT shall determine the number of the members of committees, working groups and advisory panels, their terms of office, whether they shall be appointed or elected, who is responsible for any such appointment, and who constitutes the relevant electorate.
  - (ii) Such bodies may include persons who are not members of the Synod.
  - (iii) The chair and vice-chair of every such body shall be appointed, and the terms of office set, by the BCDT.
  - (iv) In the case of committees, the majority of the members shall be members of the Synod, and the chair and/or the vice-chair must be a Diocesan Trustee.
  - (v) Subject to there being due reason or cause to do so, the BCDT shall be able to remove a member, chair or vice-chair it has appointed to a committee, working group or advisory panel, and to make a new appointment to fill the consequential vacancy.

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### Duration of membership

93. The BCDT may, subject to these Standing Orders and any resolution of the Synod, at any time dissolve a committee or alter the number of its members or its composition, and shall determine the term of office of its members.

### Sub-committees

94. Every committee constituted by the Synod may appoint sub-committees for such purpose as it thinks fit, subject to the approval of the BCDT.

### Electors

95. Any members of a committee to be elected by Synod may be elected by the whole Synod without discrimination as to Houses or by the three Houses voting separately. In the absence of any direction by either the Synod or the BCDT, they shall be elected by the whole Synod.

### Nominations for election to committees

96. Every nomination shall require a proposer and seconder who shall be qualified electors. Nominations, which shall be in writing and accompanied by signed evidence of the candidate's willingness to serve, shall be delivered to the Secretary within such period and by such means as s/he shall specify. If the number of nominations is no more than that of the seats to be filled, all the candidates shall be declared elected.

### Voting in elections

97. In the event that there are more nominations than the number of seats to be filled in an election to a committee, and except as required by Standing Order 97A, the following process shall be followed.
- (i) The election shall be held at an ordinary meeting of the Synod, with notice of the election being included on the agenda paper provided in accordance with Standing Order 21.
  - (ii) The election shall be by secret ballot on voting papers signed by the voter on the reverse thereof.
  - (iii) Each elector shall have as many votes as there are seats to be filled, but shall not give more than one vote to any one candidate.
  - (iv) In the event of an equality of votes the election shall be decided by lot.
- 97A. The process defined in Standing Order 97 shall be varied by the Secretary to the extent necessary to comply with the following.
- (i) The Church Representation Rules and such Measures and Regulations as may be applicable at the time.
  - (ii) A direction made by the President, following consultation with the BCDT, or by the Synod, that an election is to be conducted by postal ballot. For any such postal ballot the names of the candidates shall be circulated to every qualified elector on a

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voting paper which when marked and signed shall be returnable to the Secretary within such period (not being less than 14 days) as the Secretary shall specify.

- (iii) A direction by the Synod that the election shall be conducted by the method of the single transferable vote. For any such election, the rules, with the necessary modification, under the General Synod's Standing Orders for the time being in force, shall be used.

98. The BCDT may direct that electronic voting is to be used for an election, either in place of, or in addition to, paper ballots, and may make such changes to the process defined in Standing Orders 96, 97 and 97A as are consequently necessary. Only electronic voting methods approved by Synod may be so used.

### Casual vacancies

99. A casual vacancy in an elected position shall be filled within six months of the occurrence of the vacancy; provided that a vacancy which occurs within six months of the next triennial elections to the Synod need not be filled. In this Standing Order the expression 'casual vacancy' includes the case where insufficient candidates have been nominated to fill the places available.

Subject to any contrary statutory requirement, casual vacancies in committees or other bodies other than the BCDT (as to which see Standing Order 75) shall, unless otherwise specified in the applicable Terms of Reference, be filled not by election but by co-option by the BCDT following consultation with the Search and Nominations Committee.

### Directions by BCDT

100. The conduct of elections to committees shall, subject to these Standing Orders, be in accordance with any directions by the BCDT.

## PROCEDURE OF COMMITTEES, WORKING GROUPS AND ADVISORY PANELS

### Quorum

101. Unless otherwise specified in the applicable Terms of Reference, not less than one third of the total members of a committee, working group or advisory panel shall form a quorum but a committee may act notwithstanding a vacancy in its membership.

### Voting

102. Unless otherwise specified in the applicable Terms of Reference, questions submitted to a meeting of a committee, working group or advisory panel shall be decided by a majority of those present and voting, save that in the case of an equality of votes the Chair shall have a second or casting vote.

### Reports

103. Every committee shall report to Synod at such times and in accordance with such procedure as may be determined by the BCDT; provided that each report shall be presented by a member of the committee which is responsible for the report, on the motion "that this

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report be received". No amendment to such motion shall be permitted but if carried it shall not be deemed to commit the Synod to the acceptance of any matter in the report.

104. Subject to these Standing Orders, the applicable Terms of Reference, and any directions by the Synod or the BCDT, a committee, working group or advisory panel shall have power to determine its own procedure.

### REPRESENTATION ON OTHER BODIES

105. The procedure for appointing or electing representatives to serve on any committees or other bodies which are not statutory committees or responsible to the Synod but on which it is required or permitted to be represented shall be determined in each case by the BCDT.

### DOCTRINAL MATTERS AND FORMS OF SERVICE

#### Requirement of early circulation

106. If notice is given of a motion, other than under Standing Order 107, which raises any question touching doctrinal formulae or the services or ceremonies of the Church of England, the BCDT shall include it on the agenda of the earliest convenient meeting of the Synod; provided that, save by permission of the Chair and the consent of the Synod, copies of such motion, together with a report thereon by the BCDT, shall be sent to members at least three months before it is finally voted on by the Synod. For the purpose of this Standing Order the consent of the Synod shall not be deemed to have been given unless three quarters of those present and voting have agreed.

### REFERENCES BY THE GENERAL SYNOD

#### When considered

107. When a reference is received from the General Synod, whether under Article 8 of the Constitution of that Synod or otherwise, the BCDT shall include it on the agenda of such meeting of the Synod as it may consider appropriate.

#### Prior notice and documents required

108. Unless the BCDT decide to the contrary for any reason:
- (i) members of the Synod shall receive at least three months' notice of the reference; and
  - (ii) a report or other document prepared by or on behalf of either the General Synod or the BCDT shall be circulated.

#### Consultations within the Diocese

109. The Synod, before voting on a reference, may refer any question arising from it to the Deanery Synods or parochial church councils or parochial church meetings in the Diocese for the expression of their views. The BCDT, if so allowed under the terms of reference from the

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General Synod, may act on the Synod's behalf by so referring any such question prior to the Synod considering the reference.

### Procedure of debate

110.

- (a) When the reference by the General Synod is in the form of a question requiring the answer Yes or No, the question shall be put to the Synod as a formal motion in the affirmative sense. No amendment shall be in order and a separate vote of each House shall be taken under Standing Order 63. If the motion is defeated, the question shall be decided in the negative.
- (b) When the reference invites a fuller statement of opinion, a motion containing a draft of such statement shall be moved on behalf of the BCDT and amendments to such a motion shall be in order.
- (c) When all motions under the foregoing paragraphs (a) and (b) have been decided, other motions arising therefrom may, if otherwise in order, be moved by any member.

### Report on result

111. 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 Synod to the Secretary of the General Synod.

## REFERENCES BY THE SYNOD TO DEANERY SYNODS AND PARISHES

### Matters referable

112. The Synod may on the motion of any member invite all or any deanery synods or parochial church councils or parochial church meetings in the Diocese:

- (i) to express an opinion on or to record approval or disapproval of any matter; or
- (ii) to supply information within their knowledge;
- (iii) to exercise any other functions within their competence; and to report to the Synod by a specified date.

### Report on proposal to refer matters

113. The BCDT shall report to the Synod on any proposal under Standing Order 112 and, if necessary, consideration of such proposal shall be postponed or adjourned until the BCDT has so reported.

### Circulation of reference

114. The Secretary of the Synod shall send a copy of any resolution under Standing Order 112 to the Secretary of each body concerned, together with such instructions and other information as the Synod or the BCDT may direct.

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### Form and date of reply

115. Subject to any direction by the Synod, where a reference under Standing Order 112 invites approval or disapproval of any proposal, those bodies to whom such reference is sent shall be requested to frame their replies in the common form prescribed by the BCDT and shall be informed of the date for reply which shall be not less than three months later than the date of the resolution by the Synod.

### Report on replies received

116. At the earliest convenient meeting of the Synod after the period for replies has expired, the BCDT shall report, orally or in writing as it thinks fit, on the outcome of the reference.

## MATTERS RAISED BY DEANERY SYNODS, PAROCHIAL CHURCH COUNCILS AND MEETINGS

### By Deanery Synods

117. A deanery synod may, on a motion moved by a member of the Synod who represents that deanery, bring before the Synod any question of general church interest or affecting the deanery or any parish within the deanery.

### By Parochial Church Councils and Meetings

118. A parochial church council or parochial church meeting may, on a motion moved on its behalf in the deanery synod by a member of that synod who represents the particular council or meeting, request the deanery synod to take appropriate action under Standing Order 117.

### Notice to Synod

119. Notice of a motion to be moved in the Synod under Standing Order 117 shall be given by the Secretary or a member of the deanery synod duly authorised for the purpose to the Secretary of the Synod.

## LINCOLN DIOCESAN TRUST AND BOARD OF FINANCE

### Constitution

120. The LDTBF, as the diocesan board of finance, shall be constituted as a body corporate under the provisions of the Diocesan Boards of Finance Measure 1925, and shall be the financial executive of the Synod.

The LDTBF shall act as a committee of the Synod, shall be registered as a company under the Companies Act 2006, and shall have such general powers and duties and shall be constituted in such manner as its Articles of Association prescribe, and shall in the exercise of such powers and duties comply with such directions as may from time to time be given by the Synod, provided always that such directions shall be in accordance with the said Articles.

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121. The duties of the LDTBF under its Articles of Association shall include
- (i) responsibility for the custody and management of the Diocese's funds, and
  - (ii) the employment, terms of employment and conditions of service of all persons in receipt of salaries paid directly from those funds, except when the board or council employing such persons shall have been separately incorporated.
122. The board shall be the diocesan authority for the purposes of the Parochial Church Councils (Powers) Measure 1956.

### **Duties of Diocesan Trustees**

123. The Diocesan Trustees shall serve as the directors and trustees of the LDTBF and shall be responsible for advising the President and the Synod, in their capacity as members of the LDTBF, on the determination of priorities in the allocation of any funds at the disposal of the Diocese and for exercising oversight of the day-to-day administration of its financial and human resources by paid officers of the LDTBF.

### **Annual budget**

124. Not later than 30th November the BCDT, acting as the directors and trustees of the LDTBF, shall prepare and present to the Synod for its approval a budget for the following year. The budget shall provide for the expenditure required by every committee and other body responsible to the Synod, and for the payments the Diocese is required to make to the national Church of England. The budget shall also specify the total amount proposed to be raised within the Diocese from parishes. The budget presented to Synod will propose the annual trading surplus or deficit for the relevant financial year.

For the avoidance of doubt, the BCDT, as the directors and trustees of the LDTBF, has the responsibility and is empowered to manage prudently the finances of the Diocese and, subject to Standing Order 126 has the authority to respond to changing needs and priorities by approving or, through a Scheme of Delegation, allowing to be approved, the virement of budget allocation between boards, councils, committees and/or departments.

125. During any financial year if
- (i) in the opinion of the BCDT, as the directors and trustees of the LDTBF, the state of the Diocese's finances under its control either are, or will be, substantially different from that planned in the approved budget, or
  - (ii) Synod so instructs, the BCDT shall submit to the Synod at any meeting before the end of that financial year a revised budget. Where appropriate, this shall include recommendations as to how any extra expenditure is to be met.
126. The resolutions to be moved authorising the expenditure under the budget and recognising funding by parishes shall be moved by the chair of the LDTBF or such other Diocesan Trustee as the BCDT shall determine. The resolutions shall be in the following forms:
- (i) That the Synod authorises the BCDT to expend (a named sum) for the year ending .....

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- (ii) That the Synod, recognising pledges made by parishes, authorises the BCDT to raise (a named sum) from the parishes for the year ending .....
- 127. Save by the consent of the BCDT, or as allowed by Standing Order 129, an amendment to a resolution under Standing Order 127 shall be out of order.
- 128. An amendment may be moved to a resolution under Standing Order 127 to refer it back to the BCDT.
- 129. No employee of the LDTBF who is a member of the Synod and otherwise entitled to vote upon motions put before it may move or vote upon a resolution under Standing Order 127.

### **Parish financial contributions**

- 130. The procedure for determining the financial contributions by parishes shall be approved by Synod on the recommendation of the BCDT.

### **Financial reporting**

- 131. The BCDT shall report on the progress of expenditure and income in comparison with the budget at every ordinary meeting of the Synod convened in accordance with Standing Order 16.

In the event that changing needs or priorities require significant changes to be made to the planned expenditure for the year as approved in the budget, the report shall include an explanation of the circumstances and the action that the BCDT has taken and/or planned. Such action may include the submission of a revised budget as prescribed in Standing Order 126.

### **Notice of proposals involving expenditure**

- 132. Except as elsewhere provided in these Standing Orders, or with the consent of the BCDT or its authorised representatives in the Synod, no motion involving expenditure or parish share shall be put to the vote unless thirty-five days' notice of the motion has been given to the BCDT, so as to give opportunity for its views on the proposal to be formulated and expressed during the debate.

### **Annual accounts**

- 133. The BCDT, acting as the directors and trustees of the LDTBF shall not later than 31st May in each year consider a report and accounts for the preceding financial year ended on 31st December.

Not later than 31st July, it shall present to the Annual General Meeting of the LDTBF a financial report and accounts for the preceding year and make such recommendations thereon as it thinks fit.

Following the Annual General Meeting, copies of the report and accounts shall be distributed to parochial church councils in the diocese in such form and by such means as the BCDT shall determine. Copies of the full accounts shall be available for inspection, with notice, in the Diocesan Office.

- 134. In presenting the accounts for the preceding year the BCDT shall report any expenditure in excess of the funds voted for that year and give the explanation of those responsible, together with its comments and recommendations in relation to the excess expenditure.

## Section 3

### GENERAL PROVISIONS

#### Admission of press and public

135. Subject to any direction by the Synod or the BCDT, any member of the Synod may move that the representatives of the press and members of the public shall withdraw during the whole or part of the business before the Synod. If the motion is carried, the Chair shall request the representatives of the press and the public to withdraw.

#### Periods of notice

136. Any period 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.

#### Procedural defects

137. A meeting of the Synod or any of its committees of which the minutes have been approved and signed shall be deemed to have been duly summoned and held notwithstanding any defect in the procedure for summoning or conducting such meeting and no proceedings thereat shall be invalidated by the accidental omission to give the required notice of the meeting to any member.

#### Amendment of Standing Orders

138. A motion for the amendment of these orders shall require:

- (i) the previous consent of the BCDT, and
- (ii) a majority vote of Synod with at least two thirds of the members present voting in favour of the motion, such vote being taken as a vote of the entire Synod and not by Houses.

END OF DOCUMENT

## Business Planning Committee

<b>Title</b>	Business Planning Committee
<b>Committee Remit</b>	<p>For all meetings of Diocesan Synod and the Bishop’s Council of Diocesan Trustees:</p> <ul style="list-style-type: none"> <li>• Plan and organise the meetings</li> <li>• Prepare agendas</li> <li>• Decide upon the overall sequencing of how business should flow over the course of multiple meetings</li> <li>• Decide how best to structure individual pieces of business in the interests of good governance</li> <li>• Review and revise as necessary the draft minutes prior to their circulation to their publication</li> <li>• Make recommendations to improve the conduct of future meetings</li> <li>• To review and recommend updates to the Standing Orders of Diocesan Synod</li> </ul>
<b>Governing Laws &amp; Measures</b>	A non-statutory committee
<b>Relationship</b>	A sub-committee of the Bishop’s Council of Diocesan Trustees
<b>Composition</b>	<p>Ex officio:</p> <p>Bishop of Lincoln            Chairs of the Houses of Clergy and Laity            Chair of the LDTBF            Chair of the DMPC            Diocesan Secretary            Director of Finance</p> <p>Co-opted:</p> <p>The Bishop of Lincoln may co-opt either or both the Suffragan Bishops</p>
<b>Chair and Vice-Chair</b>	Appointed by the Bishop’s Council of Diocesan Trustees, from amongst the members of the Committee, on the recommendation of the Search & Nominations Committee
<b>Quorum</b>	<p>Three, of whom:</p> <ul style="list-style-type: none"> <li>• one must be the Bishop of Lincoln, the House of Clergy Chair or the House of Laity Chair, and</li> <li>• one must be the Chair of the LDTBF, the Diocesan Secretary or the Director of Finance</li> </ul>
<b>Decision Making</b>	All decisions shall, so far as possible, be made by consensus. If consensus cannot be reached, matters pertaining to a Meeting of the Diocesan Trustees in its role as the LDTBF Board of Directors shall be decided by the Chair of the LDTBF Directors,

<b>Secretary</b>	<p>and all other matters by the Bishop of Lincoln in consultation with the Chairs of the Houses of Clergy and Laity.</p> <p>The Diocesan Synod Secretary, or some other officer designated by the Diocesan Secretary to deputise for the Diocesan Synod Secretary, shall attend and serve as Secretary to meetings of the Committee.</p>
<b>Meetings</b>	<p>The Committee shall meet at least once between each Meeting of the Bishop’s Council of Diocesan Trustees, unless the Committee Chair, in consultation with the Bishop of Lincoln, the Chair of the LDTBF and the Chair of the DMPC, decides otherwise.</p>
<b>Minutes</b>	<p>The meeting secretary shall maintain the following documents which, together, shall be deemed to constitute the minutes of the Committee's meetings.</p> <ul style="list-style-type: none"> <li>• Action trackers</li> <li>• Log of decisions made</li> <li>• Forward agenda planners for both the Diocesan Synod and the Bishop’s Council of Diocesan Trustees covering at least the next 12 months</li> <li>• Draft agendas for the next meetings of the Diocesan Synod and the Bishop’s Council of Diocesan Trustees</li> </ul>
<b>Illustrative Committee Meeting Agenda</b>	<ul style="list-style-type: none"> <li>• Opening Prayer</li> <li>• Apologies</li> <li>• Last Diocesan Synod (if held since last meeting of the Committee) <ul style="list-style-type: none"> <li>○ Draft minutes (*): review &amp; correct</li> <li>○ Reflect on meeting conduct &amp; identify actions to improve future meetings</li> </ul> </li> <li>• Future Diocesan Synod Planning <ul style="list-style-type: none"> <li>○ Future Meeting Planner (*): review &amp; revise (covering dates, venues, agenda items, visiting speakers)</li> <li>○ Next Meeting Agenda: review Outline Agenda (*); agree Draft Agenda</li> </ul> </li> <li>• Last Bishop’s Council of Diocesan Trustees meeting <ul style="list-style-type: none"> <li>○ Draft minutes (*): review &amp; correct</li> <li>○ Reflect on meeting conduct &amp; identify actions to improve future meetings</li> </ul> </li> <li>• Future Bishop’s Council of Diocesan Trustees Meeting Planning <ul style="list-style-type: none"> <li>○ Future Meeting Planner: review &amp; revise (covering dates, venues, agenda items, visiting speakers)</li> </ul> </li> </ul>

- Next Meeting Agenda: review Outline Agenda (\*);  
agree Draft Agenda

*Items marked (\*) are to be prepared by the Secretary in consultation with the Chair (or, in the Chair's absence, the Vice-Chair), and circulated by email to the Committee members one week prior to the meeting.*

### Archidiaconal Mission & Pastoral Committees

#### 1. CONSTITUTION AND CONDUCT

<b>Title</b>	Archidiaconal Mission & Pastoral Committees (“AMPCs”)
<b>Committee Remit</b>	<p>There shall be one AMPC for each archdeaconry. Each AMPC will act as a sub-committee of the Bishop’s Council of Diocesan Trustees in its role as the Diocesan Mission and Pastoral Committee (“DMPC”). Working under delegated authority, each AMPC will, for its own archdeaconry, discharge the requirements of the Mission and Pastoral Measure 2011, subject only to:</p> <ul style="list-style-type: none"><li>• any proposals for pastoral reorganisation being approved by the Bishop’s Council of Diocesan Trustees acting as the DMPC</li><li>• conforming to such policies and directives as the Bishop’s Council of Diocesan Trustees may specify.</li></ul>
<b>Governing Laws &amp; Measures</b>	A non-statutory committee, though functioning under delegated authority in accordance with the requirements of Section 3 of the Mission and Pastoral Measure, 2011.
<b>Relationship</b>	A sub-committee of the Bishop’s Council of Diocesan Trustees
<b>Composition</b>	<p>Ex officio:</p> <ul style="list-style-type: none"><li>• The Bishop of Lincoln</li><li>• The Suffragan Bishops of Grantham and Grimsby</li><li>• The archdeacon for the specific archdeaconry</li><li>• The Diocesan Trustees who are members of the deanery synods within the specific archdeaconry</li><li>• The Rural Deans and Deanery Lay Chairs within the specific archdeaconry.</li></ul> <p>Appointed:</p> <p>The Warden of Lay Ministry, in consultation with the Ministry Team Leader and the relevant archdeacon, may appoint one licenced reader and one authorised local minister (“ALM”) to represent the readers and ALMs in the specific archdeaconry. These individuals must be currently serving within that archdeaconry. They may be persons already holding ex officio membership by reason of being Diocesan Trustees.</p> <p>The Self Supporting Ministers Officer and the Retired Clergy Officer, in consultation with the</p>

Ministry Team Leader and the relevant archdeacon, may appoint one Self Supporting Minister and one priest or deacon holding PTO to represent those groups within the specific archdeaconry. These individuals must be currently serving within that archdeaconry.

**Co-opted:**

The AMPCs shall not have the power to co-opt additional members. When appropriate for particular topics, they may invite individuals (such as representatives of parishes/deaneries where pastoral reorganisation is being considered) to attend and participate in discussion. Any such guests may not, though, vote on any matters under consideration.

**Chair**

Each archdeacon shall chair the AMPC for his/her archdeaconry. If an archdeacon is unable to attend a meeting of his/her AMPC, he/she may delegate, in writing to the AMPC members, an existing member of the AMPC to chair the meeting. In the absence of the archdeacon and his/her delegate, the members of the AMPC shall appoint a chair from amongst their number for that specific meeting.

**Terms of Office**

The terms of office of all serving AMPC members shall terminate immediately prior to the first Diocesan Synod meeting following 31 Oct. 2018. There-after the term of office of all ex officio members shall continue until such time as they cease to hold the office by virtue of which they are AMPC members.

The terms of office of all appointed members shall cease on 31 Dec., 2021, and every three years there-after. Such members may be re-appointed for successive terms, but normally should not hold more than two successive full terms.

**Quorum**

One quarter of the ex officio and appointed members shall constitute a quorum.

**Conduct and Decision Making**

All decisions shall, so far as possible, be made by consensus. If consensus cannot be reached, the matter shall be decided by a majority vote of the members present. In the event of an equality of votes, the chair shall have a casting vote.

<b>Officers</b>	The Pastoral Secretary shall normally attend meetings of the AMPCs. By prior agreement of the chair, the Pastoral Secretary may appoint a delegate to attend on his/her behalf.
<b>Meetings</b>	<p>The Diocesan Secretary shall designate an officer or staff member to attend and serve as Secretary to each AMPC meeting.</p> <p>Each AMPC shall meet at such intervals as the chair shall determine, provided that at least two meetings are held in each calendar year.</p>
<b>Minutes</b>	The Secretary will minute the proceedings and decisions of all meetings. Minutes, approved by the chair, shall be circulated promptly to all Diocesan Trustees. Until approved at a meeting of the specific AMPC, minutes are to be marked Draft.

## **2. OVERALL PURPOSE OF THE COMMITTEE**

Each AMPC within their own archdeaconry is to act on behalf of, and under the direction of, the Bishop's Council of Diocesan Trustees in its role as the DMPC. The AMPCs will operate under delegated authority of the DMPC to fulfil the requirements of the Mission and Pastoral Measure, 2011.

## **3. RESPONSIBILITIES**

Each AMPC within their own archdeaconry is to:

- a) Act as sub-committees of the Bishop's Council of Diocesan Trustees in its role as the DMPC, working under delegated authority, and in accordance with its policies and directives
- b) Discharge the requirements of the Mission and Pastoral Measure 2011, in terms of proper process for consultations for proposed pastoral reorganisation
- c) Submit to the DMPC for approval well-judged proposals for pastoral re-organisation
- d) Plan for mission and growth, leveraging research and statistics, ensuring provision is made to meet the pastoral needs of the parishes and benefices
- e) Explore, in furtherance of the above, relevant connections (e.g. ecumenical, Local Authorities, community organisations, schools, business and retail etc.)
- f) Receive, review and approve the identification of mission communities as local opportunities for collaboration in mission, and the categorisation of church buildings within the mission communities
- g) Receive and review the discipleship development programmes of the mission communities
- h) Identify common themes and opportunities in the mission community plans and recommend resourcing needs to the DMPC
- i) Identify opportunities and needs for improvement of mission and ministry and

bring these to the attention of the Mission and Ministry Committee. Where those opportunities or needs are unique to the archdeaconry, determine appropriate objectives and both formulate and implement action plans to achieve those objectives

- j) Maintain close liaison with the Mission and Ministry Committee
- k) Undertake such specific studies as the Bishop's Council of Diocesan Trustees may direct
- l) Provide regular reports on its work to the Bishop's Council of Diocesan Trustees

#### **4. COMMUNICATION**

The Secretary will:

- a) normally ensure that agendas and papers are circulated to AMPC members at least one week before meetings
- b) ensure that formal minutes, approved by the chair, are circulated to all AMPC members and submitted to the Bishop's Council of Diocesan Trustees following each AMPC meeting

Each AMPC shall, via one of its Diocesan Trustee members, provide a report on its activities to meetings of the Bishop's Council of Diocesan Trustees and in such form as the latter shall prescribe.

### Assets Committee

#### 1. CONSTITUTION AND CONDUCT

<b>Title</b>	Assets Committee
<b>Governing Laws &amp; Measures</b>	A non-statutory committee
<b>Relationship</b>	The Assets Committee (“the Committee”) is constituted as a sub-committee of the Bishop’s Council of Diocesan Trustees
<b>Composition</b>	<p>The Members of the Committee shall be appointed by the Bishop’s Council of Diocesan Trustees on the recommendation of the Search &amp; Nominations Committee as follows:</p> <ul style="list-style-type: none"><li>• No more than three persons, who may or may not be Diocesan Trustees, who have skills and recent experience in the areas of either land management, property management, investments, renewables or land development.</li><li>• One archdeacon</li><li>• No more than four other Diocesan Trustees, with the above skills requirements taken into consideration to ensure a balanced and skilled group.</li><li>• Some cross membership with the Clergy Housing Committee is also beneficial to the composition.</li></ul> <p>None of the Members may also be a member of the Audit and Governance Committee.</p>
<b>Chair and Vice-Chair</b>	The Chair and Vice-Chair, both of whom must be Diocesan Trustees, shall be appointed from the composition by the Bishop’s Council of Diocesan Trustees on the recommendation of the Search & Nominations Committee. In the absence of the Chair and Vice-Chair, the remaining Diocesan Trustee Members will appoint one of their number to chair the meeting.
<b>Term of Office</b>	Whilst it is expected that all appointments will normally be for periods of at least three years, they will be subject to annual review by the Bishop’s Council of Diocesan Trustees on the recommendation of the Search & Nominations Committee. Casual vacancies shall be filled at the earliest opportunity.

<b>Quorum</b>	The quorum will be five Members, of whom at least three must be Diocesan Trustees.
<b>Decision Making</b>	All decisions shall, so far as possible, be made by consensus. If consensus cannot be reached, matters shall be determined by a majority show of hands, with the meeting chair having a casting vote in the event of a tie.
<b>Officers</b>	<p>The Director of Finance, the Properties Director and the Assets and Trusts Manager will support the Committee, and will be responsible for implementing the Committee's decisions. The Assets and Trusts Manager will be Secretary to the Committee. All such officers will be eligible to attend meetings.</p> <p>The Diocesan Secretary will be invited to attend meetings, and the Committee may invite agents, consultants and external scrutineers also to attend.</p>
<b>Meetings</b>	<p>The Committee will meet at least four times a year. Meetings of the Committee may be held by electronic means, including telephone conferencing, if required by the Members.</p>
<b>Voting</b>	Voting will be by majority show of hands. All decisions and recommendations directly relating to the Committee's purpose as defined in Section 2, 'Overall Purpose of the Committee', below (as distinct from such matters as the Committee's working practices) must also have the support of a majority of the Diocesan Trustee Members present at the meeting. The Chair will have a casting vote in the event of a tie.
<b>Minutes</b>	The Secretary, or his or her assistant, will minute the proceedings and decisions of all meetings. Minutes, approved by the Committee Chair, shall be circulated promptly to all Members of the Committee and to all Diocesan Trustees, prior to the next Bishop's Council of Diocesan Trustees meeting. Until approved at a meeting of the Committee, its minutes are to be marked Draft.
<b>Reporting</b>	The Chair shall be responsible for ensuring effective communication with the Bishop's Council of Diocesan Trustees and with other committees, as set out in Section 7 'Communication', below.

## **2. OVERALL PURPOSE OF THE COMMITTEE**

The assets of the Diocese of Lincoln are the fruit of the generosity of our forebears in faith and the result of the stewardship of each generation including our own. These assets are part of God's provision for mission and ministry and to ensure his church endures and thrives. In each decision the Committee takes in its stewardship of our assets and in its role of developing strategy it shall always set before it and have due regard to the need to best serve the ministry and mission of the church at both local and diocesan levels. Within that general principle the Committee is to:

- a) Develop and recommend to the Bishop's Council of Diocesan Trustees the strategy for, and operational utilisation of, the assets portfolio in a balanced manner, and for the purposes of providing income in support of the stipends fund, balancing revenue requirements with opportunities for maximising capital growth whilst balancing risks
- b) Monitor the management of the assets portfolio
- c) Actively to seek opportunities for income growth, through acquisitions or sale and re- investment
- d) Purchase and dispose of properties for housing clergy, on the recommendation of the Clergy Housing Committee, and assisting that committee in discharging its responsibilities on behalf of LDTBF Ltd as the Parsonages Board of the Diocese of Lincoln, under the Repair of Benefice Buildings Measure 1972

In all the above, the Committee is to:

- i. Act in accordance with the charitable objectives of the Bishop's Council of Diocesan Trustees to support the mission of the Church of England in the Diocese of Lincoln,
- ii. Act in accordance with the policies and directions of the Bishop's Council of Diocesan Trustees
- iii. Seek, and take due account of, the expert advice of agents and officers

## **3. DELEGATED AUTHORITY**

The Committee is authorised by the Bishop's Council of Diocesan Trustees, as LDTBF Ltd., subject to the parameters of the budget and the Scheme of Delegation, to:

- a) Obtain external legal or professional advice, subject to the provisions of the approved financial regulations limits for goods and services.
- b) Approve property purchases and property sales
- c) Approve maintenance, repairs or improvement of glebe and board property
- d) Approve the pursuit of planning applications which are likely to have a financial benefit for the Diocese of Lincoln
- e) Approve lettings, re-lettings, notices to quit and other tenancy negotiations for all property and assets owned or leased by LDTBF Ltd.

All of the above approvals must be reported by the Chair or a member of the Committee in his/her absence to the next Bishop's Council of Diocesan Trustees meeting.

#### **4. URGENT DECISIONS**

The Diocesan Secretary or his/her Nominated Officer (having consulted with the Chair, at least two Diocesan Trustee Members, the Finance Director and where appropriate the relevant Archdeacon, and if all are in agreement) shall be authorised to complete transactions in accordance with the delegated authority of the Committee in circumstances where in the reasonable opinion of the Diocesan Secretary or the Nominated Officer, a decision needs to be made before the next Committee meeting. Any decisions made are to be reported to the next Committee meeting for noting.

#### **5. ROUTINE ESTATES MANAGEMENT**

The Diocesan Secretary or the Nominated Officer, in consultation with the Finance Director, and subject to the Bishop's Council of Diocesan Trustees's Scheme of Delegation, shall be authorised, within approved budgets and following financial regulations, to:

- a) Arrange repairs, maintenance, renewal, replacement and improvement works for the estate
- b) Approve routine lettings, re-lettings, rent reviews, notices to quit and wayleaves etc; where the annual rental value or income is less than £20,000 per annum
- c) Appoint professional advisers, subject to the annual management budget
- d) Arrange and approve the outcome of routine negotiations to resolve landlord and tenant, boundary and other estate issues.

#### **6. RESPONSIBILITIES**

The Committee will:

- a) Consider and approve property and investment transactions, subject to the provisions of the Endowment and Glebe Measure 1976 and the Repair of Benefices Buildings Measure 1972
- b) Receive, analyse and scrutinise reports and recommendations with respect to property and investment assets
- c) Formulate and annually review the Investment Policy Statement
- d) Provide a review function for all property and investment assets
- e) Initiate, establish and review policies relating to assets, coherent with the ethical principles of the Bishop's Council of Diocesan Trustees
- f) Recommend and advise the Bishop's Council of Diocesan Trustees on budget policies with respect to assets
- g) Maintain a risk register for property and investment assets
- h) Maintain a register of acquisitions and disposals, and the decision-making process

- i) Monitor and enforce covenants and overages on property formerly owned by LDTBF Ltd.
- j) Identify and exploit opportunities for short- and long-term income generation
- k) Provide a report of its activities to each meeting of the Bishop's Council of Diocesan Trustees
- l) l) Set up working groups when necessary

## **7. COMMUNICATION**

The Secretary will:

- a) normally ensure that agendas and papers are circulated to Members at least one week before meetings
- b) ensure that formal minutes, approved by the Chair, are circulated to Members and submitted to the Bishop's Council of Diocesan Trustees following each Committee meeting

The Chair will provide a report on the Committee's activities to each Bishop's Council of Diocesan Trustees meeting.

**End of Document**

## Audit and Governance Committee

### 1 \_ CONSTITUTION AND CONDUCT

<b>Title</b>	Audit and Governance Committee (“the Committee”)
<b>Governing Laws &amp; Measures</b>	A non-statutory committee
<b>Relationship</b>	A sub-committee of the Bishop’s Council of Diocesan Trustees
<b>Composition:</b>	Members of the Committee shall be appointed by the Bishop’s Council of Diocesan Trustees. It will comprise no more than five Diocesan Trustees (including the Committee Chair) and no more than two external members who have relevant and recent financial experience. The Bishop of Lincoln and the LDTBF Chair may not be members of the Committee but may attend its meetings.
<b>Chair and Vice-Chair:</b>	The Diocesan Secretary, and Director of Finance will attend meetings at the invitation of the Committee. The external auditor will be invited to attend meetings. The Chair who must be a Diocesan Trustee, and the Vice-Chair, shall be appointed by the Bishop’s Council of Diocesan Trustees from amongst the Committee Members on the recommendation of the Search & Nominations Committee. In the absence of the Chair and Vice-Chair, the remaining Diocesan Trustee Members will appoint one of their number to chair the meeting.
<b>Term of office:</b>	Whilst it is expected that all appointments will normally be for periods of at least three years, they will be subject to annual review by the Bishop’s Council of Diocesan Trustees on the recommendation of the Search & Nominations Committee. Casual vacancies shall be filled at the earliest opportunity.

- Officers:** The Chair and the Diocesan Secretary shall jointly appoint an officer to support the Committee and serve as Secretary. In the absence of the Secretary, the Chair and Diocesan Secretary shall agree upon a designate to fulfil the role of Secretary for all or part of a meeting.
- The Secretary shall attend throughout all meetings of the Committee unless the Chair and Vice-Chair agree otherwise.
- Meetings:** The Committee shall meet at least four times a year to fit in with the annual reporting cycle and the production of the Diocese's Annual Report and otherwise as required
- Voting:** Voting is by majority show of hands. All decisions and recommendations directly relating to the Committee's purpose as defined in Section 2, 'Overall Purpose of the Committee', below (as distinct from such matters as the Committee's working practices) must also have the support of a majority of the Diocesan Trustee Members. The Chair has the casting vote in the event of a tie.
- Quorum:** A quorum will be any four members.
- Minutes:** The Secretary shall minute the proceedings and decisions of all meetings. Minutes, approved by the Committee Chair, shall be circulated promptly to all Members of the Committee and to all Diocesan Trustees, prior to the next Bishop's Council of Diocesan Trustees meeting. Until approved at a meeting of the Committee, its minutes are to be marked Draft.
- Reporting:** The Chair shall be responsible for ensuring effective communication with the Bishop's Council of Diocesan Trustees and with other committees as set out in Section 5 'Communication' below.
- The Diocese's Annual Report shall include a statement regarding any matters where the Bishop's Council of Diocesan Trustees overrules a recommendation of the Committee.

## **2 OVERALL PURPOSE OF THE COMMITTEE**

The overall purpose of the Committee is to monitor and review:

- a) The integrity of the Diocese's Annual Report and accounting policies
- b) The effectiveness of the Diocese's governance, internal controls and risk management systems including an assessment of the adequacy of resource to support the same
- c) The relationship with and effectiveness of the external audit function as Trustees of the Diocese

## **3 AUTHORITY**

The Committee is authorised by the Bishop's Council of Diocesan Trustees to:

- a) Investigate any activity within its terms of reference
- b) Seek any information that it requires from any employee of the Diocese and all employees are directed to co-operate with any request made by the Committee
- c) Call any employee to be questioned at a meeting of the Committee as and when required
- d) Obtain outside legal or independent professional advice and such advisors may attend meetings as necessary
- e) Review and report on any other topics requested by the Bishop's Council of Diocesan Trustees

## **4 RESPONSIBILITIES**

The Committee will use a risk based approach to:

- a) review the adequacy and effectiveness of the governance, decision-making and internal controls in so far as they impact the finances and effective operation of the Diocese
- b) review whether the Diocese has sufficient management resource and back up to ensure the effectiveness of the above
- c) approve the statements to be included in the Annual Report concerning governance, risks and internal controls
- d) review the processes for assessing risk review the processes for detecting fraud
- e) review the "whistle-blowing" processes

### **4.1 Financial reporting**

The Committee will monitor the integrity of the Annual Report and financial statements of the Diocese. The Committee shall also review any statements regarding the Diocese's financial status contained in other public documents.

The Committee shall review and challenge where necessary:

- a) the approval and consistency of, and any changes to, accounting policies both on a year on year basis and across the Diocese,
- b) the methods used to account for significant or unusual

- c) transactions where different approaches are possible, whether the Diocese has followed appropriate accounting standards and made appropriate estimates and judgments, taking into account the views of the external auditor,
- d) the clarity of disclosure in the financial reports and the context in which statements are made.

## **4.2 The Assurance Process**

The Committee will use the Diocese's Risk Register to develop an Annual Assurance Plan. As part of this process, it will undertake an annual review of the effectiveness of the Risk Register and take into account information gained from previous assurance work.

### **4.2.1 Commissioning assurance**

The Committee will commission appropriately qualified professionals to undertake the studies identified in the Annual Assurance Plan

### **4.2.2 Receiving assurance**

The Committee will receive assurance from the various studies it commissions plus the annual audit carried out by the Diocese's external auditor. It will set up a log to track the timely delivery of the agreed actions identified in such studies.

The Committee will monitor and review the Diocese's compliance with the appropriate legal requirements and codes of governance having due regard to best practice

The Committee will review the Diocese's policies on fraud and whistleblowing and the effective operation of the processes which underpin them.

### **4.2.3 Reporting assurance**

The Committee will provide a report of its activities to each meeting of the Bishop's Council of Diocesan Trustees. In addition, as part of the Annual Report approval process, the Committee will submit a written summary of its activities during the year together with an opinion regarding the adequacy of the systems of internal control in the Diocese.

## **4.3 External Audit**

The Committee will be responsible for oversight of the relationship

with the External Auditor. This will include:

- a) recommending to the Bishop's Council of Diocesan Trustees that the External Auditors have the independence and expertise to carry out the annual audit
- b) reviewing the Annual Audit Plan
- c) agreeing the annual audit fee
- d) ensuring that any recommendations they make are appropriately actioned
- e) monitoring additional work carried out by the external auditor in addition to the annual audit

The Committee will also manage the process for the appointment of a new external auditor. Responsibility for the appointment of the external auditor rests with the Bishop's Council of Diocesan Trustees.

#### **4.4 Management Information**

The Committee will review management information used by the Bishop's Council of Diocesan Trustees to oversee the activities of the Diocese to ensure that it is timely and fit for purpose.

#### **4.5 Whistle-blowing and Fraud**

The Committee will:

- a) review the arrangements for employees, Diocesan Trustees and all other interested parties to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee will ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action
- b) review the Diocese's procedures for detecting and managing fraud

#### **4.6 Complaints Policy**

The Committee will:

- a) maintain a register of complaints
- b) review all persistent complaints
- c) oversee and develop the complaints procedure falling outside of the scope of the Clergy Discipline Measure 2003 (as amended)

## **5 COMMUNICATION**

- a) The Secretary will normally circulate the Committee agenda and papers at least one week before the Committee meetings
- b) The Chair will provide a report on the activities of the Committee at each Bishop's Council of Diocesan Trustees Meeting.

## **6 ANNUAL REVIEW**

The Committee shall conduct an annual review of its terms of reference and its effectiveness in carrying them out and report its findings to the Bishop's Council of Diocesan Trustees. The report should cover:

- a) the framework of governance, risk management and internal control
- b) the Committee's activities relating to the financial year under review, including any significant issues arising and any significant matters of internal control arising from the Committee's assurance studies
- c) the Committee's opinion on the adequacy and effectiveness of the Diocese's audit arrangements
- d) the Committee's view of its own effectiveness and how it has fulfilled its terms of reference.

**End of Document**

## Section 4.5

### DIOCESAN BOARD OF PATRONAGE

<b>Title</b>	Diocesan Board of Patronage
<b>Governing laws and measures</b>	Patronage (Benefices) Measure 1986
<b>Relationship</b>	The Diocesan Patronage Board is a committee of the Lincoln Diocesan Trust and Board of Finance Limited (LDTBF)
<b>Chair and Vice-Chair</b>	The Board shall elect one of its members other than the Bishop to the Chair
<b>Membership</b>	<p>The total membership of the committee is normally nine. The appointed members are:</p> <ul style="list-style-type: none"><li>• The Bishop</li><li>• Three parochial clergy elected by the House of Clergy of the Diocesan Synod by single transferable vote</li><li>• Five members of the laity elected by the House of Laity of the Diocesan Synod by single transferable vote</li></ul> <p><i>An Archdeacon shall not be qualified to be elected</i></p>
<b>Preferred expertise</b>	Experience of clerical appointments/vacancies
<b>Terms of office</b>	The members of the committee shall normally serve for a period of six years, all of whom can be re-elected at the end of each term
<b>Officers</b>	Pastoral Secretary
<b>Professional advisers</b>	None
<b>Frequency of meetings</b>	As required
<b>Quorum</b>	Six
<b>Voting</b>	Majority of those present by show of hands. The chair of the meeting shall have a casting vote in the case of an equality of votes
<b>Format of meetings</b>	Meetings may be held by telephone conferencing or electronic means as

agreed by the members

**Responsibility**

The committee is responsible to the LDTBF

**Note**

For the purpose of transacting any business relating to a particular benefice, the Archdeacon in whose archdeaconry, and both the chairs of the deanery synod of the deanery in which that benefice is shall be invited to attend the meeting

**Remit**

The Diocesan Board of Patronage has a number of livings in the diocese in its gift, and is responsible for nominating a priest to the Bishop when a vacancy arises.

**End of Document**

### Clergy Housing Committee

<b>Title</b>	Clergy Housing Committee
<b>Governing laws and measures</b>	Repair of Benefice Buildings Measure 1972
<b>Relationship</b>	<p>Under a scheme made by the Diocesan Synod on 29.09.2018 the Bishop's Council of Diocesan Trustees, as the Lincoln Diocesan Trust and Board of Finance Ltd ("LDTBF") is the Diocesan Parsonages Board under the Repair of Benefice Buildings Measure 1972. The Clergy Housing Committee ("the Committee") is a sub-committee of the Bishop's Council of Diocesan Trustees, which has delegated to the Committee responsibility for discharging its Parsonages Board functions.</p>
<b>Composition</b>	<p>The Members of the Committee shall be as follows.</p> <p>Ex officio:</p> <ul style="list-style-type: none"><li>The Archdeacons</li><li>Archdeacon appointees:</li></ul> <p>One clergy Member from each archdeaconry, appointed by the relevant Archdeacon, providing that of those, one must also be a Diocesan Trustee.</p> <p>Bishop's Council of Diocesan Trustees appointees:</p> <p>Five lay Members, appointed on the recommendation of the Search and Nominations Committee. Of these five, one must be a clergy spouse and two shall be specifically selected for their expertise in property management. These lay Members need not be Diocesan Trustees.</p>
<b>Chair and Vice-Chair</b>	<p>The Chair and Vice-Chair, one of whom must be a Diocesan Trustee, shall be appointed by the Bishop's Council of Diocesan Trustees from amongst the Committee Members on the recommendation of the Search and Nominations</p>

Committee. Whilst it is expected that these appointments will each normally be for periods of at least three years, they will be subject to annual review by the Bishop's Council of Diocesan Trustees on the recommendation of the Search & Nominations Committee.

**Terms of office**

Appointed Members of the Committee shall be appointed at the first meeting of the Bishop's Council of Diocesan Trustees in 2019 and every three years there-after. Casual vacancies shall be filled at the earliest opportunity. Members should normally serve no more than two successive full three year terms from 2019 onwards, though may serve a third full term if considered expedient by the Archdeacons in consultation with the Search & Nominations Committee.

**Quorum and voting**

The quorum is six of whom one must be an Archdeacon, and a further one must be a Diocesan Trustee. Motions are carried by simple majority and the chair at the meeting shall have a casting vote in the event of a tied vote.

**Officer**

The Diocesan Surveyor will support the Committee, serve as its Secretary, and be responsible for implementing the Committee's decisions.

Other members of the Estates and Properties Team may attend at the invitation of the Diocesan Surveyor and the Chair (or, in the latter's absence, the Vice-Chair).

The Diocesan Secretary and the Director of Finance shall be invited to attend.

**Meetings**

The Committee shall meet at least four times a year. Meetings of the Committee may be held by electronic means, including telephone conferencing, if required by the Members.

**Minutes**

The Secretary, or his or her assistant, shall minute the proceedings and decisions of all meetings. Minutes, approved by the Committee Chair, shall be

circulated promptly to all Members of the Committee, the Assets Committee and the Mission and Ministry Committee. They shall also be circulated to all Diocesan Trustees prior to the next Bishop's Council of Diocesan Trustees meeting. Until approved at a meeting of the Committee, its minutes are to be marked Draft.

## **1 BACKGROUND**

The Repair of Benefice Buildings Measure 1972 was passed by the General Synod of the Church of England to provide for the repair of parsonage houses by Parsonages Boards and for the repair of other buildings belonging to a benefice; to make other provision for repairs and other works and matters relating to church buildings and land; and for connected purposes. In the Diocese of Lincoln the Parsonages Board is the Bishop's Council of Diocesan Trustees acting as the Diocesan Board of Finance and the Committee assists it by discharging its responsibilities under the Repair of Benefice Buildings Measure 1972 on its behalf. The Committee makes recommendations for the purchase and disposal of properties for housing clergy to the Assets Committee which will assist the Committee in discharging its responsibilities.

## **2 OVERRIDING OBJECTIVE**

The Diocese of Lincoln seeks to provide good quality housing for those engaged in mission and ministry to God's people. We recognise that the provision of housing is part of a package of measures to ensure that a minister is equipped to flourish in their calling and so we seek to provide houses that are good places in which to live and work for a minister and also for their family. To that end we seek to provide housing that is appropriate, cost effective, efficient and well maintained. We recognise that these things are a sign of our pastoral care for ministers and their families.

## **3 DUTIES OF CLERGY HOUSING COMMITTEE**

The Committee is responsible to the Bishop's Council of Diocesan Trustees for management of the agreed diocesan stock of parsonages including:

- Being responsible for recommending all matters of maintenance of houses for ministers owned by the LDTBF as corporate or parsonage or glebe property, whether they house Suffragan Bishops, Archdeacons, Incumbents, Assistant Ministers, Curates, Licensed Lay Workers or other persons approved by the Bishop's Council of Diocesan Trustees
- Being responsible for recommending all matters of renewal of houses for ministers owned by the LDTBF as corporate or parsonage or glebe property, whether they house Suffragan Bishops, Archdeacons, Incumbents, Assistant Ministers, Curates, Licensed Lay Workers or other persons approved by the Bishop's Council of Diocesan Trustees
- Having oversight of the letting of properties that are temporarily vacant

- due to no minister currently occupying them
- Agreeing with the Bishop's Council of Diocesan Trustees, and operating within, annual revenue budgets
  - Keeping parsonage houses in proper repair (except for those internal decorations which are the responsibility of the incumbent)
  - Ensuring periodic inspections by the Diocesan surveyor or other approved agent
  - Ensuring (by analogy with the law relating to residential tenancies) and generally carrying out, those things which a good landlord would do, if the parsonage house was tenanted
  - Working with the Assets Committee on recommending to the Bishop's Council of Diocesan Trustees the parsonage replacement programme and liaise with them regarding the implementation and review of such a programme
  - The development and implementation of relevant policy in relation to clergy housing
  - Liaising with the Assets Committee and recommending with regards to capital expenditure.

In carrying out these functions the Committee shall comply with any directions that may from time to time be given by the Bishop's Council of Diocesan Trustees, and shall observe all provisions of the Repair of Benefice Buildings Measure 1972. Houses no longer required for ministry purposes are immediately relinquished from the Committee's management and become the responsibility of the Assets Committee for decision as to sale or retention.

#### **4 CLERGY HOUSING COMMITTEE REPORTING LINE**

The Committee shall make a report of its transactions to the Bishop's Council of Diocesan Trustees at such intervals as that body may from time to time require. The Committee shall also report to the Mission and Ministry Committee and the Assets Committee at each of their meetings.

#### **5 PRINCIPLES OF MANAGEMENT**

Agreed housing stock shall be managed exclusively for the benefit of the Diocese to:

- Ensure that the Diocese provides good quality housing for its clergy
- Ensure that housing is maintained in good order, ensuring good occupancy and maintenance
- Arrange for temporarily vacant houses to be let where appropriate
- Ensure compliance with legal requirements
- Ensure compliance with diocesan policy
- Identify any relevant risks and ensure that they are recorded on the diocesan risk register

## CONSTITUTION OF LINCOLN DIOCESAN ADVISORY COMMITTEE FOR THE CARE OF CHURCHES

Guiding principle: The Ecclesiastical Jurisdiction and Care of Churches Measure 2018 states that the guiding principle of a DAC is to “have due regard to the role of a church as a local centre of worship and mission” (Clause 35)

### ECCLESIASTICAL JURISDICTION AND CARE OF CHURCHES MEASURE 2018

#### SCHEDULE 2

#### DIOCESAN ADVISORY COMMITTEE: CONSTITUTION

##### 1 Name

The committee is known as the Lincoln Diocesan Advisory Committee.

##### 2 Membership: appointment

- (1) The committee consists of —
  - (a) a chair,
  - (b) the archdeacon of each archdeaconry in the diocese, and
  - (c) at least 12 other members.
  
- (2) 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.
  
- (3) The other members are —
  - (a) two persons appointed by the bishop's council of the diocese from among the elected members of the diocesan synod
  - (b) at least ten other persons appointed by the bishop's council of the diocese of whom—
    - (i) one is appointed after consultation with the Historic Buildings and Monuments Commission for England,
    - (ii) one is appointed after consultation with such associations as the Dean of the Arches and Auditor may from time to time designate as the relevant associations of local authorities in relation to the diocese, and
    - (iii) one is appointed after consultation with the national amenity societies, and
  - (c) such other persons as may be co-opted under paragraph 5.

- (4) In making an appointment under sub-paragraph (3)(b), 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 liturgy and worship,
  - (c) knowledge of architecture, archaeology, art and history, and
  - (d) experience of the care of historic buildings and their contents.
- (5) The first appointments of the chair and of other members under sub-paragraph (3)(a) and (b) take place as soon as practicable.
- (6) Subsequent new appointments of the chair or of a member under sub-paragraph (3)(a) or (b) must be made within the period of one year following the formation of the second new diocesan synod after the latest appointments.

### **3 Membership: term of office**

- (1) The term of office of the chair or a member appointed under paragraph 2(3)(a) or (b) begins with the appointment and ends with the making of a new appointment under paragraph 2(6).
- (2) 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.
- (3) A member of the committee who ceases to hold office otherwise than by virtue of sub-paragraph (2) is eligible for reappointment.
- (4) A person who has served as the chair or as a member under paragraph 2(3)(a) or (b) or as either for two successive terms of office, or such greater number as has been authorised under sub-paragraph (5) below, may not be reappointed (either as the chair or as a member under paragraph 2(3)(a) or (b)) 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 2(6).
- (5) 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 2(3)(a) or (b) 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 2(3)(a) or (b)) for one or more further successive terms.
- (6) The diocesan synod may not give an authorisation under sub-paragraph (5) unless —
  - (a) the person who has the function under paragraph 2 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.
- (7) Sub-paragraphs (4) to (6) 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.

#### **4 Membership: casual vacancies**

- (1) Where a casual vacancy occurs among the chair and other members appointed under paragraph 2(3)(a) and (b), the bishop must appoint a person to fill the vacancy.
- (2) 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 sub-paragraph (1) must also be a member of that diocesan synod.
- (3) If the person whose place is to be filled was appointed under sub-paragraph (i), (ii) or (iii) of paragraph 2(3)(b), the bishop must, before appointing a person to fill the vacancy, undertake the consultation required under the sub-paragraph concerned.
- (4) 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.

#### **5 Membership: co-opting**

- (1) 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.
- (2) The number of persons appointed under this paragraph must not exceed one-third of the total number of the other members.
- (3) A person co-opted ceases to be a member of the committee on the making of new appointments of members under paragraph 2(6).

#### **6 Consultants**

The bishop may appoint suitably qualified persons to act as consultants to the committee if the committee requests the bishop to do so.

#### **7 Secretary**

The secretary to the committee is appointed by the bishop after consultation with —

- (a) the chair, and
- (b) the diocesan secretary.

## **ECCLESIASTICAL JURISDICTION AND CARE OF CHURCHES MEASURE 2018**

### **PART 3 – CARE OF CHURCHES**

#### **DIOCESAN ADVISORY COMMITTEE: FUNCTIONS**

##### **Advisory committees: functions**

- 1) The advisory committee must act as an advisory body on matters affecting places of worship in the diocese and, in particular, 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.
  
- (2) Each of the following is a “relevant person” for the purposes of subsection (1) —
  - (a) the bishop of the diocese,
  - (b) the chancellor of the diocese,
  - (c) the archdeacon of each archdeaconry in the diocese,
  - (d) the PCC for each parish in the diocese,
  - (e) a person intending to apply for a faculty in the diocese,
  - (f) the mission and pastoral committee of the diocese,
  - (g) 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
  - (h) such other persons as the committee considers appropriate.
  
- (3) 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.
  
- (4) 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.
  
- (5) The committee must issue guidance for the preparation and storage of the records referred to in subsection (4).
  
- (6) The committee must make recommendations as to the circumstances in which the preparation of a record of the kind referred to in subsection (4) should be made a condition of a faculty.

- (7) 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.
  
- (8) The advisory 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.
  
- (9) In carrying out its functions, the committee or any sub-committee it has must have due regard to the rites and ceremonies of the Church of England.
  - (a) The committee may delegate the exercise of any of its functions to an officer of the committee.
  
- (10) Any expenses incurred for enabling the committee to carry out its functions properly and effectively, and which were approved by the diocesan board of finance before being incurred, are to be paid by the board.
  
- (11) 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.

## LINCOLN DAC WORKING PRACTICES

**This document is to be read in conjunction with the written Constitution for the Diocesan Advisory Committee as approved by Lincoln Diocesan Synod which gives the purpose and aims of the committee. This document gives further guidance on the management of the committee and its working practices and culture. It does not form part of the legislation.**

### **1. To achieve the statutory duties Lincoln DAC members will:**

- (a) Attend meetings regularly:  
There are currently 9 meetings set for each year, the dates of which are published at the beginning of that year. Members are requested to note these dates and advise the Committee Secretary in advance of the meeting if they are unable to attend. It is hoped that members of the committee can achieve at least a 60% attendance.
- (b) Attend occasional site visits as agreed:  
Site visit representation will be agreed for each case by the Committee/ Committee Secretary as may be necessary. Reasonable expenses incurred will be reimbursed by the diocese (as clause 2(b)).
- (c) Provide reports and papers as necessary and in good time:  
To ensure the smooth and timely consideration of cases, papers should be sent to the Committee Secretary in advance of the relevant meeting and **at least** by the closing date of the agenda for that meeting unless agreed otherwise by the Secretary.
- (d) Whilst working within the legislation the committee will maintain a positive attitude in assisting parishes in the works which they seek to undertake with the principle of enabling mission and ministry with the parishes of the Diocese.
- (e) Be prepared to think laterally where alternative proposals may need to be formulated.
- (f) In carrying out the casework of the Committee members will as far as possible, adopt the philosophy of and have due regard for the Lincoln Diocesan Environmental Policy 2019, including the use of electronic documentation.
- (g) Participate in training as may be required on an occasional basis

### **2. The Diocese of Lincoln will:**

- (a) Provide a safe, secure environment in which members of the DAC are able to express their views openly and in which differences of opinion or constructive challenge will be respected whilst accepting that the majority decision will be taken.
- (b) Reimburse members for expenses reasonably incurred in the performance of their role as laid out in the Diocesan policy document "Travel, Subsistence and Related Expenditure". Mileage and other agreed expenses to be submitted to the Secretary in a timely fashion, ideally monthly, but and at least on a quarterly basis.
- (c) Provide indemnity insurance for members and advisers of the Committee. Full details will be made available to Committee members

### **3. Administration of the Committee**

The Secretary aims to distribute the Minutes and Agenda for a meeting 7 days beforehand. An Additional Agenda for urgent, straightforward and important matters notified after the distribution of the Agenda will be tabled at the meeting. Matters of Any Other Business should be notified to the Secretary at least 24 hours before the meeting.

The Minutes and Agenda are circulated to the national amenity societies, Historic England, the Church Buildings Council and the local authorities of Greater Lincolnshire.

A member/consultant who has a direct interest in a scheme under consideration by the Committee should declare an interest, and should not take part in any decision made about such a scheme. In some circumstances the Chairman may decide that the member should remove themselves from the meeting while discussion takes place. Such circumstances should be recorded in the Minutes.

It should be borne in mind by all members/consultants that matters dealt with at meetings are in effect *sub judice* until the outcome of a faculty has been determined by the Chancellor or archdeacon. It is therefore incumbent on the members/consultants not to discuss matters with persons other than other members/consultants until they are notified that this has occurred.

Appointment of a Vice Chair:

Once the DAC committee has been elected by the Bishops Council, the members of the DAC will be invited by the Chair to nominate a Vice Chair from amongst the membership. Candidates should be proposed and seconded by existing members and in the event that more than one person is nominated then there will be a simple Ballot. The Vice Chair elect will take up post once the Bishops Council has ratified the appointment.

Should both the elected Chair and Vice Chair be absent from a particular meeting of the DAC then the DAC secretary will nominate a Chair from amongst the members for that meeting alone.

### **4. Site visits**

Notification of site visits will be circulated by the Secretary, or decided at a meeting, and members/consultants are asked to try to attend. It is not necessary to notify the Secretary of non-attendance, unless a member/consultant had previously indicated that they would be attending. Where the Secretary asks a member/consultant to make contact direct with a parish, if that member/consultant is unable to attend the next meeting a written report should be submitted to the Secretary in time for that meeting.

Site visits are important to gather information before a matter is decided at a meeting. Members/consultants must remember that any comments made at a site visit cannot bind the Committee, and they should remind the parishes when they visit that the advice which counts is that which is given by the whole Committee at a full DAC meeting.

A sites tour will be arranged annually in one of the Archdeaconries to give members/consultants the opportunity to see the end result of their deliberations or to view a complex or contentious proposal.

### **Closed Churches uses Committee**

1. To act as a sub-committee of the Diocesan Mission and Pastoral Committee, working under delegated authority.
2. To oversee the search for a suitable alternative use for churches formally closed for regular public worship, working in conjunction with the Church Commissioners, including marketing where appropriate.
3. To ensure adequate repair and maintenance of churches formally closed for regular public worship, whilst an alternative use is sought.
4. To liaise with other organisations and professionals when seeking alternative uses for churches formally closed for regular public worship e.g. the local authority conservation officers, English Heritage etc.
5. To discharge the requirements of the Mission and Pastoral Measure 2011, working under delegated authority from the DMPC, in terms of proper process for consultations for alternative uses for closed churches.

### **Membership**

- The Archdeacon of Lincoln (who will be the Chair of the Committee)
- Three people appointed by the DMPC
- A representative appointed by the DAC
- An approved architect in attendance
- A representative from the Land Agent in attendance
- DAC Secretary in attendance
- Case Officer from the Church Commissioners in attendance

## Mission & Ministry Committee

### 1. CONSTITUTION AND CONDUCT

<b>Title</b>	Mission & Ministry Committee (“the Committee”)
<b>Committee Remit</b>	<p>The Committee will support, and work under the direction of, the Bishop’s Council of Diocesan Trustees (BCDT) in the specific areas of Mission and Ministry. As such, the Committee will:</p> <ul style="list-style-type: none"> <li>• serve as a critical friend to the College of St Hugh,</li> <li>• advise BCDT on matters relating to Christian Mission and Ministry,</li> <li>• assist BCDT in overseeing the work of the LST Governing Body and Lincoln Diocesan Environmental Panel, for matters that pertain to Mission and Ministry,</li> <li>• serve as a forum for formulating and bringing forward strategic proposals for approval,</li> <li>• monitor and facilitate the implementation of such proposals following their approval.</li> </ul> <p>The Committee will interface with the Archidiaconal Mission and Pastoral Committees (“AMPCs”) from time to time on various matters. It may also be asked by the Bishop’s Council of Diocesan Trustees, in the latter’s role as the Diocesan Mission and Pastoral Committee (“DMPC”), to review or address matters raised by the AMPCs. However, the AMPCs will have a direct relationship with the DMPC, and the Committee will not act as an intermediary in this relationship.</p>
<b>Governing Laws &amp; Measures</b>	A non-statutory committee, though functioning in accordance with the requirements of Section 3 of the Mission and Pastoral Measure, 2011
<b>Relationship Composition</b>	<p>A sub-committee of the Bishop’s Council of Diocesan Trustees</p> <p>Ex officio:</p> <ul style="list-style-type: none"> <li>• The bishop or such other person as the Bishop of Lincoln appoints to exercise oversight for Mission.</li> <li>• The bishop or such other person as the Bishop of Lincoln appoints to exercise oversight for Ministry.</li> </ul> <p>Appointed:</p> <p>Between five and six members, appointed by the Bishop’s Council of Diocesan Trustees upon the recommendation of the Committee’s ex officio members, and following consultation with the Search and Nominations Committee. Those appointed are to:</p> <ul style="list-style-type: none"> <li>• be selected based on the quality and diversity of gifts they bring</li> <li>• include both lay and ordained in approximately equal numbers</li> </ul>

- include at least one Diocesan Trustee
- include at least one licensed reader, one authorised lay minister, one stipendiary priest and one self supporting priest.

Up to an additional three members may be appointed by the Bishop's Council of Diocesan Trustees following recommendation by the Search and Nominations Committee, to provide external expert knowledge in the following areas:

- Theological education
- Environmental matters
- Children and Youth work

Co-opted:

The ex officio and appointed members may, by resolution, co-opt such persons as they collectively decide will be helpful to the functioning of the Committee. In making such co-options, the members shall be mindful of the need for diversity in the Committee's composition.

**Chair**

The ex officio members shall serve as co-chairs, and may divide chairing responsibilities between them in whatever manner they consider appropriate.

**Terms of Office**

Whilst it is expected that all appointments will normally be for periods of three years, they will be subject to annual review by the Bishop's Council of Diocesan Trustees on the recommendation of the Search & Nominations Committee. Casual vacancies shall be filled at the earliest opportunity.

Co-opted members may serve for such periods of up to three years as the ex officio and appointed members may collectively determine. They may be re-appointed for a second successive term of office. Re-appointment for a third term of office shall require the approval of the Bishop's Council of Diocesan Trustees.

**Quorum**

Four, of whom one must be either of the ex officio members, and, in addition, one must be lay and one ordained.

**Conduct and Decision Making**

The Committee is to provide a living example of serving together as members of the Body of Christ. It is to be particularly characterised by an attitude of listening, reflection and co-working.

All decisions shall, so far as possible, be made by consensus. If consensus cannot be reached, matters shall be determined by a majority show of hands, with the meeting chair having a casting vote in the event of a tie

**Officers**

The Warden of the College of St Hugh shall be the Officer to the committee. The Pastoral Secretary shall also normally attend meetings but by prior agreement of the ex officio members, either may appoint delegates to attend on their behalf.

Other members of the College of St Hugh and Pastoral Teams may attend at the invitation of the committee.

The Diocesan Secretary shall designate an officer or staff member to attend and serve as Secretary to meetings of the Committee.

**Meetings**

The Committee shall normally meet 4 times per calendar year.

**Minutes**

The Secretary will minute the proceedings and decisions of all meetings. Minutes, approved by the ex officio members, shall be circulated promptly to all Diocesan Trustees. Until approved at a meeting of the Committee, its minutes are to be marked Draft.

**2. OVERALL PURPOSE OF THE COMMITTEE**

Within the areas of Mission and Ministry in the Diocese of Lincoln, the Committee is to:

- a) Advise the BCDT on matters relating to Christian Mission and Ministry within the Diocese.
- b) Ensure policies, strategies and improvement plans are (i) mutually consistent and (ii) well aligned with the diocese's overall strategic goals.
- c) Act as an ideas source.
- d) Identify strategic strengths, weaknesses, opportunities and threats.
- e) Develop and oversee strategic plans.
- f) Serve as a critical friend to the College of St Hugh, supporting these teams' officers by providing non-executive oversight and facilitation of the teams' work.

**3. RESPONSIBILITIES**

Within the areas of Mission and Ministry in the Diocese of Lincoln, the Committee is to:

- a) Maintain an overview of policies, strategies and improvement plans to ensure they are both mutually consistent and fully aligned with the diocese's overall strategic goals
- b) Receive regular reports from all sub committees, panels and working groupings relating to Mission and Ministry, including but not limited to the Lincoln School of Theology Governing Body, the Lincoln Diocesan Environmental Panel and the Children and Youth panel.
  - (i) Ensure that relevant information from these groups including any emerging threats and opportunities are considered and escalated to the BCDT as part of the committee's regular reporting.
- c) Identify diocesan opportunities and needs for improvement.
- d) Define strategic objectives and well-judged proposals by which they may best be achieved, presenting them in the form of recommendations to the Bishop's Council of Diocesan Trustees for approval.
- e) Monitor and facilitate the progress of diocesan strategic improvement plans so as to ensure the objectives are achieved in a timely manner and within budget.
- f) Ensure clear and consistent direction is provided to the College of St Hugh in accordance with diocesan objectives.
- g) In support of the respective officers, facilitate the development of the College of St Hugh.
- h) Undertake such specific studies as the Bishop's Council of Diocesan Trustees may direct.

- i) Provide regular reports on its work to the Bishop's Council of Diocesan Trustees including updates on all key areas of responsibility.

#### 4. **COMMUNICATION**

The Secretary will:

- a) normally ensure that agendas and papers are circulated to members of the Committee at least one week before meetings.
- b) ensure that formal minutes, approved by the ex officio members, are circulated to all members of the Committee and submitted to the Bishop's Council of Diocesan Trustees following each Committee meeting.

A member of the Committee (who shall normally be one of its ex officio members) will provide a report on the Committee's activities to the Bishop's Council of Diocesan Trustees meetings.

# Search & Nominations Committee

## 1. CONSTITUTION AND CONDUCT

**Title** Search & Nominations Committee

**Governing Laws & Measures** A non-statutory committee

**Relationship** The Search & Nominations Committee (“the Committee”) is constituted as a sub-committee of Diocesan Synod

**Composition** The membership of the Committee shall comprise:

The Bishop of Lincoln (or nominated suffragan bishop)

- The Chair of Lincoln Diocesan Trust and Board of Finance Ltd (LDTBF)
- The Chair of the Diocesan Mission and Pastoral Committee (DMPC)
- The Chair of the Lincoln Diocesan Board of Education (DBE)
- The Chair of the Diocesan Synod House of Clergy
- The Chair of the Diocesan Synod House of Laity
- Two members elected by and from the membership of the Diocesan Synod 18 months after the start of the triennium
- Following any change in its membership, the Committee shall reconsider and recommend to the Bishop’s Council of Diocesan Trustees which of the Committee’s members should be its Chair and Vice-Chair. Upon receipt of such a recommendation, the Bishop’s Council of Diocesan Trustees shall appoint the Committee’s Chair and Vice-Chair, at least one of whom must be a Diocesan Trustee.

**Alternates** The two elected members may not designate alternates to attend meetings or act on their behalf. The other members, if unable to attend a meeting of the Committee, may designate alternates, who must themselves be members of the Diocesan Synod, to attend, speak and act on their behalf at the meeting

- The Bishop of Lincoln (or nominated suffragan bishop): a suffragan bishop
- The LDTBF Chair: a Diocesan Trustee
- The DBE Chair: a DBE member
- The Chair of the Diocesan Synod House of Clergy: a Rural Dean
- The Chair of the Diocesan Synod House of Laity: a Deanery Lay Chair

- Consultees** The Committee may consult with other persons with specialist knowledge to aid it in considering specific appointments.
- Officers** The Diocesan Secretary, in consultation with the Chair, shall appoint an officer to serve as secretary to the Committee. The Diocesan Secretary may attend meetings.
- Meetings** The Committee will meet at least twice a year, holding other meetings as it considers necessary. Attendance may be in person or, whenever necessary or collectively agreed, by teleconference.

**Decision Making** All decisions shall, so far as possible, be made by consensus. If consensus cannot be reached, the matter shall be decided by the Bishop of Lincoln.

When necessary, decisions may be made by email correspondence, subject to confirmation and minuting at the next meeting of the Committee.

**Quorum** The quorum will be three members, provided at least two are Diocesan Trustees.

**Minutes** The Secretary will minute the proceedings and decisions of all meetings. Minutes shall be circulated promptly to all members of the Committee and, once agreed, to all Diocesan Trustees and DBE members.

**Reporting** The Chair of the Committee will be responsible for ensuring effective communication.

## **2. OVERALL PURPOSE OF THE COMMITTEE**

The Committee is to:

- a) Identify and nominate suitable people to boards, committees, advisory panels and working groups of the Diocesan Synod and the Bishop's Council of Diocesan Trustees in all instances where no other appointments or election process is stipulated
- b) Search for and encourage suitable candidates to stand for election to the Bishop's Council of Diocesan Trustees, and synodical and board committees
- c) Devise, manage and maintain a skills audit for the Diocese of Lincoln

- d) Ensure schemes of succession and continuity are in place for all boards, committees, advisory panels and working groups, where necessary proposing new terms of reference or standing orders
- e) Maintain an overview of the training provision for Diocesan Trustees and Synod, board, committee, advisory panel and working group members.

### **3. RESPONSIBILITIES**

The Committee is to:

- a) Maintain a register of the members of all diocesan boards, committees, advisory panels and working groups, their respective terms of office, and any vacancies
- b) Maintain a timetable of elections, and oversee those elections
- c) Maintain a register of skills of clergy and lay people in the Diocese of Lincoln
- d) Assess the requirements of committees, advisory panels and working groups, and identify suitable candidates to fill vacancies
- e) Before the December meeting of Bishops Council of Diocesan Trustees following a new Synodical Triennium, review the composition of all Diocesan Synod and Bishop's Council of Diocesan Trustees boards, committees, advisory panels and working groups. Make recommendations to that meeting for any changes to the appointed membership, and chair and vice chair positions, of those bodies.
- f) Nominate suitable candidates to fill vacancies for which appointments are at the discretion of Diocesan Synod, the Bishop's Council of Diocesan Trustees, or the DBE
- g) Advise the Bishop (or other person), when required, on filling vacancies for which appointments are at the Bishop's (or other person's) discretion
- h) Review and develop appointments and elections processes to ensure the membership of boards, committees, advisory panels and working groups is diverse, representative of the diocese and has the necessary combination of skills and experience
- i) Oversee the arrangements for election hustings to ensure a proper process is followed.
- j) Regularly review, and if necessary propose changes to, terms of reference, articles of association and standing orders with respect to appointments, membership, skill requirements and diversity
- k) Review the adequacy of training programmes for Diocesan Trustees and members of boards, committees, advisory panels and working groups, ensuring appropriate consistency and sharing of such programmes, and recommending improvement action as necessary

l) Implement and maintain an exit interview process for people standing down from positions on diocesan boards, committees, advisory panels and working groups, and both review and act upon the findings of such exit interviews.

#### **4. COMMUNICATION**

The Secretary to the Committee will:

- a) normally ensure that agendas and papers are circulated to Committee members at least one week before meetings
- b) ensure that formal minutes, approved by the Committee Chair, are circulated to members and submitted to the Bishop's Council of Diocesan Trustees and the DBE following each Committee meeting
- c) include a summary of the Committee's recommendations within the Diocesan Synod agenda papers circulated in advance of each of the Synod's meetings.

### Transformation Fund Committee

<b>Title</b>	Transformation Fund Committee
<b>Committee Remit</b>	<p>To administer the Transformation Fund on behalf of the Bishop's Council of Diocesan Trustees such that it achieves its objective of enabling transformational growth in the mission of the Church of England in Greater Lincolnshire.</p> <p>The Committee will be accountable to the Bishop's Council of Diocesan Trustees for the following.</p> <ul style="list-style-type: none"><li>• Ensuring the Transformation Fund process is clearly defined, aligned to the objective of enabling transformational growth, and operated in a manner that is transparent and equitable.</li><li>• Submitting a draft annual budget, and operating within the financial expenditure limits set by the Bishop's Council of Diocesan Trustees, ensuring at all times that best use is made of the monies at its disposal.</li><li>• Monitoring Tier 1 Transformation Fund grants made by archdeacons, and providing advice as appropriate.</li><li>• Determining Tier 2 Transformation Fund grants.</li><li>• Monitoring, and periodically reporting to the Bishop's Council of Diocesan Trustees, on the effectiveness of the Transformation Fund in achieving transformational growth.</li><li>• Recommending to the Bishop's Council of Diocesan Trustees (with which the decision shall rest) any revisions to the funding limits for Tier 1 and Tier 2 grants, and the creation of a Tier 3 funding stream.</li></ul>
<b>Governing Laws &amp; Measures</b>	A non-statutory committee
<b>Relationship</b>	A sub-committee of the Bishop's Council of Diocesan Trustees
<b>Composition</b>	<p>Ex officio:</p> <ul style="list-style-type: none"><li>• The suffragan bishop with responsibility for Mission, or such other person as the Bishop of Lincoln may decide</li></ul> <p>Appointed:</p> <ul style="list-style-type: none"><li>• One archdeacon, chosen by the archdeacons from amongst their own number</li><li>• A lay Diocesan Trustee, appointed by the Bishop's</li></ul>

Council of Diocesan Trustees on the recommendation of the Search & Nominations Committee

- One Diocesan Synod member who is not a Diocesan Trustee, appointed by the Bishop's Council of Diocesan Trustees on the recommendation of the Search & Nominations Committee

### **Chair and Vice-Chair**

Appointed by the Bishop's Council of Diocesan Trustees, from amongst the members of the Committee, on the recommendation of the Search & Nominations Committee. Normally the Chair will be the ex officio member with responsibility for Mission.

The Vice-Chair will chair meetings in the absence of the Chair.

### **Term of Office**

The term of office of all appointed members of the Committee shall be 3 years from 1 January 2018, or the date of the first meeting attended by the member, whichever is the latter. Members may serve up to two successive terms of office, but then must step down for a period of at least 3 years.

Any appointed member who fails to attend at least half the Committee meetings held in the course of any 12 month period will automatically cease to be a member of the Committee.

Casual vacancies are to be filled at the earliest opportunity.

### **Quorum**

Two Diocesan Trustees, provided this includes either the Chair or the Vice-Chair.

### **Decision Making**

All decisions shall, so far as possible, be made by consensus. If consensus cannot be reached, matters shall be determined by a majority show of hands, with the meeting chair having a casting vote in the event of a tie.

### **Officers**

A member of the Mission Team, designated by the Diocesan Secretary will serve as Secretary to the Committee, and will be responsible for all administrative aspects of both the Committee and the Transformation Fund itself.

The Diocesan Secretary and the Director of Finance may, at their choice, attend any of the Committee's meetings and

will be circulated with all the Committee's papers and minutes.

### **Meetings**

The Committee shall normally meet quarterly, unless the Committee Chair, in consultation with the Vice-Chair, decides otherwise. Meetings of the Committee may be held by electronic means, including telephone conferencing, if required by the members.

### **Minutes**

The Secretary shall maintain the following documents which, together, shall be deemed to constitute the minutes of the Committee's meetings.

- Action tracker
- Log of decisions made
- Forward planner indicating when the progress or results from funded projects are to be reviewed, and the information that is due to be provided on those projects

In addition, the Secretary shall maintain a register of all Transformation Fund Tier 1 and 2 applications received, recording against each the outcome of the funding decision made and any conditions attached to that decision.

### **Reporting**

The log of decisions made at each meeting of the Committee shall be submitted as a deemed paper to the following meeting of the Bishop's Council of Diocesan Trustees.

### **Illustrative Committee Meeting Agenda**

- Opening Prayer
- Apologies
- Transformation Fund Financial Summary
- New Tier 2 Funding Applications: Review & Decide
- Tier 2 Funding Applications Deferred from Previous Meetings: Review and Decide
- Tier 1 Funding Decisions: Review
- Transformation Fund Process: Identify any issues/opportunities for improvement and agree action.

## Trusts Committee

### 1. CONSTITUTION AND CONDUCT

<b>Title</b>	Trusts Committee
<b>Governing Laws &amp; Measures</b>	Incumbents and Church Wardens (Trusts) Measure 1964 Parochial Church Councils (Powers) Measure 1956
<b>Relationship</b>	The Committee is constituted as a sub-committee of the Bishop’s Council of Diocesan Trustees established to assist it in discharging its Diocesan Board of Finance (“DBF”) responsibilities as Custodian Trustee and as Managing Trustee where appropriate.
<b>Composition</b>	The Members of the Committee, normally five in number, shall be appointed by the Bishop’s Council of Diocesan Trustees on the recommendation of the Search & Nominations Committee having regard to their expertise as charity trustees and ensuring adequate representation from both clergy and laity. At least one of the Members must be a Diocesan Trustee.
<b>Chair and Vice Chair</b>	The Chair and Vice-Chair, one of whom must be a Diocesan Trustee, shall be appointed by the Bishop’s Council of Diocesan Trustees from amongst the Committee Members on the recommendation of the Search & Nominations Committee. Whilst it is expected that these appointments will each normally be for periods of at least three years, they will be subject to annual review by the Bishop’s Council of Diocesan Trustees on the recommendation of the Search & Nominations Committee.
<b>Terms of Office</b>	Members of the Committee shall be appointed at the first meeting of the Bishop’s Council of Diocesan Trustees in 2019 and every three years there-after. Casual vacancies shall be filled at the earliest opportunity. Members should normally serve no more than two successive full three year terms from 2019 onwards, though may serve a third full term if considered expedient by the Search & Nominations Committee.
<b>Transitional arrangements</b>	Pending the appointment of the Committee’s Members, Chair and Vice-chair under these Terms of Reference, the serving members and Chair shall continue in office.

<b>Decision Making</b>	All decisions shall, so far as possible, be made by consensus. If consensus cannot be reached, the matter shall be decided by the Bishop of Lincoln. When necessary, decisions may be made by email correspondence, subject to confirmation and minuting at the next meeting of the Committee.
<b>Officers</b>	The Assets and Trusts Manager will support the Committee, attend its meetings, serve as its Secretary, and be responsible for implementing the Committee's decisions. The Diocesan Secretary and the Director of Finance y shall be invited to attend.
<b>Meetings</b>	The Committee shall meet at least twice per year. Meetings of the Committee may be held by electronic means, including telephone conferencing, if required by the Members.
<b>Quorum and Voting</b>	The Committee is quorate when at least the Chair or Vice-Chair plus two other members are present. Motions are carried by simple majority and the chair at the meeting shall have a casting vote in the event of a tied vote.
<b>Minutes</b>	The Secretary, or his or her assistant, will minute the proceedings and decisions of all meetings. Minutes, approved by the Committee Chair, shall be circulated promptly to all Members of the Committee and to all Diocesan Trustees, prior to the next Bishop's Council of Diocesan Trustees meeting. Until approved at a meeting of the Committee, its minutes are to be marked Draft.
<b>Reporting</b>	The Chair shall be responsible for ensuring effective communication with the Bishop's Council of Diocesan Trustees and with other committees, as set out in Section 5 'Communication', below.

## **1. BACKGROUND**

Under the Parochial Church Councils (Powers) Measure 1956 and the Incumbents and Church Wardens (Trusts) Measure 1964 the Bishop's Council of Diocesan Trustees, acting as the Lincoln Diocesan Trust and Board of Finance Ltd. ("LDTBF"), is Custodian Trustee of certain interests in property acquired or held on charitable trust established for ecclesiastical purposes within the Diocese. Property has a broad meaning and includes land, chattels, investments and money.

Where the Bishop's Council of Diocesan Trustees is on notice of relevant property interests, it has a duty to make enquiries and subject to the results, a duty to take steps to

vest those interests in the LDTBF. Vesting those interests in the LDTBF does not oust the managing trustees of that trust property, rather their power to deal with the trust property is subject to the consent of the Bishop's Council of Diocesan Trustees, acting as the LDTBF.

In addition, there are certain charitable trusts for which the Bishop's Council of Diocesan Trustees, acting as the LDTBF, is the managing trustee.

## **2. DUTIES OF THE COMMITTEE**

The Committee is responsible to the Bishop's Council of Diocesan Trustees for discharging the duties of custodian trustee as required by the Parochial Church Councils (Powers) Measure 1956 and the Incumbents and Church Wardens (Trusts) Measure 1964 and for ensuring compliance with the terms of any trust for which the LDTBF is the managing trustee. In carrying out these functions the Committee shall comply with any directions that may from time to time be given by the Bishop's Council of Diocesan Trustees, and shall observe all provisions of the Charities Statement of Recommended Practice (SORP) 2005 that sets out the reporting and disclosure requirements in respect of assets held as custodian trustee.

## **3. PRINCIPLES OF MANAGEMENT**

The following principles of management shall be observed. The Committee will, for the custodial trustee function:

- Ensure there is a documented system and protocol in place for the recording, administration and control of the custodial assets
- Ensure that transactions requested by the managing trustees are in accordance with the terms of the relevant trust
- Report investment performance and other transactions to the managing trustees and other beneficial owners as may be necessary
- Ensure that the accounts relating to custodial assets are legally separate from the LDTBF and that individual trust account balances are automatically identifiable
- Undertake a comprehensive risk assessment for all custodial assets

The Committee will, for the managing trustee function:

- Manage the assets in accordance with the deed of trust and obtain consent of any custodian trustee
- Manage the asset in a prudent manner
- Ensure compliance with SORP 2005
- Undertake a risk assessment for the charitable trusts for which the Bishop's Council of Diocesan Trustees, acting as the LDTBF, is responsible as managing trustees

#### **4. COMMUNICATION**

The Secretary will:

- a) normally ensure that agendas and papers are circulated to Members at least one week before meetings
- b) ensure that formal minutes, approved by the Chair, are circulated to Members and submitted to the Bishop's Council of Diocesan Trustees following each Committee meeting

The Chair or Vice-Chair will provide a report on the Committee's activities to the Bishop's Council of Diocesan Trustees meetings.

### **Budget Advisory Panel**

#### **Terms of Reference**

##### **Preamble:**

This is not a committee and it has no executive powers. It is a panel supporting the Diocesan Trustees in their role as Lincoln Diocesan Trust and Board of Finance Limited.

##### **Remit:**

The responsibility for setting the Diocesan budget rests with the Director of Finance and the Diocesan Secretary along with their staff working within whatever parameters are set by the Diocesan Trustees.

The Budget Advisory Panel's role is to ensure proper scrutiny of the detail of the finances of the Diocese prior to review by the full body of Diocesan Trustees. Its role is not to discuss strategic matters, which remains the remit of the Diocesan Trustees.

Each year, once the following year's budget is drafted, the Panel will scrutinise it on behalf of the Diocesan Trustees. Each line will be tested to ensure that it is in accord with policy, that it is justified, realistic and conforms with the strategic direction agreed by the Diocesan Trustees within the parameters approved by Synod. This should take no more than four meetings and must be complete before the budget is presented by the DBF chair for final scrutiny by the Diocesan Trustees.

The aim is to give comfort to the other Diocesan Trustees that proper scrutiny has been carried out. The Panel should aim, as far as is possible, to anticipate all the concerns and questions that other Diocesan Trustees might ask.

The Panel will report on its findings and will explain areas examined and assumptions made in the budget setting process.

##### **Membership:**

The Panel will comprise of Chair of LDTBF and up to five Diocesan Trustees appointed by the Bishop's Council of Diocesan Trustees plus the Director of Finance and Diocesan Secretary. The membership should not consist of any Diocesan Trustees who already Chair any of the LDTBF sub-committees, or any members of the Audit and Compliance Committee.

## **Financial Reporting Advisory Panel**

### **Terms of Reference**

#### **Preamble:**

This is not a committee and it has no executive powers. It is a panel supporting the Diocesan Trustees in their role as Lincoln Diocesan Trust and Board of Finance Limited.

#### **Remit:**

The responsibility for monitoring financial activity against the Diocesan budget rests with the Director of Finance and the Diocesan Secretary along with their staff. They will also ensure that financial activity follows whatever parameters are set by the Diocesan Trustees.

The Financial Reporting Advisory Panel's role is to ensure proper scrutiny of the detail of the finances of the Diocese prior to review by the full body of Diocesan Trustees. Its role is not to discuss strategic matters, which remains the remit of the Diocesan Trustees.

Regularly during the year, prior to Trustee meetings, the Panel will scrutinise reports on activity monitoring. Each line will be reviewed to confirm that activity is in line with expectations and, where not, investigate the reasons for under/overspends and test the actions being taken to rectify the situation. The Panel will also test assumptions made concerning activity and income/expenditure.

The aim is to give comfort to the other Diocesan Trustees that proper scrutiny has been carried out. The Panel should aim, as far as is possible, to anticipate all the concerns and questions that other Diocesan Trustees might ask.

The Panel will report on its findings and will explain areas examined, assumptions made and actions being taken to manage variations from the agreed budget.

The Panel is expected to meet between four and six times a year.

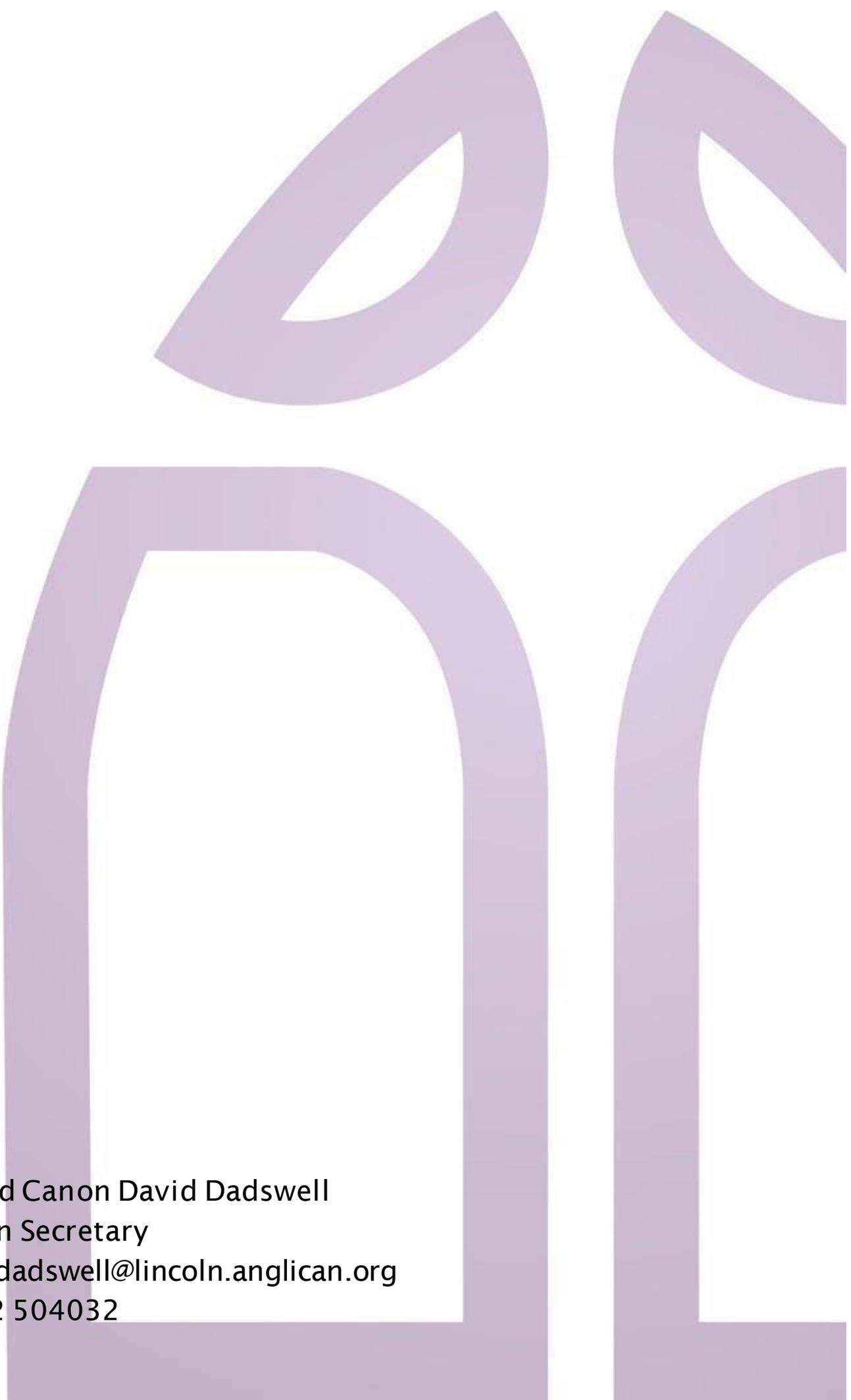
#### **Membership:**

The Panel will comprise of Chair of LDTBF and up to five Diocesan Trustees appointed by the Bishop's Council of Diocesan Trustees plus the Director of Finance and Diocesan Secretary. The membership should not consist of any Diocesan Trustees who already Chair any of the LDTBF sub-committees, or any members of the Audit and Compliance Committee.

**Diocesan Environmental Implementation Panel**

<b>Title</b>	Diocesan Environmental Implementation Panel
<b>Committee Remit</b>	To act as the strategic driving force behind the Diocesan Environmental Policy, its implementation, monitoring and reporting and to act as the key advisory body to the Bishop’s Council of Diocesan Trustees, Mission and Ministry Committee and other appropriate committees on environmental matters.
<b>Governing Laws &amp; Measures</b>	A non-statutory committee of the Bishop’s Council of Diocesan Trustees.
<b>Relationship</b>	Reporting to Mission and Ministry Committee (as a standing agenda item) which is an advisory panel of the Bishop’s Council of Diocesan Trustees.
<b>Composition</b>	<ul style="list-style-type: none"> <li>• The Suffragan Bishop with responsibility for Mission</li> <li>• Up to 4 members (3 of whom should be diocesan trustees) appointed by the Bishop’s Council of Diocesan Trustees from the membership the Assets Committee, the Clergy Housing Committee, the Diocesan Advisory Committee and the Mission and Ministry Committee.</li> <li>• Up to 3 other members appointed by the Bishop’s Council of Diocesan Trustees with specific skills or experience in environmental mission, renewables, biodiversity or other specialism required by the panel.</li> <li>• 1 Deanery Environment Champion if not already represented by one of the other members</li> </ul>
<b>Chair and Vice-Chair</b>	The Suffragan Bishop with responsibility for Mission shall act as Chair.  The Bishop’s Council of Diocesan Trustees shall appoint a Vice Chair from the membership, upon recommendation of the Search and Nominations Committee.
<b>Officers</b>	The Diocesan Environmental Officer shall be Secretary to the panel. The Warden of the College of St Hugh, Diocesan Surveyor, DAC and Pastoral Secretary and any other Diocesan Officer relevant for the meeting may be asked to attend. The committee may also invite agents, consultants and external scrutineers.
<b>Term of Office</b>	3 years
<b>Quorum</b>	4 members shall constitute a quorum, at least 2 must be trustees

<b>Decision Making</b>	All decisions shall, so far as possible, be made by consensus. If consensus cannot be reached, matters shall be determined by a majority show of hands, with the meeting chair having a casting vote in the event of a tie.
<b>Meetings</b>	The panel shall meet at least 3 times per year. Meetings of the panel may be held by electronic means, including telephone conferencing and digital meeting platforms.
<b>Reporting</b>	The panel shall report into every meeting of the Mission and Ministry Committee as a standing agenda item. The panel shall produce an annual report to the Bishop's Council of Diocesan Trustees and Diocesan Synod, in addition to the biennial Environmental Policy Review.
<b>Responsibilities</b>	<p>To oversee the implementation and embedding of the Diocesan Environmental Policy building strategic connections between diocesan departments and committees.</p> <p>To enable cross-committee working to compile an agreed Environmental Action Plan, mapping and monitoring the implementation of the Diocesan Environmental Policy and initiating actions to address any gaps.</p> <p>To prepare an annual report on the implementation of the policy, to be presented to the Bishop's Council of Diocesan Trustees and Diocesan Synod</p> <p>To review and update the policy every two years to keep in line with the changing landscape of environmental targets</p> <p>To advise the Bishop's Council of Diocesan Trustees, Mission and Ministry Committee and other subcommittees on environmental matters</p> <p>To respond to and promote national Church of England initiatives</p> <p>To partner with church Environment Champions, appropriate national and local organisations.</p>



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