

**GENERAL SYNOD**  
**DRAFT DIOCESAN BOARDS OF EDUCATION MEASURE**  
**Explanatory Notes**

**A. Introduction**

1. The draft Measure updates the Diocesan Boards of Education Measure 1991 (the **1991 Measure**), which provides the legal framework within which the Church of England's dioceses engage and work with Church schools. As a result of significant changes to the education landscape, the Education Office has decided that the 1991 Measure needs to be updated to ensure that the range of functions and powers conferred on Diocesan Boards Education (**DBEs**) are sufficient to enable them to play their part in supporting and promoting the development of Church schools.
2. The draft Measure has been prepared on the instructions of the Church of England Education Office and has been approved by the National Society Council. It seeks to update the current 1991 Measure, to reflect and provide better for the current (and anticipated future) educational environment in which DBEs are operating, in particular by making suitable provision in relation to academies and multi-academy trusts. The most significant changes in policy relate to the options as to how a DBE can be constituted, which were consulted on during summer/autumn 2018.
3. The draft Measure also supports the Archbishops' Council's Simplification agenda, simplifying processes where possible and including more efficient procedures for the future updating of the Measure.
4. In providing instructions for the draft Measure, the Education Office adopted three key principles: simplification, minimal changes and modernisation.
5. The key change proposed in the draft Measure is the introduction of the option for DBEs to be constituted as a statutory committee of their Diocesan Board of Finance (**DBF**) and clarification as to how the two current options for the constitutional form of DBEs (i.e. being either incorporated or unincorporated) should operate. This is because the 1991 Measure simply requires DBEs to be incorporated or unincorporated. As a result, whilst over a third of the DBEs are incorporated as companies limited by guarantee and are registered with the Charity Commission, many of the unincorporated DBEs interpreted the option to be unincorporated more widely than had been anticipated and so are operating, in practice, as a committee of their DBF. The draft Measure seeks to regularise the committee structure for those DBEs which wish to continue operating in this way.
6. The Education Office consulted those involved with DBEs and DBFs during the summer/autumn of 2018 on proposals for alternative structures for DBEs. From the responses to that consultation it was clear that, whilst there are some unincorporated DBEs which would like to operate as independent registered charities from their DBF, including some which may wish to incorporate, a significant number of others would like to continue to operate as they do at present, i.e. as a committee of their DBF. Therefore, all three options have been included to reflect the wishes clearly expressed

by DBEs and to ensure that the draft Measure requires as little change to the way in which DBEs operate in practice as is reasonably possible.

7. The draft Measure retains the current choice for DBEs to be constituted as an unincorporated charity. Although this is not what was originally proposed in the consultation, due to the perceived drawbacks of such a structure, its retention as an option reflects the views of a significant number of the respondents to the 2018 consultation.
8. In addition to the consultation on the options for the future structure of DBEs in summer/autumn 2018, the draft Measure itself has also been consulted on:
  - a) Diocesan Directors of Education (**DDEs**) were consulted on early drafts and their views taken into account following which, at their business meeting in February 2019, the DDEs indicated that they were supportive of the proposals in the draft Measure;
  - b) A wider group of stakeholders was consulted in March 2019 and changes made to the draft Measure in response to comments made.
9. The Education Office has also consulted both the Charity Commission and the Department for Education (**DfE**) on the draft Measure in March 2019 and has considered their respective comments. There remain a number of areas under discussion with both the DfE and the Charity Commission and so revisions to the draft Measure may need to be proposed to the Revision Committee as a result of these ongoing discussions.

## **B. Notes on Clauses**

### **Clause 1: Continuation**

10. This clause provides for there to continue to be a DBE for each diocese.

### **Clause 2: General Duties, etc**

11. The 1991 Measure sets out the functions of the DBE in s.2(1), which includes a mixture of a DBE's objects and its functions (i.e. its powers and duties). The draft Measure separates the objects from the functions, to improve clarity. The objects of DBEs are now set out in s.2(1) and the functions are referred to in s.2(2), as being those functions set out in sections 7 – 14.
12. At present, whilst the objects of a DBE and any provisions in its constitution must reflect the provisions of the 1991 Measure, the wording used in the objects clauses of the various DBE charities currently registered with the Charity Commission varies. In order to avoid those DBEs that are already registered charities from having to amend their objects etc, s.2(1) is drafted so that those DBEs which are already registered charities should not need to adopt revised charitable objects.

### **Clause 3: Constitution**

13. S.3(1) provides that each diocesan synod must make a Scheme designating a body (which must be registered with the Charity Commission) as the DBE for the diocese. The three options for how DBEs may be structured are:
  - a) an incorporated registered charity (either a company limited by guarantee (**CLG**), or a Charitable Incorporated Organisation (**CIO**));
  - b) an unincorporated registered charity; or
  - c) the DBF for the diocese.
14. S.3(2) provides that the Scheme must be based on a proposal made by the diocesan bishop with the consent of the DBE.
15. S.3(3) is an enabling power so that where the existing DBE is to be designated as the DBE for the diocese, it can make pre-emptive changes to its governing document so that it will comply with the Scheme's requirements once it comes into force.
16. Ss.3(4) and (5) provide that, where a DBF is designated as the DBE for the diocese, a committee of the DBF is established in order to exercise those functions conferred on the DBF in its capacity as the DBE. Therefore, if a diocese designates the DBF as the DBE, wherever the draft Measure refers to the DBE it is a reference to the DBE committee established under s.3(4), rather than a reference to the DBF itself.
17. Ss. 3(6) and (7) provide that a Scheme made to designate an entity as the DBE must reflect the requirements set out in Schedules 1 and 2.

### **Clause 4: Joint DBEs**

18. This clause enables diocesan synods to designate an entity as a joint DBE for two or more dioceses (s.4(3)). S.4(1) provides that the joint entity must be an incorporated or an unincorporated separately registered charity and s.4(2) confirms that a DBE that is a statutory committee of a DBF cannot be a joint DBE.
19. S.4(4) provides that a scheme appointing an entity as a joint DBE must implement a proposal made by all the diocesan bishops concerned and also have the consent of all the DBEs concerned. Therefore, such a scheme can only be made if the DBE in each diocese concerned, that will cease to be the DBE for that diocese when the Scheme comes into effect, consents to the making of the Scheme to appoint a joint DBE.
20. Ss.4(5) and (6) provide that, where a diocesan synod makes a Scheme made under s.4, it is considered to have complied with the requirement to make a Scheme under s.3(1) and the requirements of Schedule 1 apply to a s.4 Scheme. S.4(7) provides that, where a joint DBE has been appointed, all references to a DBE for a diocese in the Measure are treated as a reference to such joint DBE.
21. S.4(8) adds DBEs to the list of bodies in s.19(1) Diocese, Pastoral and Mission Measure 2007, so that the provisions of ss.19 and 20 of that Measure cannot be used to set up a joint DBE and so circumvent the requirements of the draft DBE Measure in this regard.

## **Clause 5: Incorporation**

22. This clause supports and simplifies the process of incorporating for those unincorporated DBEs which would prefer to be an incorporated charity, which could be either a CIO or a CLG.
23. S.5(1) requires an unincorporated DBE to have the consent of the diocesan bishop and diocesan synod before taking steps to incorporate and s.5(6) provides that where an unincorporated joint DBE wishes to incorporate, it requires the consent of all the diocesan bishops and all the diocesan synods. S.5(2) requires a DBE which is a statutory committee of the DBF to also have the consent of the DBF.
24. S.5(3) confirms that the power to incorporate may be exercised by DBEs before the first Scheme under the new Measure is made and at any point subsequently, should the decision to incorporate be made.
25. S.5(4) is currently under discussion with the Charity Commission. Its purpose is to enable DBEs to resolve to incorporate without needing a s.105 Order from the Charity Commission to authorise the otherwise unresolvable conflict of interest. This is because incorporation will provide the DBE members making the decision with personal protection from unlimited liability following incorporation, which is considered to be a trustee benefit by the Charity Commission and so would not be permitted unless it is either authorised by the draft Measure or by an order of the Charity Commission.
26. S.5(5) provides that all incorporated DBEs (whether CIOs or CLGs) will have trust corporation status (which DBFs all have) enabling DBEs to act as the sole corporate trustee of land.

## **Clause 6: Director of education**

27. The provisions of the 1991 Measure for a Diocesan Director of Education (**DDE**) appear in revised form here. S.6(1) requires there to be a DDE for each diocese.
28. s.6(2) provides that the DDE is appointed by the bishop in consultation with the DBE (as per the 1991 Measure) and s.6(3) provides that the DDE in post immediately before the DBE Measure comes into force continues in that role.
29. s.6(4) provides that the DDE serves as the Secretary to the DBE but is not a member of the DBE and is not a charity trustee.
30. S.6(5) clarifies that there will be a joint DDE where there is a joint DBE.

## **Clauses 7 – 10: Advice, Consent, Consultation and Directions**

31. As in the 1991 Measure, the specific functions and responsibilities of DBEs are grouped by whether they require church schools and/or trustees of educational endowments (generally those who own the sites of church schools) to seek the advice of the DBE (**s.7**) or acquire its consent (**s.8**); or relate to situations where DBEs may give directions to church schools and/or trustees (**s.10**). All of these functions and responsibilities reflect the equivalent provisions in the 1991 Measure and also include the role of DBEs in respect of academies.

32. Clause 7: Advice

- a) S.7(1) confers power on the DBE to provide advice on matters affecting church schools in the diocese to the governors or MAT proprietors of those schools, the trustees of church educational endowments and to other bodies the DBE considers appropriate.
- b) Ss.7(2), (4), (5) and (6) lists the situations in which the governing body of a voluntary or foundation church school, the proprietor of an academy which is a church school, and the trustees of a church educational endowment must obtain the DBE's advice. s.7(3) provides that this requirement does not apply in relation to s.7(2) where the DBE's consent is required under s.8(1) or (2). S.7(7) requires the DBE to provide the advice sought under these subsections.
- c) S.7(8) enables up to four members of a governing body, MAT proprietor or trustee board seeking advice under this section to attend (but not speak at) the part of a DBE meeting considering the matter on which they have sought advice. S.7(9) requires those to whom the DBE gives advice to have "due regard" to that advice. This means that they would need to have cogent reasons for not following it.
- d) S.7(10) provides a definition of a "disposal" of land for the purposes of s.7.

33. Clause 8: Consent

- a) Ss. 8(1) – (4) sets out the circumstances in which a governing body of a voluntary school, a foundation school and the proprietor of an Academy must obtain the prior written consent of the DBE. Where the consent requirement relates to an alteration or repair of property, s.8(5) provides that the DBE's consent is not needed if the cost of that repair falls below a threshold set by the DBE from time to time.
- b) S.8(6) enables up to four members of a governing body, MAT proprietor or trustee board seeking consent under this section to attend (but not speak at) the part of a DBE meeting considering the matter on which they have sought consent.

34. Clause 9: Consultation

This section requires local authorities to consult with DBEs before appointing a person to represent the Church of England on a Standing Advisory Council for Religious Education.

35. Clause 10: Directions

- a) Ss.10(1), (2) and (4) set out when the DBE may give directions to the governing body of a church school, the proprietor of an academy or the trustees of a church educational endowment. S.10(5) requires those receiving the direction to comply with it.
- b) S.10(3) confers power on a DBE to direct a church school to permit an inspection of the religious education or collective worship in that school, should it have concerns as to its quality or content.

- c) S.10(6) enables up to four members of a governing body, MAT proprietor or trustee board to which a direction may be given under this section to attend (but not speak at) the part of a DBE meeting considering the matter.
- d) If a DBE gives a direction under this section, s.10(7) requires the DBE to lay a report before the diocesan synod.
- e) S.10(8) defines what is considered to be a “relevant” alteration for the purposes of this clause.

### **Clause 11: Engagement**

- 36. This clause has been included in the draft Measure to support cross-diocesan activity and facilitate its future development where DBEs wish to do so, provided in all cases that the DBE in the other diocese has provided its consent to the proposed engagement.
- 37. S.11(1) enables DBEs to work with those involved in education in other dioceses, on matters of common interest.
- 38. s.11(2) permits cross-diocesan engagement in relation to a DBE’s work with children and young people where a DBE’s diocesan synod has conferred such functions on that DBE pursuant to s.14(2).

### **Clause 12: Information**

- 39. This new power was included following concerns raised by DDEs that church schools should be required to provide information to assist the DBE in carrying out its functions. s.12(2) provides that any request for information by a DBE is subject to any law that prohibits the provision of any information that may be sought, which would include GDPR and safeguarding laws.

### **Clause 13: Safeguarding**

- 40. This clause requires the members of a DBE to have “due regard” to House of Bishops’ safeguarding guidance. This was considered necessary for the following reasons:
  - a) S.14(2) of the draft Measure enables the diocesan synod to confer functions on the DBE “in relation to children and young people” and so DBEs need to be brought within the House of Bishops’ safeguarding guidance to ensure that proper safeguarding procedures are in place in relation to this function.
  - b) If all DBEs were not brought within House of Bishops’ safeguarding guidance, it would create an anomaly whereby only those DBEs which are constituted as statutory committees of the DBF will have copies of their safeguarding serious incident reports sent to the NST under the current reporting guidance, as they would form part of the DBF. This will mean that the national database of safeguarding serious incidents would include incidents from some DBEs and not others. In order to ensure uniformity in relation to safeguarding reporting (and requirements) across all DBEs, as well as to support the national database being a comprehensive record safeguarding serious incidents across the national church, it is considered necessary to bring all DBEs, however constituted, within House of Bishops’ safeguarding guidance.

#### **Clause 14: Other responsibilities**

41. S.14 includes and expands on the provisions from the 1991 Measure that allow diocesan synods to confer additional functions on DBEs.
42. Section 14(1) provides that the DBE has such other functions as may be conferred on it by other legislation, including where the DBE is referred to as “the appropriate diocesan authority” or “the appropriate religious body”.
43. S.14(2) enables the diocesan synod (or, where the DBE is a joint DBE, the diocesan synods acting jointly (s.14(5)) to confer functions on the DBE “in relation to children and young people”, provided that the functions so conferred on a DBE reflect the limitations set out in s.14(3). These limitations include the requirement for such functions to be consistent with the DBE’s charitable purposes (or, where the DBE is a statutory committee of the DBF, with the charitable purposes of the DBF insofar as they relate to its functions as a DBE, see s.14(4)).
44. S.14(6) is a general “mop up” power to enable DBEs to do anything not specifically set out in the Measure in order to exercise their functions properly.

#### **Clause 15: Consequential amendments**

45. S.15 enables the Archbishops’ Council to amend the draft Measure by Order, provided that such changes are made only in consequence of any future legislation relating to education made by an Act of Parliament. This will enable the face of the draft Measure to remain up to date with future changes to the law. As any changes made under this section relate to changes in the law already passed by Parliament which will, therefore, already be binding on DBEs, it is a very limited power.
46. The synodical process which must be followed before the Archbishops’ Council can seal such an Order is set out in ss.15(3) – (6). The draft Order is required to be laid before Synod for approval, but it does not need to be debated if the Business Committee considers it is not necessary to do so, unless a member of the Synod gives notice that the member wishes the draft Order to be debated or wishes to move an amendment to it.

#### **Clause 16: Review**

47. S.16(1) requires the diocesan synod to keep the way in which the DBE exercises its functions under review. It is in effect an obligation to look at the annual report and consider how the DBE is carrying out both its functions under the Measure, as well as any additional functions that the diocesan synod has conferred on it by Scheme.
48. S.16(2) provides for the continuance of the obligation on the DBE to report annually to the diocesan synod.

#### **Clause 17: Guidance**

49. In order to support the operation of the draft Measure, the DBE, DBF, diocesan synod and diocesan bishop are required to “have due regard” to any guidance the

Archbishops' Council may issue in this respect. This does not amount to making the observance of the guidance mandatory, but does mean that where any of the bodies reasonably wishes to depart from such guidance they must have cogent reasons for doing so minute their decision accordingly.

#### **Clause 18: Meaning of “church school”**

50. This section sets out a revised and expanded definition of “church school”, which sets out all the circumstances in which a school (including an academy) should acquire a designation by the Secretary of State as a school with a Church of England religious character.
51. S.18(8) confers power on the Archbishops' Council to amend this definition of “church school” in consequence of a future Act of Parliament, using the process set out in s.15.

#### **Clause 19: Other interpretation**

52. A number of expressions and acronyms used in the Measure are defined in s.19(1). The remaining subclauses assist in the interpretation of certain concepts referred to in the draft Measure more generally.

#### **Clause 20: Repeal of the 1991 Measure**

53. This clause provides for the repeal of the 1991 Measure and the for consequential repeals.
54. S.20(4) refers to the transitional and saving provisions in Schedule 1 Paragraph 13, which provides that s.1 and the Schedule to the 1991 Measure, as well as any Order made by the Secretary of State under s.1 of the 1991 Measure, will remain in force insofar as is necessary before the new Scheme made under the draft Measure comes into force.

#### **Clause 21: Preparatory steps**

55. This section enables DBEs, DBFs, diocesan synods and the diocesan bishops to take such steps as they consider necessary to facilitate the implementation of provisions of the draft Measure. As some dioceses may wish to take steps to embark on changes such as incorporation, or a the setting up of a joint DBE, this section supports these activities.

#### **Clause 22: Short title, commencement and extent**

56. Clause 22 makes provision for the short title of the draft Measure, its commencement and its territorial extent.
57. Clauses 21 and 22 come into force on the day the Measure is passed. The rest of the draft Measure's provisions (other than s.3(7) and Schedule 2, which come into force on 1 January 2022) come into force two months after the draft Measure is passed. The reason for this is to enable DBEs and dioceses to take such steps as may be necessary before the Scheme comes into force on 1 January 2022 so that the entity designated as the DBE for the diocese by the Scheme is properly constituted and is

registered with the Charity Commission. The date 1 January 2022 has been selected following discussion with DDEs as it coincides with the start of the next triennium for those elected to serve on DBEs.

58. This clause allows transitional and saving provisions to be made in order to facilitate the implementation of the draft Measure. An order that makes transitional or savings provisions must be laid before Parliament and be subject to annulment by either House.
59. The draft Measure's provisions can be extended to the Channel Islands and the Isle of Man if instruments are made to that effect by their local legislative bodies.

## **Schedule 1: DBE Scheme for Designation (the Scheme)**

### Paragraph 1: Incorporated DBEs

60. Paragraphs 1, 2 and 3 set out what a Scheme made by a diocesan synod under s.3 (or, where a scheme was made under s.4 for a joint DBE, paragraphs 1 and 2 only) must, may and must not include. The requirements for Schemes differ depending on whether the DBE is an independent incorporated charity (para 1), an independent unincorporated charity (para 2), or a statutory committee of the DBF (para 3).
61. Paragraphs 1(3) - (5) enable (but do not require) the Scheme to transfer property held on trust in connection with the provision of church schools in the diocese by the DBF or by another body to an incorporated DBE, which the incorporated DBE must hold on the same trusts. The carve-outs in sub-paragraph (5) provide that this power cannot be used to transfer the trusteeship of a Uniform Statutory Trust or of a trust where the transfer would trigger a right of reverter.
62. Paragraphs 1(6) – (9) enable (but do not require) the Scheme to substitute the incorporated DBE as a member of a “relevant company” in place of the DBF and to substitute the DBE for the DBF where it has a power of appointment of members or directors of a “relevant company”. Para (7) defines “relevant company”, which includes academy proprietors and companies established in connection with academies or for the provision of educational services.
63. The Scheme enables the transfer of property, trusteeships, company memberships and powers of appointment to incorporated DBEs because an unincorporated DBE is not able to hold land, act as trustee, be a company member, or hold a power in its own name, as it an unincorporated DBE does not have “legal personality.” Therefore, the DBF (or another diocesan body appointed for the purpose) had to do this on behalf of the DBE. However, once a DBE is incorporated, it has its own legal personality and so it is able to hold property, act as a trustee, be a company member and exercise powers of appointment in its own name.

### Paragraph 2: Unincorporated DBEs

64. Paragraphs 2(3) - (5) enable (but do not require) the Scheme to transfer property held on trust in connection with the provision of church schools in the diocese by another body to the DBF, which the DBF must hold on the same trusts but with the members of

the DBE being responsible for administering the funds. The carve-outs in sub-paragraph (5) provide that this power cannot be used to transfer the trusteeship of a Uniform Statutory Trust or of a trust where the transfer would trigger a right of reverter.

#### Paragraphs 3: DBEs as a statutory committee of the DBF

65. Paragraph 3(3) requires the Scheme to provide for the DBF to delegate the functions conferred on it as the DBE to the DBE statutory committee. Paragraph 3(4) then prevents the DBF from exercising any of these delegated functions other than through the DBE Committee unless the DBE Committee fails to act in accordance with the Measure or Scheme in a significant way.
66. The Scheme must set out provision for the procedure of the DBE Committee, or authorise the DBF to do so, as the DBE Committee will not have a separate constitution para 3(5).
67. Paragraphs 3(6) - (8) enable (but do not require) the Scheme to transfer property held on trust in connection with the provision of church schools in the diocese by another body to the DBF, which the DBF must hold on the same trusts but with the members of the DBE statutory committee being responsible for administering the funds. The carve-outs in sub-paragraph (8) provide that this power cannot be used to transfer the trusteeship of a Uniform Statutory Trust or of a trust where the transfer would trigger a right of reverter.

#### Paragraph 4: Failure to make the first Scheme

68. This paragraph seeks to resolve a situation of deadlock (which is hoped will not occur) should a diocesan synod refuse to make the first Scheme in time for it to come into force on 1 January 2022. In such a situation, the Secretary of State will be asked to make the first Scheme. This provision is still under discussion with the DfE.

#### Paragraphs 5 – 8: General provisions

69. Paragraph 5 confirms that the exercise by the DBF of functions for the purposes of the DBE Measure are included in the meaning of the furtherance of the work of the Church of England in s.1(2)(b) of the Diocesan Boards of Finance Measure 1925. This provision has been included to provide clarity and for the avoidance of doubt, rather than in order to widen or alter the current position. It seeks to remove any concern a DBF may have that being appointed as a DBE by Scheme made under the draft Measure would not be within the scope of its statutory purposes under the DBF Measure 1925.
70. Paragraphs 6, 7 and 8 set out what provisions must and may be included in a Scheme. In particular, where a new entity has been designated as the DBE (for example a newly incorporated DBE) paragraphs 7 and 8 enable the Scheme to also effect any necessary transfers of property, rights and liabilities, and of rights and liabilities under employment contracts from the unincorporated entity to the new incorporated DBE, which it is hoped will, in most situations, avoid the need for an additional transfer agreement.

71. Paragraph 8(2) provides that a Scheme cannot purport to amend primary or secondary legislation.

#### Paragraphs 9 – 10: Amendment or revocation

72. These paragraphs provide for how a Scheme may be amended or revoked (including where the Scheme involves a joint DBE). Paragraph 9 also enables a supplementary Scheme to be made to provide more flexibility so that, for example, complexities around the transfer of trusteeships or property do not hold up the passing of a new Scheme, should a Scheme need to be made to a timetable.

#### Paragraph 11: Copy for Secretary of State

73. A copy of the Scheme and any subsequent schemes amending, supplementing or revoking a Scheme must be sent to the Secretary of State within 90 days of it being made.

#### Paragraph 12: Vesting of property

74. Paragraph 12(1) provides that the Scheme is able to transfer the legal title to property, without a separate document being required. 12(2) ensures that such a transfer will not be a breach of covenant or give rise to forfeiture.

#### Paragraph 13: Transitional provisions and savings

75. (See s.20(4) and para 54 above). This paragraph provides the first Scheme comes into operation on the date that s.3(7) and Schedule 2 come into force, which is expected to be 1 Jan 2022 to coincide with the next triennium for DBEs. Paragraph 13(3) also provides that s.1 and the schedule to the 1991 Measure, as well as any Order made by the Secretary of State under s.1 of the 1991 Measure, will remain in force insofar as is necessary before a Scheme made under the draft Measure comes into force.

### **Schedule 2: DBE Constitution**

76. Schedule 2 provides for the composition and proceedings of DBEs, including the minimum size of a DBE, how members of the DBE are to be appointed, the Chair of the DBE, committees and delegation as well as enabling DBEs to regulate their own proceedings.

#### Paragraph 1: Composition

77. Sub-paragraphs (1) and (2) provide for the composition of DBEs, including joint DBEs.
78. Sub-paragraph (3) confirms that each member of a DBE which is incorporated or unincorporated is a charity trustee. Sub-paragraph (4) provides that a person who is a member of a DBE which is a statutory committee of a DBF must not be disqualified from acting as a charity trustee.

79. Sub-paragraphs (5) – (8) provide for the election, appointment and co-option of members to a DBE, including a requirement that regard must be had to the need for a variety of relevant skill sets on the DBE.
80. Paragraph 1(9): provides for the authorisation of conflicts of loyalty (but NOT conflicts of interest) where a person sits on the DBE Board and is also either a director (and charity trustee) of the DBF, a member of the diocesan synod, or both. As the DBE, DBF and diocesan synod work together to further various aspects of the Church of England's mission and vision in the diocese, their interests should be aligned. Therefore, to avoid the need for DBE trustees to apply to the Charity Commission for a s.105 Order in this situation, to authorise the otherwise unresolvable conflict of loyalty, it is proposed that this conflict is authorised in the draft Measure. This provision is currently under discussion with the Charity Commission.

#### Paragraph 2: Chair

81. The bishop is chair of the DBE, or the DBE can appoint another member of the DBE as chair, following consultation with the bishop.

#### Paragraph 3: Committees and delegation

82. This paragraph provides for the DBE to delegate to a sub-committee or an officer or staff member.

#### Paragraphs 4 and 5: Proceedings

83. This paragraph provides for the DBE to regulate its own proceedings.

### **C. Annexes**

Annex A: Destination table of clauses from the 1991 Measure

Annex B: Summary of responses to the Consultation held Summer/Autumn 2018

**The Legal Office  
Church House  
Westminster**

**3 June 2019**