

GENERAL SYNOD
DRAFT CATHEDRALS MEASURE
REPORT OF THE REVISION COMMITTEE

Chair:	The Very Revd Andrew Nunn (Dean of Southwark)
Ex officio members	
(Steering Committee):	Canon Robert Hammond (Chelmsford) (Chair) Dr Eve Poole (ex officio) (vice-Chair) The Rt Revd Vivienne Faull (Bishop of Bristol) The Ven Joanne Kelly-Moore (Canterbury) The Revd Canon Paul Cartwright (Leeds) The Rt Worshipful Canon Peter Collier QC (ex officio) Mrs Julie Dziegiel (Oxford)
Appointed members:	The Rt Revd Robert Atwell (Bishop of Exeter) The Ven Dr Anne Dawtry (Halifax) The Ven Gavin Kirk (Lincoln) The Revd Neil Patterson (Hereford) The Revd Canon Patricia Hawkins (Lichfield) Canon Prof Joyce Hill (Leeds) Mr Carl Hughes (Southwark) Mr John Freeman (Chester) Mr Timothy Fleming (St Albans)
Consultant:	Revd Canon John Rees (Provincial Registrar, Canterbury)

*References in this report to “**the Committee**” are references to the Revision Committee.*

Unless otherwise indicated, references to clauses of the draft Measure are references to those clauses as numbered in the draft Measure as originally introduced (GS 2136). Where clause numbers have changed this is indicated.

A. GENERAL COMMENTS

1. The draft Cathedrals Measure (**draft Measure**) received first consideration at the July 2019 group of sessions. The draft Measure was introduced following the request of Synod at the July 2018 group of sessions to reflect the recommendations in the Cathedral Working Group Report (**CWG Report**) in a new Measure to replace the Cathedrals Measure 1999 (**1999 Measure**). Therefore, the provisions of the draft Measure as introduced reflect the recommendations made in the CWG Report as approved by Synod in July 2018.
2. Explanations of each provision in the draft Measure were contained in the Explanatory Notes (GS 2136X).

3. The Committee met on five occasions, with the final meeting being to consider and approve this Report.
4. The Committee received 32 submissions, including two which were not from Synod members and one of which was late. However, the chair of the Committee agreed to consider these proposals.
5. A joint submission from the Association of English Cathedrals and the Cathedrals Administration & Finance Association was submitted through **The Very Revd Peter Bradley (Sheffield)** and many submissions stated that they are made either on behalf of the Chapter of a specific cathedral or followed discussions with the Chapter.
6. A number of those who made submissions to the Committee also exercised their rights under Standing Order 55 to attend some of the meetings of the Committee and speak to their submissions.
7. A number of submissions were also received from the Charity Commission and some amendments were proposed by the Legal Office.
8. When considering proposals for amendment to the draft Measure, the Committee sought to improve the governance and management structures in cathedrals to enable them to continue to be spectacular and wonderful expressions of mission in God's world, which bring something unique and wonderful to the Church and to the nation as a whole.
9. During its deliberations, the Committee was conscious of the fact that each cathedral is different and operates within its own particular set of local circumstances. Therefore, where possible, the Committee:
 - a. sought to strike a balance between the need to provide consistency in governance standards across all cathedrals and the ability for cathedrals to make the adaptations they need to flourish in their particular situations;
 - b. favoured enabling clauses over prescriptive requirements;
 - c. sought to keep the legislation as light touch as was practical, to avoid over-legislating where guidance could be used (which is also in keeping with Church's simplification agenda); and
 - d. sought to provide clarity on the separation between the governance role of the Chapter and the operation and management roles of the clergy and staff, particularly as the dean and those residentiary canons with cathedral duties undertake both roles.
10. The Appendix contains a summary of the amendments considered by the Committee as well as the Committee's decision on each.

B. KEY AMENDMENTS MADE AND ISSUES CONSIDERED BY THE COMMITTEE

The cathedral's role in the diocese

11. The Committee considered that it was important for the draft Measure to be clear about the cathedral's central role in the diocese. The Committee agreed that the most suitable place to include this was in clause 1, which now includes a reference to the diocese in the expanded statement of the ecclesiastical purpose of cathedrals.

Councils

12. Clause 2(2) of the draft Measure as introduced provides that cathedral Councils in their current form will no longer exist. However, the Committee has amended the draft

Measure to provide Chapters with the power to set up an advisory council of stakeholders¹, should they wish to do so. Such an advisory council would not have any statutory functions but would have those functions conferred on it by the Chapter, which could include many of the advisory functions currently undertaken by Councils.

Administrators

13. The 1999 Measure provides cathedrals with the option to appoint the Administrator as a member of Chapter but, at present, only a small number of cathedrals do so. Para 2(3) of Schedule 1 removes this option and explicitly prevents a chief officer from being a member of the Chapter. The Committee considered that the purpose of removing the option for an Administrator² to be a member of the Chapter was to facilitate good governance by providing, insofar as was possible, a separation between the governance and management functions in the cathedral. Therefore, the Committee decided not to amend the draft Measure to provide Chapters with the option to appoint the Administrator as a member of the Chapter.
14. The Committee agreed to amend the draft Measure to include transitional provisions in Paragraphs 2(4) and (5) (Revision version). These transitional provisions enable those Administrators who are members of their Chapter when the draft Measure comes into force to continue to be a member of the Chapter until the Charity Commission decides whether or not it authorises the Administrator to continue to be a member of the Chapter.

The vice-chair and the appointment of non-executive Chapter members³

15. The Committee considered the proposed amendments relating to the vice-chair and the appointment of non-executive Chapter members together, as they underpin and support key aspects of the relationship between the bishop and the Chapter. Therefore, the Committee set up a working party sub-group to consider these issues and propose amendments accordingly.
16. The Committee decided that the use of the term “vice-chair” for the role of the senior non-executive Chapter member made the intended role unclear and so the Committee agreed to recast this role as a Senior Non-Executive Member (**SNEM**). Although the SNEM’s role description includes chairing Chapter meetings in the dean’s temporary absence, the change of title clarifies that the SNEM’s role is quite distinct from that of the sub-dean (where such a role exists).
17. Another key amendment made is that the bishop will now be required to consult the Chapter before appointing a person to be the SNEM.

Cathedral Community roll

18. The community roll comprises those engaged in regular work in a non-parish church cathedral (staff and volunteers) as well as those who are habitual worshippers in that cathedral. The effect of the relevant clauses of the draft Measure and the Church Representation Rules as replaced by the Church Representation & Ministers Measure 2019 which came into force on 1 January 2020 (**CRRs 2020**) is that those who are not habitual worshippers and who are on a cathedral’s community roll are represented on the deanery synod, which is not consistent with parish representation. This is because it is the habitual worshippers in a cathedral, rather than all those on the cathedral’s

¹ see new clause 17 (Revision version)

² To be the Chief Operating Officer under clause 5(1)(d) (Revision version)

³ Paras 3, 5 and 6 of Schedule 1

community roll, who are equivalent to those on the parish electoral roll. As a result of this anomaly, the calculation of the number of lay representatives on a deanery synod for a non-parish church cathedral is artificially inflated by the number of those who are not habitual worshippers on the cathedral's community roll. This is because the calculation is based on the number of people on that cathedral's community roll, rather than on the number of its habitual worshippers.

19. In order to address this concern:
 - a. changes are being proposed in an amendment resolution under s.7 of the Synodical Government Measure 1969 for Synod's consideration; and
 - b. the Committee has amended Paragraph 3 of Schedule 1 to the draft Measure to require all non-parish church cathedrals to maintain a roll which lists habitual worshippers⁴.

The number of persons on a non-parish church cathedral's list of habitual worshippers would then be used to calculate the number of lay representatives on the deanery synod for that cathedral.

Finance Committee and Audit and Risk Committee

20. The Committee noted that, although it may be preferable for all Chapters to have a Finance Committee and an Audit and Risk Committee, there is no legal imperative to require all Chapters to do so. The Committee noted the concern that some of the smaller cathedrals would, in practice, struggle to populate two committees with people of the right calibre. Therefore, the Committee amended the draft Measure⁵ to leave the decision as to whether a Chapter must have a Finance Committee and an Audit and Risk Committee to individual Chapters.
21. Chapters will be required to have a Finance Committee. However, rather than being required to set up an Audit and Risk Committee where it is not practicable to do so, a Chapter may make alternative arrangements to provide for the management of risk and the oversight of external and internal audit. Alternatives to setting up an Audit and Risk Committee can be suggested in guidance provided to Chapters on this issue.

Bishops attending Chapter meetings

22. Clause 7(3) of the draft Measure as introduced conferred an entitlement on the bishop to attend Chapter meetings (and to speak but not vote), with the additional requirement that the bishop attends one Chapter meeting each year. To enable the Chapter to meet should the bishop seek to exercise this right where it may not be appropriate to do so, clause 7(4) set out a restriction on this entitlement.
23. Following consideration of the concerns raised, the Committee amended the draft Measure to leave out clauses 7(3) and (4) and, instead, require the Chapter to hold a "special" meeting⁶ of Chapter each year, which the bishop is required to attend, and at which:
 - a. the Chapter consults the bishop on the general direction and mission of the cathedral; and
 - b. the bishop may seek the advice of the Chapter on any particular matter.

⁴ Para 3(3) of Schedule 1 (Revision version)

⁵ See clauses 5(1)(i) and (j) and 15 (Revision version)

⁶ See clauses 8(3), 10(2) and (3) (Revision version) requiring the bishop to attend such a meeting.

The Chapter may invite other clergy and lay people to this meeting, after consultation with the bishop.

Residentiary Canons

24. The Committee received oral updates from **The Ven Joanne Kelly-Moore** on the concurrent consultation undertaken with residentiary canons on the implementation of the recommendations in the CWG Report which relate to residentiary canons.
25. It was agreed during that consultation that most of the recommendations which relate to residentiary canons will be implemented through guidance. However, the Committee amended the draft Measure to provide more clarity as to how residentiary canons are to be held accountable to the Chapter for their executive (i.e. non-trustee) functions. These amendments have been made in clause 11 (revised version), which include a requirement for the dean and cathedral clergy to have due regard to any guidance issued by the Church Commissioners on accountability, following consultation with bodies which represent cathedrals.

Financial Year End

26. Clause 28(1) confers an enabling power on the Church Commissioners to set the financial year end date (**FYE**) for cathedrals. Submissions requested that the draft Measure be amended to leave out this power as it was contrary to the principle of providing the maximum flexibility to cathedrals to reflect their local circumstances.
27. The Committee was advised that, at present, ten cathedrals have a FYE that is not 31 December. All ten cathedrals were contacted and asked whether, if a new FYE of 31 December was imposed, this would cause significant concerns and, if so, what they were. When the Committee met, six of the ten cathedrals had responded, of which three confirmed that they would not object to moving their FYE to 31 December (provided they had adequate notice) and three confirmed they had strong objections.
28. The Committee considered that this enabling power should be retained. This is because, although the Church Commissioners indicated that they do not intend to exercise this power when the draft Measure comes into force, it would be prudent to retain it so that the Church Commissioners can exercise it, should it be necessary or expedient to do so, in the future.

Parish Church Cathedrals

29. It is understood that a small number of parish church cathedrals may wish to consider ceasing to have a parish. The draft Measure facilitates this by conferring a new power on the Church Commissioners to make a Scheme, at the request of the Chapter of a parish church cathedral, providing for the parish that belongs to that cathedral to be amalgamated into another parish and resolving any patronage issues that arise as a result.

Removal from Office

30. Clause 40 of the draft Measure as introduced amended s.3 of the Ecclesiastical Offices (Terms of Service) Measure 2009 to require a bishop to remove a dean, residentiary canon or incumbent from ecclesiastical office, within 30 days, if they have been disqualified from acting as a charity trustee by the Charity Commission and that disqualification has not been waived and all and any appeal processes have been

exhausted. Following consideration of comments from Synod members and discussions with the Charity Commission, this clause has been amended⁷ so that:

- a. it only refers to cathedral clergy, as the Committee considered that a separate Measure should provide for the removal and suspension of non-cathedral clergy;
- b. a bishop suspends a person from office whilst they appeal against/apply for a waiver from any removal or disqualification under charity law; and
- c. if a person is suspended by the Charity Commission, they are suspended from ecclesiastical office for the same period.

Commencement of the draft Measure and cathedral Chapters becoming charities in law

31. The Charity Commission requested that Chapters are not be brought within its regulatory jurisdiction until after Chapters have adopted the new constitutions and statutes and so have their new governance structures in place. Clauses 43 and 48⁸ of the draft Measure as introduced have been considerably amended to provide for the staged commencement of the draft Measure, as requested by the Charity Commission.
32. In addition, following discussions around the practicalities of registration of Chapters with the Charity Commission, a number of amendments were made to these clauses to facilitate the way in which the Charity Commission envisages processing registration applications by Chapters.
33. Therefore, the Committee amended the draft Measure so that:
 - a. the provisions enabling new constitutions and statutes to be adopted will come into force on Royal Assent;
 - b. once the new constitution and statutes have been adopted, the remaining provisions of the draft Measure come into force for that Chapter, with the exception of the “the charity provisions”, on the date specified in the certificate provided by the Church Commissioners;
 - c. the charity provisions will come into force for the Chapter of each cathedral on the date specified in the certificate provided by the Church Commissioners, bringing that Chapter within the regulatory jurisdiction of the Charity Commission and the law relating to charities will apply to that Chapter;
 - d. the Chapter is then required to apply to the Charity Commission for registration as a charity; and
 - e. all Chapters must be brought within the Charity Commission’s regulatory jurisdiction by 31 March 2023.

C. AMENDMENTS CONSIDERED BY CLAUSE

Clause 1 (First Consideration version)

34. This clause reflects s.1 of the 1999 Measure and sets out the duty to exercise functions under the draft Measure with due regard to the fact that the cathedral is the seat of the bishop and a centre of worship and mission.

⁷ See clauses 41 and 42 (Revision version)

⁸ See clauses 45 and 51 (Revision version)

35. **Mr Clive Scowen (London)** suggested that the words “, *the principal church of the diocese*” are inserted after the words “*seat of the bishop*”, to recognise that the cathedral is the mother church of the diocese and so central to its life.
36. The Committee considered that this proposed amendment did not recognise the fact that the diocese of Leeds has three cathedrals.
37. The Committee sought and obtained confirmation that the reference in this clause to “*the seat of the bishop*” is suitable for the diocese of Leeds, which has three cathedrals, as each cathedral is the seat of the bishop. The Legal Office advised that the Dioceses of Bradford, Ripon and Leeds and Wakefield Reorganisation Scheme 2013 (**Dioceses Commission Scheme 2013**) is silent on this point and does not modify the reference to “*the seat of the bishop*” in s.1 of the 1999 Measure. Therefore, as the wording is unchanged from the 1999 Measure, no changes are needed in this draft Measure, which uses the same wording.
38. The Committee rejected the proposed amendment.
39. **Mr Adrian Greenwood (Southwark)** proposed that a reference to the diocese is included by inserting the words “*for the diocese*” at the end of clause 1.
40. The Committee agreed that there were insufficient references to the “diocese” in the draft Measure and that it was important for the draft Measure to be clear about the cathedral’s central role in each diocese. **Revd Neil Patterson (Hereford)** proposed such a reference could be added into clause 3 (College of Canons). However, the Legal Office advised that this reference would be better placed in clause 1, as proposed by **Mr Greenwood**, but in a separate, new limb:
- “the importance of each cathedral’s role in providing a focus for the life and work of the Church of England in the diocese.”*
- By referring to “each” cathedral, this amendment manages the anomaly of the three cathedrals in the diocese of Leeds.
41. The Committee accepted the proposal to include a reference to the “diocese” in clause 1, using the form prepared by the Legal Office.

Clause 2 (First Consideration)

42. This clause provides that the Chapter of the cathedral is to be the body corporate of the cathedral. This is a significant change from the current corporate structure of cathedrals, whose body corporate comprises the Chapter, Council and College of Canons.

Clause 2(1) (First Consideration version)

43. **The Ven Dr Jane Steen (Southwark)** queried whether the Chapter has to include clergy because, although Schedule 1 requires that the Chapter must include the dean and the residentiary canons, there is no explicit requirement in the draft Measure for a person who holds these posts to be ordained. Although Canon C21 provides for the ordination of deans and residentiary canons, C21 could be amended (albeit with consequences that would need to be considered in many areas, including office holding). Therefore, clarification was requested in the draft Measure as to whether the intention is to permit lay appointments should C21 be amended.
44. **The Very Revd David Ison (London)** suggested that, as Canon C21.1 already allows for the principle of lay residentiary canons, cathedrals should all have the option to appoint a qualified licensed lay worker or reader as a residentiary canon.

45. **The Ven Douglas Dettmer (Exeter)** also suggested that the draft Measure was amended to allow for the possibility of a lay person being appointed as a residentiary canon, should Canon C21 be amended to permit it. He proposed that an amending Canon could be brought to Synod as part of the package of legislation relating to cathedrals.
46. **The Very Revd Andrew Nunn (Southwark)** and **Mr Clive Scowen** both considered it to be desirable if the draft Measure could be amended to enable residentiary canons to be lay.
47. The Legal Office advised the Committee that it is not currently possible for a lay person to be appointed to a residentiary canonry unless the appointment of a lay person to the canonry in question is specifically provided for by Act of Parliament or Measure. Canon C21 is a restatement of the relevant statutory provisions⁹ and so express statutory authority would be required to authorise the creation of lay residentiary canonries in addition to the amendment of Canon C21. Therefore, the Committee queried whether it would be appropriate to seek to make such a change using the draft Measure.
48. The Committee noted that the creation of lay residentiary canonries was not considered by the Cathedrals Working Group and nor had the Ministry Division of the Archbishops' Council or the House of Bishops been consulted on this issue.
49. The Committee rejected the proposed amendment.
50. The Committee recommended that consultation takes place on this issue so that it can be considered properly by the Synod in due course.

Clause 2(2) (First Consideration version)

51. Clause 2(2) of the draft Measure as introduced provided that cathedral Councils in their current form will no longer exist. The functions currently carried out by Councils will, under the draft Measure, be carried out by the reconstituted Chapter.
52. **The Very Revd David Ison** questioned the need for the draft Measure to explicitly abolish the Council in its existing form. Alternatively, if the Committee considered that the wording did need to be retained, he suggested that it should be placed in a schedule.
53. The Legal Office advised the Committee that it was necessary to include this provision as statutory bodies cannot be abolished by mere implication. In addition, it was not considered advisable to place this clause in a schedule, as it is important to be clear at the outset which statutory bodies are to exist, and which are not to exist, under the draft Measure.
54. The Legal Office also advised that this provision places beyond doubt that any advisory body which may be referred to as a "council", set up by Chapters under the new power in clause 17 (Revision version), is not a continuation of the Council that existed under the 1999 Measure. This is particularly important as some councils may, in practice, continue to operate in a fairly similar way to how they do at present.
55. The Committee agreed that a provision abolishing existing Councils needed to be set out clearly and that this should not be placed in a schedule.
56. The Committee rejected the proposed amendment.

⁹ S.10 of the Act of Uniformity 1662, S.27 of the Ecclesiastical Commissioners Act 1840 and S.15 of the Church of England (Miscellaneous Provisions) Measure 1992

57. However, the Committee considered it advisable for this clause to make explicit reference to the fact that Chapters would also have the option under the draft Measure of setting up an advisory council (see new clause 17 Revision version). Such a council would not have any statutory functions but would have those functions conferred on it by the Chapter, which could include many of the advisory functions currently undertaken by Councils.
58. The Legal Office prepared new clauses 2(3) and (4) (Revision version) for the Committee's consideration, to include a reference to the later clause which confers power on the Chapter to set up advisory bodies.
59. The Committee accepted the proposed amendments.

Clause 2(6) (Revision version)

60. The **Legal Office** proposed that the provisions in clause 17 (First Consideration version) should be moved to a new, expanded, Schedule 2. The new Schedule 2 includes not only the provisions relating to transfers of property from the current body corporate of a cathedral to the new body corporate (i.e. the Chapter), but also makes provision for the transfer of staff, trusteeships and rights and liabilities from the existing corporate body of the cathedral to the new corporate Chapter. Clause 2(6) (Revision version) brings Schedule 2 into effect.
61. The Committee accepted the proposed amendment.

Clause 2(3): Schedule 1 (First Consideration version)

62. Schedule 1 sets out details as to the composition etc of the Chapter.

Schedule 1, Para 1(2)(b) (First Consideration version)

63. Paragraph 1(2) of Schedule 1 of the draft Measure as introduced sets out which Chapter members are the "executive" members of the Chapter.
64. **The Very Revd Jane Hedges (Norwich)** suggested that those residentiary canons who are chiefly engaged on diocesan business should not be counted as executive members of the Chapter. She suggested that only those residentiary canons for whom a minimum of 50% of their stipends are paid either by the Church Commissioners or by the Chapter should be considered "executive" for these purposes.
65. **The Ven Douglas Dettmer** noted that the combined effect of Para 1(2)(b) of Schedule 1 and Para 3(4) of Schedule 1 of the draft Measure as introduced would prevent residentiary canons serving on a non-stipendiary basis to undertake "executive" functions. This concern was also raised by **The Revd Canon Pat Hawkins (Lichfield)**. **The Ven Douglas Dettmer** noted that the current drafting did not enable an entirely self-supporting minister or a priest on a "house for duty" basis (which could be possible under clause 24) to be either a residentiary canon exercising cathedral functions or a member of the senior management group. He also queried whether a residentiary canon whose stipend was paid wholly by a Diocesan Board of Finance could be an executive residentiary canon, thereby able to exercise operational or management functions in the cathedral. He therefore proposed a number of amendments to address these concerns.
66. Following much discussion on the issues raised in the various submissions, the Committee agreed that whether a residentiary canon is an executive or a non-executive Chapter member depends on their role, rather than on their being remunerated for undertaking it. This means that a residentiary canon who has operational responsibilities and management functions in the cathedral is an executive Chapter member even if

they are a self-supporting minister, a house for duty minister or if their stipend is paid in whole or in part by a third party (e.g. the diocese or a charity).

67. The Legal Office proposed that, in order to reflect the Committee's decision as to when a residentiary canon is an "executive" Chapter member, the draft Measure should be amended to refer to a residentiary canon who carries out "cathedral duties", which is a term defined in cl.42(1) (First Consideration version).
68. The Committee accepted the proposed amendment.

Schedule 1, Para 1(4) – (7) (First Consideration version)

69. Subsections (4) – (7) set out the basic principles with which the composition of any Chapter must comply.
70. **Canon Margaret Sheather (Gloucester) and Revd Canon Richard Mitchell (Gloucester)** raised concerns that the requirement for a Chapter to have more non-executive than executive members may lead to Chapters being too large.
71. **The Revd Canon Tim Bull (St Albans)** questioned whether the draft Measure should, instead, set out principles in accordance with which Chapters must set their membership which provide for appropriate balances between clergy/lay and executive/non-executive and elected/appointed that are suitable for their cathedral.
72. The Committee considered the principles set out in the draft Measure were sufficient to create an appropriate balance on Chapters to facilitate good governance.
73. The Committee rejected the proposed amendments.

Schedule 1, Para 2(3) (First Consideration version)

74. The 1999 Measure provides cathedrals with the option to appoint the Administrator as a member of Chapter. It is understood that, at present, only a small number of cathedrals do so. Para 2(3) of Schedule 1 removes this option and explicitly prevents a chief officer¹⁰ from being a member of the Chapter. However, the draft Measure does require Administrators, as chief officers, to attend Chapter meetings (see Para 6(4) of Schedule 1).
75. Whilst **Canon Margaret Sheather and Revd Canon Richard Mitchell** support the removal of the option for an Administrator to be a Chapter member, **The Very Revd David Ison, The Very Revd Peter Bradley (Sheffield)¹¹, Revd Canon Tim Bull and Ms Alison Coulter (Winchester)** proposed that the draft Measure should be amended to provide Chapters with the option to appoint the Administrator as a member of the Chapter, should the Chapter consider it appropriate for that cathedral.
76. The Legal Office advised the Committee that the prohibition in the draft Measure reflects the Charity Commission's general position that, unless a sound reason can be put forward as to why any trustee of a particular charity should be paid, all trustees should be unremunerated volunteers. Staff who are employed by a charity are not, as a general rule, permitted to be trustees of that charity too. Charity trustees are only permitted to be paid for being a trustee if the Charity Commission authorises it and such authorisation will only usually be given where a minority of the charity's trustees receive remuneration.
77. The Committee noted that deans and residentiary canons are office holders and not employees. Deans have historically chaired Chapters since the formation of cathedrals and residentiary canons have sat on Chapter for centuries. Therefore, the cathedrals

¹⁰ Clauses 5(1)(d) and 5(3) (Revision version).

¹¹ AEC and CAFA's proposals (throughout)

Working Group (CWG) recommended that this tradition should continue for ecclesiological and historic reasons.

78. The Legal Office advised that the Charity Commission's guidance on paying trustees recognises the need for some religious charities to include their remunerated clergy on their trustee board (for example, the incumbent is a member of the PCC). Therefore, there is precedent for making exception to the rule that trustees should be unremunerated where those trustees are clergy with a role in the charity, but that precedent would not justify making a general exception for Administrators.
79. **The Very Revd Peter Bradley** noted that the AEC had been advised by the Charity Commission that it would permit the Administrator to be paid if provision was made in the governing document and the Charity Commission consented at the point of registration. The Legal Office discussed this with senior staff members at the Charity Commission who noted the Charity Commission's guidance on this issue. Before the Charity Commission consents to an Administrator also being a charity trustee, the Charity Commission would expect the Chapter to satisfy it that:
 - a. It is necessary for the Administrator to be a member of their Chapter, which is likely to be more challenging when only a small minority of cathedrals do not have their Administrator as a member of their Chapter.
 - b. Conflicts of interest would be managed properly. This may be fairly challenging as the Charity Commission takes a more stringent approach to satisfying itself that conflicts of interest would be managed properly when it is asked to consent to an arrangement which would result in half or a majority of the trustees being paid.
 - c. Remuneration setting will be managed appropriately.
80. **The Very Revd David Ison** suggested that a remuneration committee could set the remuneration of the Administrator so they were not involved in their own remuneration setting.
81. The Committee sought advice as to the possible employment law implications for Chapters if their Administrator was removed from the Chapter by the draft Measure. In particular, there were concerns about constructive dismissal if changes were made to the Administrator's terms and conditions of employment. The Legal Office advised the Committee that, as the change to the Administrator's terms and conditions would be imposed by law rather than by the employer, it would not result in "constructive dismissal" or employment law claims against the Chapter, as there would be no repudiatory breach of contract. This is because the change in the law will mean that the terms agreed by the parties take effect as if varied to comply with the statutory requirements.
82. The Committee noted that the purpose of the changes in the draft Measure was to facilitate good governance by providing, insofar as was possible, a separation between the governance and management functions in the cathedral and that the proposed amendment would undermine this in a significant way.
83. The Committee rejected the proposed amendment.
84. **Ms Alison Coulter** proposed that the draft Measure should be amended to allow only those Administrators who are currently members of Chapter to continue to be so, but that their successors would not be able to be so appointed. The Legal Office advised that the Charity Commission would still undertake the same considerations to determine whether it is necessary for the Administrator to be a trustee or not and so this would not alter the consent process.

85. At the Committee's request, the Legal Office discussed the inclusion of such transitional arrangements with the Charity Commission, which raised governance concerns about the proposals and noted that, as set out in its guidance it would only authorise the payment of a trustee in exceptional circumstances when to do so would mean that half, or more than half, of a charity's trustees are paid.
86. The Committee considered draft transitional provisions in Paragraphs 2(4) and (5) of Schedule 1 (Revision version). These provisions enable the small number of Administrators who are members of their Chapter when the draft Measure comes into force to continue to be a member of the Chapter until the Charity Commission decides whether or not it consents to that Administrator being a member of the Chapter as part of the Chapter's application for registration as a charity.
87. The Committee accepted the proposed amendment.

Schedule 1, Para 2(4) (First Consideration version)

88. The **Committee** suggested that the requirement for a Chapter member to be a "*member of*" the Church of England¹² should be amended to require a person to be a "*communicant member of*" a relevant church.
89. The Legal Office advised that it would be appropriate, if making this amendment, to use the same terminology for Chapters as is used for PCCs in the CRRs 2020 and so proposed using the wording "*actual communicant member*" as defined in the CRRs 2020.
90. The Committee accepted the proposed amendment.

Schedule 1, Para 2(5) (First Consideration version)

91. Para 2(5) of the draft Measure as introduced required at least one non-executive member of the Chapter to have financial expertise which is relevant to the affairs of a cathedral.
92. **The Very Revd Andrew Nunn** requested that the draft Measure be amended to clarify what constitutes relevant financial expertise for these purposes.
93. The Committee considered the proposals for amendment and agreed that it would be more appropriate to clarify the meaning of this terminology in guidance, rather than in the draft Measure itself.
94. The Committee rejected the proposed amendment.
95. **Tim Fleming (St Albans)** proposed that the words "*financial expertise which is relevant to the affairs of a cathedral*" are substituted by "*relevant financial expertise*", as there is concern that the current wording could be taken to narrow the type of financial expertise that is considered relevant.
96. The Legal Office advised the Committee that the expression "*relevant to the affairs of a cathedral*" is intended to be broad. It does not mean that a person would have to have experience of working in cathedrals, but that they need to have experience that is applicable. The concern is that the word "*relevant*" on its own is too vague.

¹² or a church in communion with the CofE or a church subscribing to the doctrine of the Holy Trinity.

97. **Mr Carl Hughes (Southwark)** suggested the use of the formula “*recent and relevant financial expertise*” instead, which is in Provision 24 of the UK Corporate Governance Code and is well understood.
98. The Committee accepted the proposed amendment.
99. The Committee noted that an equivalent amendment would be required to clause 14(2) (see paragraphs 375 - 377 below), so the terminology is the same in both places.

Schedule 1, Para 2(6) (Revision version)

100. The **Charity Commission** requested that an amendment be made to include a minimum age restriction of at least 16. It had been intended that a minimum age restriction would be included in the template constitution and the Committee felt that this would be preferable, unless the Charity Commission felt strongly that it should be included in the draft Measure. In response, the Charity Commission noted that the Companies Act includes an age restriction and made it clear that it considered it to be important for an age restriction to be included in the draft Measure itself.
101. The Committee accepted the proposed amendment.

Schedule 1, Paras 3(1), (2) and (3), 5(1) and 6(1) (First Consideration version)

102. Para 3(1) provides that all but one of the non-executive Chapter members are appointed by the other Chapter members, subject to the bishop’s approval. Para 3(3) of the draft Measure as introduced provided that the bishop appoints one non-executive member of the Chapter.
103. The Committee considered a number of submissions on Para 3(1) of the draft Measure as introduced:
 - a. **The Very Revd Jane Hedges** proposed that Para 3(1) should be amended so that:
 - i. instead of the Chapter appointing its non-executive members, the bishop appoints the non-executive Chapter members in consultation with the dean and the Nominations Committee; and
 - ii. one of the non-executive members so appointed must be a member of the College of Canons.
 - b. **Ms Alison Coulter** proposed that this clause should be amended to provide that non-executive members of the Chapter are appointed by the bishop with the approval of the Chapter.
 - c. **The Very Revd Andrew Nunn** proposed that this clause should be amended so that the Chapter appoints the non-executive Chapter members without the bishop’s approval.
104. The Legal Office drew to the Committee’s attention that it was a significant recommendation of the CWG Report that the Chapter members should appoint the non-executive Chapter members. This is on the basis that the Chapter, as the trustee body, should take responsibility for the charity, including identifying the need for particular skills and experience on the Chapter and making appointments accordingly.
105. The Committee considered a submission on Para 3(2) of Schedule 1 of the draft Measure as introduced. **Mr Tim Fleming** proposed that the Nominations Committee should have a role to ensure that candidates have the right skills and experience.

106. The Committee considered a number of submissions on Para 3(3) of Schedule 1 of the draft Measure as introduced:
- a. **The Bishop of Worcester, Revd Jeremy Sheehy (Manchester), Revd Canon Tim Bull, The Very Revd Tim Barker (Channel Islands), The Ven Nikki Groarke (Worcester), Mr Jonathan Cryer (Leicester) and the Dean of Canterbury** support the bishop having the power to appoint one non-executive Chapter member.
 - b. **Revd Andrew Dotchin (St Edmundsbury & Ipswich)** noted that the bishop appoints two members at St Edmundsbury Cathedral and expressed concern that the current provisions of the draft Measure limit the bishop's appointment to one.
 - c. **The Very Revd David Ison, The Very Revd Peter Bradley and Ms Alison Coulter** noted that clause 7(5) of the draft Measure requires the bishop to appoint residentiary canons with the approval of the dean and Para 3(1) of Schedule 1 requires the bishop to approve the appointment of the other non-executive Chapter members. However, there is no similar requirement for bishop to seek the approval of the dean or Chapter in relation to the person the bishop proposes to appoint as a non-executive Chapter member under this provision.
 - d. **Revd Canon Pat Hawkins, Dr Chris Angus (Carlisle) and Canon Margaret Sheather and Revd Canon Richard Mitchell** also expressed concern about the lack of any requirement either for consultation with the Chapter or for regard to be had to the needs of the Chapter.
 - e. In order to ensure that the person to be appointed meets with the dean's approval, **The Very Revd David Ison** proposed that Para 3(3) of Schedule 1 be amended to include a requirement for the dean to approve the proposed appointment by the bishop, in the same way as for the bishop's appointment of residentiary canons under clause 7(5). This approach was supported by **Revd Canon Martyn Taylor (Lincoln)**.
 - f. An alternative solution proposed by **The Very Revd Peter Bradley, Dr Chris Angus and Canon Margaret Sheather and Revd Canon Richard Mitchell** is to require the bishop to consult the Chapter before making any such appointment.
 - g. **Ms Alison Coulter** proposed that Para 3(3) be amended to require the bishop to obtain approval from both the dean and the Chapter before making any such appointment.
 - h. In order to ensure that the person to be appointed has the relevant skill sets needed by the Chapter, **The Very Revd Peter Bradley** proposed that Para 3(3) be amended to require the bishop to consult the Nominations Committee before making any appointment.
107. The Committee discussed the various submissions for the amendment of Paras 3(1) - (3) and noted that a decision on these subsections could not be made without also considering the submissions relating to the vice-chair. This is because the non-executive Chapter member to be appointed by the bishop under Para 3(3) would, pursuant to Para 5(1), automatically be the vice-chair of the Chapter and that vice-chair would chair Chapter meetings in the dean's absence, pursuant to Para 6(1).
108. The Committee considered a number of submissions on Para 5(1) of Schedule 1 of the draft Measure as introduced:
- a. **The Bishop of Worcester, The Very Revd David Ison, The Very Revd Andrew Nunn, The Very Revd Jane Hedges, The Very Revd Peter Bradley, Revd Canon Pat Hawkins, Revd Canon Tim Bull, The Very Revd Tim Barker, The**

- Ven Nikki Groarke, Revd Canon Peter Moger (York), Ms Christina Baron (Bath & Wells), Canon Margaret Sheather and Revd Canon Richard Mitchell, Mr Jonathan Cryer, Prof Muriel Robinson (Lincoln) and Ms Alison Coulter** proposed that the person appointed by the bishop pursuant to Para 3(3) should not automatically be the vice-chair of the Chapter.
- b. **Revd Canon Martyn Taylor** and the **Dean of Canterbury** supported the non-executive Chapter member appointed by the bishop (in consultation with the dean) being the vice-chair of Chapter, to provide the Chapter with a chair for its meetings who does not have conflicts of interest. **Revd Canon Martyn Taylor** agreed that the vice-chair should not be a residentiary canon.
 - c. **Revd Jeremy Sheehy** expressed concern that the vice-chair could be a new person joining the Chapter following their appointment by the bishop, as it takes time to learn how the Chapter and cathedral work and such knowledge is vital to perform this role well.
 - d. **The Very Revd Peter Bradley** raised a concern from the Association of English Cathedrals that the proposed role of the vice-chair could undermine the role of the sub-dean. He also noted that consultation is crucial before the appointment is made, as it is of vital importance that the person appointed as vice-chair has the right gifts and skills.
 - e. **The Very Revd David Ison, The Very Revd Andrew Nunn, The Very Revd Jane Hedges, Ms Christina Baron, Canon Margaret Sheather and Revd Canon Richard Mitchell, Mr Jonathan Cryer and Ms Alison Coulter** all proposed that Chapters should elect their own vice-chair. This would mean that the person appointed by the bishop pursuant to Para 3(3) could be elected as the vice-chair, should Chapters wish to do so, as the bishop's appointee would be eligible as a candidate.
 - f. **Ms Alison Coulter** suggested that the bishop could be required to approve the person to be elected by the Chapter as the vice-chair.
 - g. **The Bishop of Worcester and The Ven Nikki Groarke** proposed that whether to have a vice-chair of the Chapter should be for the Chapter to decide, by inclusion in its constitution and statutes, with the ability to create and define the role to reflect that Chapter's needs. This will enable the role to be tailored to the needs of each Chapter.
 - h. **Dr Chris Angus** queried the need for a vice-chair role at all. **Dr Chris Angus, Mr Jonathan Cryer and Mr Tim Fleming** all suggested that the draft Measure should be clearer about the purpose of the vice-chair role, in addition to chairing Chapter meetings in the dean's temporary absence.
 - i. **Dr Chris Angus and Mr Tim Fleming** questioned whether "vice-chair" is the most appropriate title for this role.
 - j. **Ms Alison Coulter** suggested that, as an alternative to having a vice-chair, one non-executive Chapter member could be elected as a "senior" non-executive.
109. The Legal Office drew to the Committee's attention that the power for the bishop to appoint a non-executive Chapter member who will automatically be the vice-chair of the Chapter was a crucial element of the CWG Report's proposals. It was the inclusion of this requirement that resulted in the CWG agreeing that the Chapter should remain the governing body of a cathedral, as opposed to creating a new group of secular trustees. This was also the position of some members of the Archbishops' Council who would have preferred an arms-length trustee body for cathedrals.

110. The Committee considered whether “vice-chair” was the correct title for the role intended, which is similar to that of a senior independent director in a company, and whether it may cause less confusion if the position was named “Senior Non-Executive Member”.
111. The Committee considered a number of submissions on Para 6(1) of Schedule 1 of the draft Measure as introduced:
- a. **The Very Revd David Ison, The Very Revd Peter Bradley, the Dean of Canterbury, Revd Canon Tim Bull, Revd Andrew Dotchin, Mr Tim Fleming and Ms Alison Coulter** raised the concern that the role of the vice-chair could undermine or conflict with the role of the sub-dean. This is because, in many cathedrals, the sub-dean chairs Chapter meetings during the dean’s temporary absence.
 - b. **The Very Revd David Ison and The Very Revd Peter Bradley** proposed that this clause could be amended to enable Chapters to decide in their statutes whether the vice-chair or the sub-dean chairs Chapter meetings when the dean is temporarily absent.
 - c. **The Very Revd Peter Bradley** spoke to his submission and raised concerns about the management of conflicts of interest, and the provision of proper training for the vice-chair.
112. The Committee considered the role of the vice-chair as a governance lead in the dean’s temporary absence and the sub-dean’s role as a spiritual leader in the dean’s temporary absence. The Committee was conscious of the need to separate the governance aspect of the life of the cathedral from its operation and management in the temporary absence of the dean. The Committee agreed that leadership on the governance aspects was primarily the role of the non-executive vice-chair and leadership on the operation and management was primarily the role of the sub-dean.
113. The Committee decided that the proposed amendments to the following clauses of the draft Measure as introduced needed to be considered together, as they underpin and support key aspects of the relationship between the bishop and the Chapter.
- a. Para 3(1): appointment of non-executive Chapter members
 - b. Para 3(2): option to elect up to one third of non- executive Chapter members
 - c. Para 3(3): bishop appoints one non- executive Chapter member
 - d. Para 5(1): vice-chair
 - e. Para 6(1): chairing Chapter meetings in the dean’s absence
114. Therefore, the Committee established a working party to examine different models of governance, to report back to the Committee with its proposals.
115. Three broad options for models of Chapter governance were considered by the working party:
- a. A “*Chapter-centric*”;
 - b. B “*Bishop-centric*”; and
 - c. C “*Bishop and Chapter*”.
116. The working party agreed proposals reflecting the governance model in C – “bishop and Chapter”, as being the most appropriate on which to base decisions when considering proposals to amend Schedule 1 of the draft Measure as introduced. These proposals

were discussed by the Committee and agreed, once some small changes were agreed. The proposals for amendment (as agreed by the Committee) were:

Para 3(1): To remain as currently drafted.

Guidance should set out the expectation that Chapters will consult with the Nominations Committee on all appointments.

Whether or not one of the non-executive members so appointed should also be required to be a member of the College of Canons should be a decision for individual Chapters and so should not be included in the draft Measure.

Para 3(2): Amend to require that the bishop, the Chapter and the Nominations Committee approve the candidates standing for election as non-executive Chapter members by the cathedral community.

Para 3(3): The bishop has the power to appoint one non-executive Chapter member who is not a residentiary canon. Amend to include the requirement for the bishop to consult the Chapter before making such an appointment.

Guidance should set out the expectation that the bishop will consult with the Nominations Committee on such appointments.

Para 5: The title should be amended from “*Vice-chair*” to “*Senior non-executive member*” (“**SNEM**”).

Para 5(1): Amend the reference to “*The non-executive member*” appointed by the bishop ... to “*The senior non-executive member*” appointed by the bishop.

Para 5(2): Amend the reference to the “*vice-chair*” to refer to the “*senior non-executive member*”.

Para 6(1) Amend so it provides that “*Chapter meetings shall be chaired by*”.

Para 6(1)(b) Amend the reference to the “*vice-chair*” to refer to the “*senior non-executive member*”, and provide that:

- (a) the SNEM will automatically chair Chapter meetings in the dean’s temporary absence; and
- (b) in the temporary absence of the dean and the SNEM, the members of the Chapter elect a non-executive Chapter member to chair that meeting.

Para 6(2): Amend the reference to the “*vice-chair*” to refer to the “*senior non-executive member*”.

Amend the reference to a person being the chair of the Chapter to a person being entitled to chair a meeting of the Chapter.

Guidance should set out the expectation that the bishop, dean and SNEM meet on a regular basis.

117. The Committee considered that the amendments proposed by the working party met the key concerns raised in the submissions made to the Committee. It was also considered that the balance achieved by these amendments was likely to facilitate and support good relationships between the dean, the bishop and the Chapter and promote good governance. In particular, the amendments proposed by the working party meant that:

- a. the bishop would be required to consult the Chapter before appointing a person as the SNEM; and

- b. the role of the person appointed by the bishop would be that of a SNEM, rather than a vice-chair. This would clarify that the bishop's appointee would not run the day to day operations of the cathedral in the dean's temporary absence. Although the SNEM's role description would include chairing Chapter meetings in the dean's temporary absence, the change of title clarified that the SNEM's role is quite distinct from that of the sub-dean.
118. The Committee considered whether the draft Measure should be more prescriptive about the role of the SNEM but considered that it would be more suitable for it to be set out in guidance.
119. The Committee accepted the proposed amendments set out in paragraph 116 above.

Schedule 1, Para 3(2) (First Consideration version)

120. If the Chapter's constitution so provides, Paragraph 3(2) of Schedule 1 of the draft Measure as introduced permitted up to one third of the non-executive Chapter members to be elected in accordance with the procedures set out in that Chapter's statutes.
121. **The Bishop of Worcester** and **The Ven Nikki Groarke** raised the concern that permitting the cathedral community (defined in clause 42(1)) to elect some of the non-executive Chapter members (should that cathedral choose to permit it in its constitution), would encourage members of the cathedral community to elect a "representative", rather than a person who has the requisite skills. Therefore, they proposed an amendment to the draft Measure to replace the option for an election with a requirement for a number of the non-executive Chapter members to be drawn from the cathedral community.
122. The Legal Office advised the Committee that the option to elect some Chapter members allows those cathedrals which have elected some members of their Chapter in the past (primarily, but not only, cathedrals with parishes) to continue to do so.
123. The Committee rejected the proposed amendment.
124. **Mr Tim Fleming** proposed that the cap on the number of non-executive Chapter members who may be elected is removed.
125. The Committee considered that the one-third limit on the number of non-executive Chapter members who may be elected should be retained, as it safeguards the balance between enabling democracy and ensuring appropriate skills on the Chapter.
126. The Committee rejected the proposed amendment.
127. **Mr Tim Fleming** proposed that, instead of election, some form of affirmation could be used.
128. The Committee rejected the proposed amendment.
129. **Mr Tim Fleming** proposed a further amendment, to provide that those elected to the Chapter "by" the cathedral community do not also need to be "from" the cathedral community. The Committee considered that this would widen the pool of candidates who could be so elected, whilst retaining the cathedral community as the electorate.
130. The Committee accepted the proposed amendment.

131. The **Legal Office** proposed a further amendment for the Committee's consideration: Para 3(2) of Schedule 1 should be amended to provide that where a cathedral with a parish decides to provide for an election of some non-executive Chapter members in its constitution and statutes, the electorate will be those on its parish electoral roll.
132. The Committee accepted the proposed amendment¹³.
133. **Mr Adrian Greenwood** proposed and spoke to his proposal that a new clause be inserted to permit the election of up to one third of the non-executive Chapter members (should that cathedral choose to permit it in its constitution), from the members of the diocesan synod.
134. The Legal Office advised the Committee that it would need to consider who would elect the Chapter members from among the diocesan synod's members – would it be the Chapter, the cathedral community or the diocesan synod's membership.
135. The Committee rejected the proposed amendment.

*Schedule 1, Paras 3(2), (3) and (4) (Revision version)*¹⁴

136. **The Very Revd David Ison** contacted the Legal Office with a query about Rule 23(1) of the CRRs 2020 and its implications for non-parish church cathedrals.
137. Under Rule 23(1), the diocesan synod is required to make a scheme to provide for the representation on a deanery synod of:
- a. the dean, residentiary canons, other ministers (or any of them) of a cathedral, and
 - b. if not a parish church cathedral, every lay person whose name is on the community roll.
138. The community roll comprises those engaged in regular work in a non-parish church cathedral (staff and volunteers) as well as those who are habitual worshippers in that cathedral. The effect of the relevant clauses of the draft Measure and the CRRs 2020 is that those who are not habitual worshippers but are on a cathedral's community roll are represented on the deanery synod, which is not consistent with parish representation. This is because it is the habitual worshippers in a cathedral, rather than all of those on the cathedral's community roll, who are equivalent to those on a parish electoral roll.
139. **The Very Revd David Ison** considered it to be reasonable for community roll members, whether habitual worshippers or not, to have a voice in the governance of their cathedral if a Chapter chooses to include its community roll representatives in its governance structure. This is because all those on the community roll may elect¹⁵ Chapter members where this is provided for by the Chapter's constitution. However, **The Very Revd David Ison** has significant concerns that the current provisions enable those who are not habitual worshippers to be represented in the governance structures of the Church of England, for example on the deanery synod.
140. The calculation of a non-parish church cathedral's lay representatives on a deanery synod is based on the number of people on that cathedral's community roll, rather than on the number of its habitual worshippers. As a result, the number of representatives a non-parish church cathedral would be entitled to have on its deanery synod is higher than if only its habitual worshippers were so represented.

¹³ See related amendment on Para 3(4) (Revision version) at paragraphs 148/149 below.

¹⁴ See also the submissions on clause 4(9) (First Consideration version).

¹⁵ Although the candidates would have to be actual communicants.

141. The Legal Office is grateful to **The Very Revd David Ison** for raising this issue. In order to address this anomaly, the **Legal Office** proposed the following amendments to the CRRs 2020 and the draft Measure for the Committee's consideration:
- a. In order to rectify the anomaly in time for the 2020 elections, the definition of "community roll" in Rule 83(6) of the CRRs 2020 will need to be amended by the Church Representation Rules (Amendment) Resolution being brought to the February 2020 Synod. Current Rule 83(6) would need to be amended by adding at the end wording along the following lines:

“; but for the purposes of these Rules, a person's name is to be treated as being on the community roll of a cathedral church only if the dean has declared the person to be a habitual worshipper.”

This amendment would remain in place only until the relevant parts of the draft Measure come into force for all cathedrals. This amended definition would apply to the reference to the cathedral community roll in Rules 23(1), 36(3), 50(5), 63(4) and (9) and 65(3) of the CRRs 2020 and would produce the right result in each case.
 - b. Paragraph 3 of Schedule 1 of the draft Measure as introduced is amended either:
 - i. to require all non-parish church cathedrals to maintain a community roll in two parts: Part 1 would list habitual worshippers and Part 2 would list all other members of the cathedral community; or
 - ii. to require all non-parish church cathedrals to maintain a roll which lists habitual worshippers and to permit (but not require) all non-parish church cathedrals to maintain a roll listing other persons who are members of the cathedral community.
 - c. The draft Measure would retain the current definition of cathedral community in clause 44(1) (Revision version).
 - d. Once the draft Measure is in force, the definition of "community roll" in CRRs 2020 Rule 83(6) would need to be amended, which can be achieved by amending Paragraph 12 of Schedule 5 (consequential amendments) (Revision version).
142. The Committee considered the concerns raised by **The Very Revd David Ison** and agreed that only those persons who are habitual worshippers should be included in the calculation of lay representatives on the deanery synod for non-parish church cathedrals.
143. The Committee considered the Legal Office's proposals for the amendment of the draft Measure and the CRRs 2020 to address these concerns. The Committee agreed that the draft Measure should be amended so that all non-parish church cathedrals should be required to maintain a roll which lists habitual worshippers and be permitted (but not required) to maintain a roll listing other persons who are members of the cathedral community. This means that only those non-parish church cathedrals which allow for a certain number of Chapter members to be elected by the cathedral community will need to maintain a community roll. Other non-parish church cathedrals will be required to maintain only a habitual worshipper roll, which is similar to the parish electoral roll which parish church cathedrals must maintain.
144. The Committee was advised by the Legal Office that the draft Measure continued the position in the 1999 Measure in relation to parish church cathedrals and community rolls: they may maintain a community roll if they so wish to do so (and include such provision in their statutes), but there is no statutory requirement for them to do so.
145. The Committee considered whether those who are not habitual worshippers should be able to elect Chapter members. The Committee noted that only those on the parish

electoral roll can elect members of a PCC and representatives for the deanery synod. However, those who are resident in the parish but are not on the parish electoral roll can elect church wardens.

146. The Committee also considered whether it was appropriate to provide for the dean to declare a person to be a habitual worshipper, instead of a person self-declaring as is the position for parish electoral rolls. The Legal Office advised that the dean declaring a person to be a habitual worshipper mirrors the position in the CRRs 2020 for Royal Peculiars, which was not altered when the CRRs were recently revised. The bishop of Bristol noted that, when she was dean of York, she asked people to self-declare in order to be signed off as a habitual worshipper. The Committee recommended that how the dean declares a person to be a habitual worshipper should be included in guidance for deans and Chapters but agreed that this should not be included in the draft Measure.
147. The Committee accepted the proposed amendments.
148. **Mr Tim Fleming** proposed that the draft Measure is amended to extend the option to maintain a community roll to parish church cathedrals. This would reflect the reality that cathedral communities are common to many cathedrals, regardless of whether or not they happen to operate within a parish setting. The proposed amendment would also enable parish church cathedrals which wish to do so to include this wider community group within the electorate that elects a certain number of the cathedral's non-executive Chapter members. Otherwise, the draft Measure implies there should be a difference in cathedral community stakeholder representation and governance engagement within the cathedral sector depending on whether, for historical reasons, the cathedral has a parish or not. **Mr Tim Fleming** noted that, as his proposal for amendment was permissive, it provided an option to be taken up if a parish church cathedral wished to do so if it was appropriate in its local context and circumstances.
149. The Committee accepted the proposed amendment.

Schedule 1, Para 3(4) (First Consideration version)

150. Paragraph 3(4) of Schedule 1 of the draft Measure as introduced sought to make clear the separation between governance and management in cathedrals.
151. **The Very Revd David Ison** and **The Very Revd Peter Bradley** raised concerns that this absolute prohibition would be unrealistic in smaller cathedrals and asked the Committee to consider how it could be amended to maintain the necessary separation between governance and management whilst still permitting non-executive Chapter members to undertake certain voluntary roles.
152. The Committee considered various ways as to how this could be achieved. However, the Charity Commission raised concerns that this Paragraph could be understood as purporting to restrict the role and/or discretion of non-executive Chapter members as charity trustees in a way which does not accord with s.177 of the Charities Act 2011 (the **2011 Act**) (i.e. charity trustees being the persons having the general control and management of the administration of a charity).
153. Following discussions with the **Charity Commission**, it requested that Para 3(4) be left out, as it considered that such a clause could purport to limit the powers of the non-executive Chapter members as trustees. This is because the executive powers exercised by the executives/employees of a charity are delegated to them by the trustees and, therefore, the non-executive Chapter members cannot be restricted from exercising such powers. Whilst the Charity Commission was supportive of what this paragraph sought to achieve (i.e. the separation between governance and management

functions) the Charity Commission suggested that it should be achieved in guidance, rather than in the draft Measure.

154. The Committee accepted the Charity Commission's proposed amendment and so the other submissions on Paragraph 3(4) were not considered further.

Schedule 1, Para 4 (First Consideration version)

155. Paragraph 4 of Schedule 1 authorises executive Chapter members to receive their stipends and other emoluments in relation to their non-trustee functions.
156. The **Legal Office** proposed that Paragraphs 4(1) and (2) of Schedule 1 of the draft Measure as introduced should be amended to include an explicit reference to clause 24 (house for duty residentiary canons), to ensure that this benefit is also permitted.
157. The Committee accepted the proposed amendment.
158. The **Charity Commission** requested that the draft Measure be amended to define the term "emolument" to make it clear that it includes a direct or indirect benefit of any nature, reflecting the definition of "benefit" used in s.187 of the 2011 Act. The Legal Office proposed that this definition be included in clause 42(1) (interpretation) of the draft Measure.
159. The Committee accepted the proposed amendment.
160. The **Charity Commission** also requested that Paragraphs 4(3) and (4) of Schedule 1 of the draft Measure as introduced are amended so that they prohibit the provision of payments or other benefits to persons connected with a non-executive Chapter member, using the definition of "connected person" in s.188 of the 2011 Act.
161. The Committee accepted the proposed amendment.

Schedule 1, Paras 5(2) and (3) (Revision version)

162. Para 5(2) of Schedule 1 of the draft Measure as introduced provides that the vice-chair may be lay or ordained, but must be a non-executive Chapter member.
163. **The Very Revd Andrew Nunn** proposed that this clause should be left out. **Revd Canon Martyn Taylor** expressed support for the vice-chair (now SNEM) being a non-executive Chapter member, as it provides Chapter with a person who can chair meetings who does not have conflicts of interest.
164. The Legal Office advised the Committee that, if this clause is left out, it would enable the vice-chair (now SNEM) to be an executive Chapter member.
165. The Committee rejected the proposed amendment.
166. **The Ven Douglas Dettmer** raised a concern that, as drafted, Para 5(2) may prevent an honorary canon (who is a non-executive Chapter member and a member of the College of Canons) from being the vice-chair (now SNEM), as they may be considered to have a role or function in relation to the cathedral. He therefore proposed that this clause be amended to clarify that a person who is a member of the College of Canons would not be prevented, by reason of that membership alone, from being the vice-chair (now SNEM).

167. The Legal Office advised the Committee that, under the draft Measure, the College of Canons will no longer have any statutory functions in relation to a cathedral other than the election of the bishop. Instead, the College of Canons will have only those functions conferred on it by the Chapter in the cathedral's constitution or statutes. It will depend on what provision a cathedral's constitution or statutes makes about the individual duties of non-residentiary canons (which usually includes a duty to preach). Therefore, a person who is a member of the College of Canons might be considered to have a "*role or function within the cathedral*" pursuant to that membership and so an amendment, by inserting a new Para 5(3) (Revision version) would clarify the position.
168. The Committee accepted the proposed amendment.

Schedule 1, Para 6(4) (First Consideration version)

169. Para 6(4) of Schedule 1 of the draft Measure as introduced provided that the chief officers will normally be required to attend Chapter meetings but does not explicitly give them the right to speak at such meetings. **The Very Revd Peter Bradley** and **Canon Margaret Sheather and Revd Canon Richard Mitchell** proposed that this clause be amended to clarify the position so that there is no doubt that the chief officers have the right to speak at Chapter meetings.
170. The Committee accepted the proposed amendment.
171. **The Very Revd David Ison** suggested it would be helpful if this clause enabled the Chapter to resolve:
- a. to hold part of a meeting only without the chief officers in attendance; and/or
 - b. to hold a meeting (or part of any meeting) with only one (rather than both) of the chief officers in attendance, where these roles are held by separate individuals.
172. **The Very Revd Peter Bradley** supported the option for the Chief Finance Officer (**CFO**) only to be required to attend parts of Chapter meetings where matters being discussed are not of relevance to the CFO. **The Very Revd Peter Bradley** spoke to his submission and noted that smaller cathedrals may find it helpful if they can decide that only one of the chief officers needs to attend a Chapter meeting, or that they only need to attend part of a particular Chapter meeting, where the chief officers may work part time.
173. The Committee considered that the chief officers should both generally attend Chapter meetings. Where it is appropriate for only one of the chief officers to attend a meeting, or for both of the chief officers to attend part of a meeting only, it was felt that this could be properly managed under the Chapter's conflicts of interest policy.
174. The Committee rejected the proposed amendments.

Schedule 1, Para 6(5) (First Consideration version)

175. Para 6(5) of Schedule 1 of the draft Measure as introduced gives the dean a casting vote where a vote at a Chapter meeting is tied.
176. **Mr Jonathan Cryer** noted that there is no mention of a casting vote for the vice-chair, which could cause uncertainty and so suggested that this provision is amended to clarify that the vice-chair would not have a casting vote.
177. The Legal Office advised that, unless a power to have a second, casting vote is conferred by the draft Measure, no such power exists. As this paragraph only confers the casting vote on the dean (which includes an interim dean), there is no question that

any other person chairing a Chapter meeting would have the power to cast a second vote.

178. However, following the amendments to paragraphs 6(1) and (2) of Schedule 1 approved by the Committee, the **Legal Office** proposed amended wording to this paragraph in relation to the casting vote, to clarify the position in light of the other revisions made to Para 6 of Schedule 1.
179. The Committee accepted the proposed amendments.

Schedule 1, Para 7

180. There were no submissions on Paragraph 7 and no amendments were made.

Clause 3: (First Consideration version)

181. Clause 3 provides that, although the College of Canons will continue to exist with the same membership as under the 1999 Measure, it will no longer form part of the body corporate of the cathedral. In addition, the College of Canons will have such functions as are conferred on it by the constitution and statutes of the relevant cathedral, rather than by the draft Measure and so it will be up to each individual Chapter, in consultation with the bishop, to decide how best to use its College of Canons, based on the needs and particular circumstances of each cathedral and diocese.
182. **The Very Revd Tim Barker** raised a concern about the lack of clarity of the role of the College of Canons under the draft Measure and the weakening of its role. He therefore suggested that this clause is amended to require the Chapter to report back to the College of Canons on certain matters. He considered that such reporting back would be useful to enable the College of Canons to hold the cathedral to account, as well as to deepen the relationship between the cathedral and the wider diocese.
183. The Legal Office advised that, if the Chapter reports in some way to the College of Canons, it would be an information providing exercise only, as the College of Canons will no longer form part of the body corporate and will have no powers to hold the Chapter to account.
184. The Committee rejected the proposed amendment.
185. **Revd Neil Patterson (Hereford)** proposed that this clause be amended to confer a function on the College of Canons in the diocese. The Committee discussed these proposals but felt that they would unduly limit the ability of the Chapter to confer functions on the College of Canons. In addition, limiting the role to the diocese, as proposed, was felt not to be appropriate for the metropolitical cathedrals.
186. Revd Neil Patterson withdrew his proposals.

Clause 3(6) and Schedule 2 (First Consideration version)

187. Clause 3(6) provides that clause 3 is modified by Schedule 2 in relation to the three cathedrals in the diocese of Leeds. **Mr Clive Scowen** proposed that the draft Measure should be amended so that clause 3(6) and Schedule 2 should apply to any diocese with more than one cathedral, so that these provisions will apply to any other dioceses in the future which have more than one cathedral.
188. The Legal Office advised the Committee that the provisions of clause 3(6) and Schedule 2 reflect the bespoke arrangements set out in the Dioceses Commission Scheme 2013

which created the diocese of Leeds. Should such a scheme be made in the future for another diocese, which results in there being more than one cathedral in that diocese, amendments will need to be made to the draft Measure to reflect the bespoke provisions that are appropriate for that diocese. In addition, a general provision would not work as, although Schedule 2 does not mention Leeds specifically, there are other modifications which do, for example clause 42(5)(a).

189. The Committee rejected the proposed amendment.

Clause 4 (First Consideration version)

190. Clause 4(1) requires all constitutions to include the objects of the Chapter of the cathedral, which are set out in clauses 4(1) – (3). Clause 4(4) of the draft Measure as introduced lists what the constitution of the Chapter of a cathedral must include, which updates and expands the list set out in s.9 of the 1999 Measure. The list includes a requirement for a cathedral to have a finance committee and a nominations and development committee, as well as providing for the appointment of statutory roles, such as an architect and an auditor etc.

191. The **Legal Office** proposed that the draft Measure should be amended by splitting draft clause 4 into two separate clauses, so that what is subsection (4) becomes new clause 5. This is because the amendments made by the Committee to clause 4(4) have made it long and complex and splitting it in this way should make the draft Measure simpler to follow.

192. The Committee accepted the proposed amendment.

Clause 4(1)(a) (First Consideration version)

193. **Mr Adrian Greenwood** proposed two amendments to paragraph (a), which forms part of the Chapter's charitable objects:

- a. the insertion of the word "*doctrine*" after "*faith*"; and
- b. the insertion of the words "*within its diocese*" at the end of paragraph (a).

194. The Legal Office advised the Committee that the formula "*faith and practice*" was used elsewhere in church legislation but not "*faith and doctrine*"; the word "*doctrine*" tended to be juxtaposed with "*worship*".

195. The Committee rejected the first proposed amendment.

196. The Legal Office advised the Committee that the second proposed amendment should be considered with caution, as to approve it would mean that the Chapter could only undertake its charitable activity within the diocese. This may hamper collaborative working between cathedrals and also international mission working where, for example, a cathedral decided to further its mission by twinning with an Anglican community or cathedral overseas.

197. The Committee discussed the second proposed amendment and considered that, whilst it was important for a reference to the diocese to be included in the draft Measure, this was not the appropriate place to do so. The Committee noted that a reference to the diocese had already been included in its amendment to clause 1.

198. The Committee rejected the second proposed amendment.

Clause 4(2) (First Consideration version)

199. **The Rt Worshipful Canon Peter Collier QC (ex officio)** questioned the use of the word “*evangelical*” and proposed it be amended to “*evangelistic*”. The Committee noted that in the Parochial Church Councils (Powers) Measure 1956 the word “*evangelistic*” was used.
200. The Committee accepted the proposed amendment.

Clauses 4(4), 6(7) and 44(1) – definition of Constitution and Statutes (Revision version)

201. Following the Committee’s approval of the Charity Commission’s request to stagger the commencement of the draft Measure, the **Legal Office** proposed that the draft Measure be amended so that it only refers to “constitution” or “statutes” and that these terms are defined in the relevant clauses 4 (constitution) and 6 (statutes) and signposted in the definition clause 44(1).
202. The proposed changes mean that:
- a. From the date on which the provisions listed in clause 51(1) only come into force until the date on which all the remaining provisions (other than the charity provisions) come into force for a cathedral pursuant to clause 51(3), the references to “constitution” and “statutes” refer to the constitution and statutes of the cathedral.
 - b. From the date on which all the remaining provisions (other than the charity provisions) come into force for a cathedral pursuant to clause 51(3), the references to “constitution” and “statutes” refer to the constitution and statutes of the Chapter.
203. The Committee accepted the proposed amendments.

Clause 4(4)(a) (First Consideration version)

204. Clause 4(4)(a) of the draft Measure as introduced required the constitution to “*provide for the appointment of canons in Holy Orders (including the manner of their appointment)*”. **The Ven Dr Jane Steen** questioned how this requirement sits with clause 7(5) which provides that bishops appoint residentiary canons who are not appointed by the Crown.
205. The Legal Office advised that clause 4(4)(a) is a general provision about the matter which must be contained in the constitution and what that constitution provides is subject to clause 7(5). This could be clarified by amending clause 4(4)(a) to signpost clause 7(5).
206. The Committee accepted the proposed amendment.

Clauses 4(4)(a) and (b) (First Consideration version)

207. **Mr Clive Scowen** proposed that clause 4(4)(b) of the draft Measure as introduced is amended so that it uses the same language as clause 4(4)(a): “*provide for the appointment of lay canons (including the manner of their appointment)*”.
208. The Legal Office advised the Committee that the drafting of subsections (a) and (b) restates the apparent distinction in section 9(1) of the 1999 Measure which does not appear to be necessary. As a power to provide for the appointment of a person necessarily includes power to make provision as to the manner of that appointment, the parenthetical words in 4(4)(a) could be removed.

209. The Committee considered that subsections (a) and (b) should have consistent wording and that the wording “(including the manner of their appointment)” should be left out of subsection 4(4)(a).
210. The Committee accepted the proposed amendment to 4(4)(a).
211. **Mr Clive Scowen** noted that the differences in drafting between 4(4)(a) and 4(4)(b) of the draft Measure as introduced mean that the draft Measure enables, but does not require, the appointment of lay canons. Therefore, he proposed that subsection 4(4)(b) should be amended to require the appointment of lay canons.
212. The Legal Office advised the Committee that this wording reflected that used in the 1999 Measure. However, in light of the concern raised that the current wording in (b) could mean that a Chapter could manage not to appoint any lay canons, the Legal Office proposed that the opening words of subsection 4(4)(b) should be amended so it is the same as the wording used in subsection 4(4)(a).
213. The Committee accepted the proposed amendment to 4(4)(b).

Clause 4(4)(d) (First Consideration version)

214. **Mr Tim Fleming** proposed that this clause be amended by leaving out the words “to undertake the administration of the cathedral”, as this wording narrows the role of the chief officers to administration rather than management.
215. The Legal Office informed the Committee that the reference to “administration” was specifically included in the draft Measure following the theology discussions at Windsor, where the importance of using the term “administration” was raised, as one of the Gifts of the Spirit.
216. The Committee rejected the proposed amendment.
217. **The Third Church Estates Commissioner (ex officio)** proposed that, instead, the subsection be amended so that “administration of the cathedral” be amended to “administration in the cathedral”, to make it clear what was being referred to.
218. The Committee accepted the proposed amendment.

Clause 4(4)(f) (First Consideration version)

219. The **Charity Commission** proposed that the draft Measure be amended so that the reference to the auditor of the cathedral is amended to refer to the auditor of the Chapter, as the Chapter will be the legal entity which is being audited.
220. The Committee accepted the proposed amendment.

Clause 4(4) (First Consideration version)

221. The **Revd Neil Patterson** proposed that a requirement “to provide for the corporate spiritual life of the Chapter;” should be inserted into this clause so that it is required to be included in the constitution of every Chapter. The reasons for this proposal were:
- a. as a matter of principle, to define the whole Chapter clearly as a spiritual body corporate;
 - b. to encourage the principle that ‘a Chapter that prays together stays together’; and

- c. to guard against the spiritual work of the cathedral being seen as purely that of the clergy, leading to elitism and/or a sense of exclusion of the lay members from that work.
222. The Legal Office advised that it would be more appropriate to include such provision in the statutes, should the Committee consider that it wishes to include this requirement in the draft Measure.
223. The Committee accepted the proposed amendment, but for inclusion in the statutes rather than the constitution¹⁶.

Clause 4(4)(i) (First Consideration version)

224. **Mrs Mary Chapman (ex officio)** raised a concern that enabling Chapters to have a combined Finance, Audit and Risk Committee, instead of having two separate committees (one Finance and another Audit & Risk), fails to meet the standard of expected good governance in charity finance. **Mrs Mary Chapman** therefore proposed that the draft Measure be amended to require Chapters to set up two separate committees: a Finance Committee and an Audit and Risk Committee.
225. **The Dean of Canterbury** informed the Committee that he considered a requirement to have two committees could cause practical difficulties for a number of cathedrals.
226. The Legal Office drew to the Committee's attention the fact that the Charity Commission's guidance CC8 Internal Financial Controls for Charities does not explicitly express a view on this issue. However, Section 2.3 – "*Should a charity have an internal audit function or an audit committee?*" provides as follows:
- "The nature of internal financial controls implemented will depend on the size of a charity and its activities. As size and complexity increase so does the potential role for an internal audit function and/or an audit committee. It is unlikely that small charities will have the resources to support a separate audit committee although they may establish an internal audit function.....*
- An audit committee's role is to help the trustees meet their responsibilities for risk management, having effective internal controls and the efficient and effective use of funds. An audit committee is therefore part of the financial governance arrangements of a charity. An audit committee acts on the authority delegated to it by the trustees and should therefore have appropriate terms of reference and a clear reporting line to the trustee body."*
227. The Legal Office also drew to the Committee's attention the fact that Principle 4 of the Charity Governance Code: Decision making, risk and control recommended practice 4.8.2¹⁷, provides that: "*Where the charity has an audit committee, its chair has recent and relevant financial experience and the committee includes at least two trustees*".
228. The Legal Office advised the Committee that:
- a. whilst a Chapter needs to have appropriate oversight of its external and internal audit functions and to ensure that risk is properly managed, these functions do not have to be undertaken by an Audit and Risk Committee; and
 - b. whilst it may be preferable for all cathedrals to have a Finance Committee and an Audit and Risk Committee, there is no legal imperative to require all cathedrals to set up these two committees in the draft Measure.

¹⁶ clause 6(4) (Revision version)

¹⁷ For larger charities

229. The Committee considered whether the decision to have a Finance Committee and an Audit and Risk Committee in order to properly manage risks should be left to individual Chapters. The Committee discussed the concern that some smaller cathedrals would, in practice, struggle to populate two committees with people of the right calibre. Therefore, the Committee considered that alternative ways in which the external and internal audit functions can be provided and such risk can be managed should be available for the smaller cathedrals.
230. The Committee considered amendments to clause 4(4)(i) (First Consideration version)¹⁸ which:
- a. required each Chapter to have a Finance Committee;
 - b. provided that a Chapter may also set up an Audit & Risk Committee;
 - c. provided that, if the Chapter considers that the establishment of an Audit & Risk Committee is not practicable, the Chapter must make arrangements to enable it to oversee its external and internal audit and to manage risk that are appropriate for the size and complexity of the Chapter's financial affairs and the nature of its activities;
 - d. required Chapters, when making any such arrangements, to have due regard to the Church Commissioners' guidance (to be drawn up in consultation with the relevant representative bodies); and
 - e. required that, where two committees are set up, they must have separate chairs.
231. The Committee accepted the proposed amendments.

Clause 4(9) (First Consideration version)¹⁹

232. Clause 4(9) of the draft Measure as introduced required cathedrals which do not have a parish to maintain a community roll. **The Very Revd David Ison** noted that this provision was included in the 1999 Measure in order to facilitate the election of representatives of the cathedral community onto the Council. However, as there is no longer a requirement in the draft Measure to elect a Council, this clause is no longer required. Whilst cathedrals with a parish will retain their electoral roll, he proposed that cathedrals which do not have a parish should be able to decide whether or not to maintain a community roll. He noted the key difference between parish electoral rolls and a cathedral community roll is that parish rolls comprise habitual worshippers or residents who are members of the Church of England only. In contrast, cathedral community rolls include all who regularly work for the cathedral, such as staff or volunteers, only some of who may be habitual worshippers. Therefore, **The Very Revd David Ison** proposed that clause 4(9) be amended either:
- a. To leave out clause 4(9) entirely, so that cathedrals which do not have a parish are able to choose what is locally appropriate; or
 - b. To amend clause 4(9) from 'must' to 'may' and move it to Para 3 of Schedule 1, as cathedrals without a parish which decide to elect some non-executive members of Chapter will need a cathedral community roll in order to do so.
233. The Legal Office advised the Committee that, as noted by **The Very Revd David Ison**, cathedrals without a parish will need a community roll in order to hold elections to Chapter, if provided for it in its constitution.

¹⁸ See clauses 5(4)(i) and (j) and 5(6) and (7) and clause 15 Revision version.

¹⁹ See submissions and amendments made to Para 3 of Schedule 1, above which deal more comprehensively with this issue.

234. The Committee rejected proposed amendment (a) and accepted proposed amendment (b).

Clause 4(10) (First Consideration version)

235. Clause 4(10) of the draft Measure as introduced required the constitutions of cathedrals to explicitly exclude the social investment power which would otherwise be conferred on them by s.292B 2011 Act.
236. **Mr Tim Fleming** proposed that this clause be left out, as s.292B(4)(a) of the 2011 Act already appears to exclude cathedrals from being able to use the statutory social investment power, as it excludes “*charities established by, or whose purposes and functions are set out in, legislation*”.
237. The Legal Office advised the Committee that the reason for the inclusion of this clause is because it has considered the scope of the definition of “*legislation*” for this purpose in s.292B(5) and has concluded that it does not include Church Measures. This appears to have been a legislative oversight - whilst the term “*legislation*” usually includes Church Measures, s.292B(5) refers only to “(a) *an Act of Parliament or an Act or Measure of the National Assembly for Wales*” and “(b) *subordinate legislation (within the meaning of the Interpretation Act 1978) made under such an Act*”. The Legal Office has also concluded that Church Measures do not fall within “*subordinate legislation (within the meaning of the Interpretation Act 1978) made under such an Act*” (i.e. an Act of Parliament).
238. The Committee rejected the proposed amendment.

Clause 5 (First Consideration version)

239. Clause 5(1) of the draft Measure as introduced reflects the list in s.11 of the 1999 Measure as to what must be provided for in a cathedral’s statutes. In addition, clause 5(2) requires that the statutes set out the functions of the chief officers and clause 5(3) requires that the statutes establish a senior management group.
240. **The Very Revd Andrew Nunn, Revd Canon Dr Tim Bull and Mr Tim Fleming** queried why subsections 5(1)(c) and (d) (designation of all or part of a cathedral as a parish church) are required and proposed that they be removed.
241. The Legal Office advised the Committee that in at least one cathedral which is a parish church (Truro), only one aisle of the cathedral is the parish church and it is in respect of that part only that parishioners have the right to marry and exercise their other rights as parishioners. It is not known whether there are other cathedrals where part of the cathedral church only is designated as the parish church, but these provisions should be retained in order to enable cathedrals who wish to do so to designate just part of the cathedral church as the parish church.
242. The Committee rejected the proposed amendment.
243. However, the Committee considered that these subsections would benefit from clarification and the Legal Office drafted amendments for consideration by the Committee.
244. The Committee accepted the proposed amendments.

Clause 6(4) (First Consideration version)

245. Clause 6 amends s.10 of the 2011 Act so that cathedrals will no longer be excluded from the jurisdiction of the Charity Commission.

246. The **Charity Commission** proposed that the word “*general*” is inserted before the words “*control and management*” to ensure complete consistency with s.177 of the 2011 Act.
247. The Legal Office advised the Committee that the Charity Commission’s proposed amendment does not change the meaning of the clause.
248. The Committee accepted the proposed amendment.

Clause 7 (First Consideration version)

249. Clause 7 of the draft Measure as introduced confirmed that the bishop continues to have the principal seat and dignity in the cathedral and provides that the bishop may, after consultation with the Chapter, officiate in the cathedral and use it for diocesan and other occasions. It also provides that the bishop appoints those residentiary canons who are not Crown appointments, subject to the approval of the dean, and confers power on the bishop to commission a review of such aspects of the cathedral’s finance, governance, management, operations and mission as he or she considers necessary and appropriate.
250. **Mr Clive Scowen** proposed that clause 7 be amended to provide that, for the purposes of clause 7, “the bishop” for the diocese of Canterbury should be defined as the bishop of Dover.
251. The Legal Office advised the Committee that this proposition is wrong in principle as Canterbury cathedral is the seat of the Archbishop of Canterbury. It is not the seat of the bishop of Dover, who is the Archbishop’s commissary and exercises delegated functions which can be changed at any time.
252. **Mr Clive Scowen** withdrew his submission.

Clause 7(3) and (4) (First Consideration version)

253. Clause 7(3) of the draft Measure as introduced conferred an entitlement on the bishop to attend Chapter meetings and to speak but not vote and required the bishop to attend one Chapter meeting each year. In order to enable the Chapter to meet should the bishop seek to exercise this right where it may not be appropriate for the bishop to do so, a restriction on this entitlement was included at clause 7(4).
254. The amendment of the draft Measure to remove both clauses 7(3) and (4) was proposed by **The Bishop of Worcester, The Very Revd David Ison, The Very Revd Andrew Nunn, The Very Revd Jane Hedges, The Very Revd Peter Bradley, the Dean of Canterbury, Revd Canon Pat Hawkins, Revd Canon Tim Bull, The Ven Dr Jane Steen, The Ven Nikki Groarke, Revd Canon Peter Moger, Dr Chris Angus, Ms Christina Baron, Mrs Anne Foreman (Exeter), Canon Margaret Sheather and Revd Canon Richard Mitchell, Mr Tim Fleming and Ms Alison Coulter.** The concerns expressed in these submissions relate to the fact that attendance at Chapter meetings where decisions were taken would make it difficult for the bishop to carry out their role as Visitor should a problem arise. This is because the bishop would have had some involvement in the decisions made in their presence, even if they could not vote. In addition, if a bishop is entitled to come to Chapter meetings, they may be open to criticism for not coming should something go wrong or open to criticism for being present at any discussion and for either unduly influencing it or for not doing so.
255. An alternative arrangement supported by **The Bishop of Worcester, The Very Revd David Ison, The Very Revd Andrew Nunn, The Very Revd Jane Hedges, The Very Revd Peter Bradley, Revd Canon Tim Bull, The Ven Dr Jane Steen, The Ven Nikki Groarke, Canon Margaret Sheather and Revd Canon Richard Mitchell, Mr Tim**

Fleming and **Ms Alison Coulter** is for the Chapter and the bishop to meet once a year. This would be an “extraordinary” or “special” meeting of the Chapter at which:

- a. the Chapter consults the bishop on the general direction and mission of the cathedral (as required under subsection 9(1)(b)); and
 - b. the bishop may seek the advice of the Chapter on any particular matter (as permitted under clause 7(6)).
256. The Legal Office advised the Committee that the requirement would need to be for a formal annual meeting, as it must be ascertainable whether a legal requirement has or has not been complied with and so an informal meeting would not be sufficient.
257. The Committee also considered an alternative view, proposed by **Mr Clive Scowen**, that the bishop should routinely attend all Chapter meetings and take part in its deliberations. Therefore, he proposed that clause 7(3) should remain in the draft Measure and that clause 7(4) only be left out.
258. The Committee rejected the proposed amendment to retain clause 7(3) and leave out clause 7(4) only.
259. The Committee accepted the proposed amendments to leave out clauses 7(3) and (4) and, instead, require the Chapter to hold a “special” meeting of Chapter each year, which the bishop is required to attend, as proposed in paragraph 255 above.
260. The Committee noted that the requirement to hold such a meeting would be set out in clauses 10(2) and (3) (Revision version), which relate to the Chapter, with a new clause 8(3) (Revision version) to require the bishop to attend such a meeting.
261. The Committee proposed that the Chapter should be able to invite other clergy and lay people to this meeting and the Committee agreed that the Chapter should be required to consult the bishop before inviting other people to the special meeting.
262. The Committee accepted the proposed amendment.

Clauses 7(7) - (9) (First Consideration version)

263. These clauses confer power on the bishop to commission a review of such aspects of the cathedral’s finance, governance, management, operations and mission as he or she considers necessary and appropriate, implementing the CWG Report’s recommendations in relation to a quinquennial assurance review. This power is required to be exercised in accordance with any guidance provided by the Church Commissioners, as this can be amended fairly easily to enable the evolution of these reviews to meet the needs identified in the future.
264. **The Very Revd Jane Hedges** asked the Committee to consider amending the draft Measure to include more clarity about the limits of a Review conducted under these clauses, particularly in light of the fact that the bishop retains the power of Visitation under clause 8. **The Revd Canon Tim Bull** and **Mrs Anne Foreman** also ask for more clarity in the draft Measure on how a Review under clause 7 and a Visitation under clause 8 relate to each other.
265. The Committee considered that further clarity as to the nature and limits of the Review, and how it relates to (and differs from) Visitation should be provided in guidance, rather than in the draft Measure itself.
266. The Committee rejected the proposed amendment.
267. **The Very Revd David Ison** proposed that clause 7(9) should be amended to include a penalty for non-co-operation by the Chapter, in a similar way to clause 8(5).

268. The Legal Office advised the Committee that the requirement in clause 8(5) is not a penalty as such, but a requirement to act in accordance with any determination or direction made by the bishop in relation to either the construction of a Chapter's constitution or statutes or requiring action to comply with them. If the Chapter did not comply with a determination made by the bishop, the only sanction would be against members of the clergy under the Clergy Discipline Measure 2003.
269. The Committee rejected the proposed amendment.
270. **The Bishop of Worcester** and **The Ven Nikki Groarke** raised the concern that, as drafted, a bishop could resort to Reviews too often and so requested the Committee to consider provision for the bearing of the costs of such a Review.
271. The Committee noted that, as the Church Commissioners have the power to meet such costs as are incidental to a bishop's duties in office, the costs are likely to be met by the Church Commissioners. This should, in practice, mean that Reviews are only carried at suitable intervals.
272. The Committee rejected the proposed amendment.

Clause 7(8) (First Consideration version)

273. The **Legal Office** requested that the word "*due*" is inserted before the word "*regard*" in clause 7(8) to provide internal consistency with clause 1, which requires "*due regard*" to be had.
274. The Committee accepted the proposed amendment.

Clause 7(9) (First Consideration)

275. **The Bishop of Worcester** and **The Ven Nikki Groarke** were concerned that the requirement in clause 7(9) to "*co-operate*" is too vague and so proposed that it be amended to clarify that the Chapter is only bound to follow directions made by the bishop in the context of a formal Visitation and not otherwise.
276. The Legal Office advised the Committee that, should a Chapter not cooperate with a Review, the bishop could either start a formal Visitation or seek to hold the clergy of the cathedral to account using the Clergy Discipline Measure 2003.
277. The Legal Office advised the Committee that care should be taken not to require the Chapter, as the charity trustees, to comply with recommendations made by a Review as such directions could potentially conflict with other legal requirements with which the trustees must comply. However, the requested clarification could be provided by amending the draft Measure to require the Chapter to have "*due regard*" to the recommendations made by any Review under clause 7. This would mean that the Chapter would be required to follow such recommendations unless they had cogent reasons why the Chapter should not do so.
278. The Committee considered that this proposal²⁰ would provide the clarification sought without placing the Chapter in a position where it may be required to follow recommendations which conflicted with other legal requirements with which the Chapter had to comply.
279. The Committee accepted the proposed amendment.

²⁰ See clause 8(9) Revision version

Clause 8 (First Consideration version)

280. Clause 8 provides for the bishop to remain the Visitor for the cathedral, with the same power to conduct a Visitation as under the 1999 Measure.
281. **Mr Clive Scowen** considered that the historic role of the bishop as Visitor conflicts with a collaborative approach between bishop and Chapter and promotes division. Therefore, he proposed that the role of Visitor should be transferred to the Archbishop of the Province, with the exception that the Visitor of York Minster should be the Archbishop of Canterbury and the Visitor of Canterbury cathedral should be the Archbishop of York.
282. The Legal Office advised the Committee that this proposition conflicts with the diocesan bishop in his or her capacity as the Ordinary for the diocese, which includes the bishop's visitatorial jurisdiction over the cathedral. The Committee would need to consult the diocesan bishops and the archbishops before such a significant change was proposed to the historic role of Visitor, so that the House of Bishops can consider the impact it would have on the relationship between the cathedral and its bishop.
283. The Committee rejected the proposed amendment.
284. The Committee noted the lack of guidance on how a Visitation should be carried out and requested that guidance on Visitations be produced.

Clause 9 (First Consideration version)

285. Clause 9 of the draft Measure as introduced reflected the provisions in s.4(8) of the 1999 Measure, which have been updated to remove any references to the Council and the College of Canons.

Clause 9(1)(b) (First Consideration version)

286. **Mr Adrian Greenwood** proposed the insertion of the words "*within the diocese*" at the end of clause 9(1)(b).
287. The Legal Office advised that the proposed insertion would imply that it does not apply to any missional activity the cathedral may undertake outside the diocese. Examples of such activity may include collaborative working between cathedrals and international mission.
288. The Committee rejected the proposed amendment.

Clause 9(2) (First Consideration version)

289. **The Very Revd David Ison** noted that clauses 9(1)(b) and 9(2) are too similar and so proposed that one of these clauses is deleted.
290. The Legal Office advised the Committee that the duty to consult in clause 9(2) is already contained within clause 9(1)(b) and so clause 9(2) could be left out.
291. The Committee accepted the proposed amendment.

Clauses 9(1)(c) and (d) (First Consideration version)

292. The **Legal Office** advised that there are two references to "cathedral" in clauses 9(1)(c) and (d) which, in light of the Charity Commission's comments, should be amended to the "Chapter".
293. The Committee accepted the proposed amendment.

Clause 10 (First Consideration version)

294. Clauses 10(1) and (2) set out the ecclesiastical position and duties of the dean, reflecting S.7(1) and (2) of the 1999 Measure. Clauses 10(3)-(5) set out when the dean's consent is required, reflecting the position in s.7(3) of the 1999 Measure. Clauses 10(6) and (7) of the draft Measure as introduced provide that the clergy and staff of the cathedral are accountable to the Chapter, through the dean, for their cathedral duties.

Clause 10(2) (First Consideration version)

295. **The Ven Nikki Groarke** proposed that clause 10(2) is amended to add safeguarding to the list of specific responsibilities conferred on the ecclesiastical office of the dean.

296. The Legal Office advised the Committee that s.5 of the House of Bishops' safeguarding guidance: "Key Roles and Responsibilities of Church Office Holders and Bodies Practice Guidance" (Oct 2017) sets out "The Cathedral Roles and Responsibilities". Section 5.1 sets out the specific roles and responsibilities of the dean. Therefore, clause 10(2) could be amended to include a high-level requirement for the dean to provide leadership on safeguarding within the cathedral. However, more detail was not advised as the House of Bishops' guidance will be amended from time to time.

297. The Legal Office also advised that as this clause sets out the dean's ecclesiastical law responsibilities, rather than his or her duties as a charity trustee, the safeguarding reference is to ecclesiastical law and not to the wider understanding of safeguarding set out by the Charity Commission in its guidance, which the Chapter as a whole (as charity trustees) will need to have regard to.

298. The Committee accepted the proposed amendment.

299. **Prof Muriel Robinson** proposed that the responsibility at clause 10(2)(e) should be strengthened by adding the words "*and spiritual*", so that the dean is required to "*secure the pastoral and spiritual care of all members of the cathedral community*".

300. The Revision Committee considered that it was not necessary to add the word "spiritual" here as it was included in the word "pastoral".

301. The Committee rejected the proposed amendment.

Clause 10(3) (First Consideration version)

302. **The Very Revd Andrew Nunn** proposed that the requirement in clause 10(3)(b) for the dean to consent to the settlement of the Chapter's budget should be deleted, as it does not sit well with the requirement for Chapter, as the charity trustees, to agree a budget.

303. The Legal Office advised the Committee that this clause sets out the roles and responsibilities of the ecclesiastical office of the dean, rather than the dean's role as a charity trustee. Whilst clause 9(1)(c) requires the Chapter to prepare the annual budget, the dean's consent is required in his or her ecclesiastical capacity as the decisions made in the budget will impact on mission and worship. As the dean is subject to a number of ecclesiastical law duties, such as ensuring that Divine Service is performed, the dean needs to be able to veto a budget that does not enable the dean to carry out his or her ecclesiastical law duties.

304. The Committee rejected the proposed amendment.

305. The **Legal Office** advised that there is a reference to “cathedral” in clauses 10(3) which, in light of the Charity Commission’s comments, should also be amended to the “Chapter”.
306. The Committee accepted the proposed amendment.

Clauses 10(6) and (7) (First Consideration version) & Clauses 11(6) – (12) (Revision version)

307. **The Very Revd David Ison** noted that clause 10(6) of the draft Measure as introduced provides that the cathedral clergy and staff are accountable to the Chapter through the dean for their cathedral functions, but not for those functions which are exercised as a member of Chapter and charity trustee. He raised the concern that clause 10(6) may give scope for executive residentiary canons to claim that they may not be held accountable for aspects of their cathedral functions because they are exercised as a member of the Chapter and a charity trustee, rather than as an executive function. Should this occur, it is unclear how this question would be settled. Given that there have been occasional tensions between deans and residentiary canons over accountability, **The Very Revd David Ison** asked the Committee to consider how this clause could be amended to provide greater clarity.
308. **The Very Revd Andrew Nunn** also requested that the Committee amends this clause to provide greater clarity. He notes that clause 10(6) provides that the clergy and staff of the cathedral are, in respect of their functions relating to the cathedral, accountable to the Chapter through the dean. However, this subsection does not apply to functions exercisable as a member of the Chapter and a charity trustee.
309. The Legal Office advised the Committee that the accountability of a person in their capacity as a charity trustee is to the charity and it should not be mediated through another trustee. Functions as charity trustee are, generally, functions exercised at meetings of the Chapter or its committees.
310. The Committee rejected the proposed amendment.
311. **Revd Canon Pat Hawkins** queried how the accountability to Chapter through the dean (clause 10(6)) is to be held in tension with the principle of collegiality and the understanding of the dean as “primus inter pares”. The **Dean of Canterbury** shared these concerns.
312. **Prof Muriel Robinson** asked the Committee to consider whether any safeguards may be needed to ensure that residentiary canons have sufficient autonomy and to prevent micro-management by deans.
313. The Legal Office advised the Committee that that residentiary canons carry out the roles assigned to them by the Chapter in the way in which they consider to be most appropriate. The non-executive Chapter members provide a safeguard should a dean exceed his or her authority in this regard.
314. **The Ven Joanne Kelly-Moore** reported to the Committee on key outcomes of a recent meeting of residentiary canons in relation to the implementation of the recommendations of the CWG Report. In particular, there was felt to be a need for more training for deans in order to carry out their supervisory functions. In addition, there had been agreement that the Ministerial Development Review was the vehicle for spiritual accountability to the bishop whereas the Personal Development Review was a different form of accountability to the dean.
315. The Committee agreed that greater clarity was needed in the draft Measure as to how residentiary canons are to be held accountable to the dean, as well as to the Chapter, for their non-trustee executive functions. However, the Committee was concerned that

the draft Measure should not be too prescriptive in order to allow for local variations in circumstances and culture among the different cathedrals.

316. The Committee agreed that the revised clause should include a reference to the executive functions for which residentiary canons (and deans) are accountable as being the duties of residentiary canons (and deans) as set out in the Canons, as well as those executive functions given to each residentiary canon (or to the dean) by the Chapter.
317. The Committee accepted the proposed amendments.
318. The Committee considered whether/how the dean's accountability for his or her executive functions should be provided for as their absence could suggest that the dean is not accountable for his or her executive functions. By including a parallel requirement for the dean, it would avoid this suggestion.
319. The Committee accepted the proposed amendment.
320. The Committee discussed whether or not to include a reference to staff in this clause, as the accountability of staff will be through line management and reporting lines set out in their respective contracts of employment, which is not the case for office holders. The Committee agreed not to include staff for this reason.
321. The Committee accepted the proposed amendments.
322. **The Very Revd David Ison** proposed that clause 10(6) should be amended to provide for the accountability of residentiary canons in their third role as priests and ministers, sharing the task of worship in the cathedral and providing pastoral care to the cathedral community.
323. The Legal Office advised the Committee that that the functions of residentiary canons in relation to worship and providing pastoral care fall within their executive roles and functions.
324. The Committee rejected the proposed amendment.
325. However, the Committee agreed that the amendments to clause 10 should include a reference to residentiary canons abiding by the requirements of the Canons of the Church of England²¹.
326. **The Very Revd David Ison** suggested that the Committee amended the draft Measure to include a new requirement for all cathedral staff, clergy and Chapter members to have "*due regard*" to any guidance produced on accountability by the Church Commissioners. He suggested that such guidance could set out the role of the 'vice-chair' (or SNEM) in holding the executive Chapter members to account for their executive roles in the cathedral.
327. The Committee accepted the proposed amendment for clergy and Chapter members, but not for staff²².

²¹ Clause 11(10) (Revision version)

²² Clause 11(8) (Revision version).

328. **Revd Canon Pat Hawkins** suggested that the draft Measure be amended to include a further requirement on the dean to have “*due regard*” to clergy role descriptions and statements of particulars.
329. The Legal Office advised the Committee that most residentiary canons now hold office under common tenure and so the Ecclesiastical Offices (Terms of Service) Regulations 2009 apply to them. These Regulations include the requirement for the provision of a Statement of Particulars as well as setting out what a Statement of Particulars must contain. It would not be appropriate to include a provision in the draft Measure which requires the dean to have “*due regard*” to the legal entitlements of residentiary canons, as it would suggest that the dean could ignore such legal entitlements where there were considered to be sound reasons for doing so.
330. The Revd Canon Pat Hawkins withdrew her submission.

Clause 11 (First Consideration version)

331. Clause 11 of the draft Measure as introduced expanded the bishop’s existing powers under ss.7(4) and (5) of the 1999 Measure to appoint a residentiary canon to carry out the dean’s functions when the office of the dean is vacant.

Clause 11(1) (First Consideration version)

332. **The Very Revd David Ison** noted that clause 11(1) requires the person a bishop appoints as interim dean to be either “*a residentiary canon who is qualified to hold the office of dean*” or “*another clerk in Holy Orders who is so qualified*”. He queried whether the current wording of the qualification for appointment as interim dean is consistent with Canon C21.1, which requires a dean to be in priest’s orders, as the current wording could permit a deacon to be appointed as interim dean.
333. The Legal Office advised the Committee that clause 11(1) requires any residentiary canon to be “*qualified to hold the office of dean*” and a non-Cathedral member of the clergy to be “*a clerk in Holy Orders who is so qualified*”. Therefore, the reference to being appropriately qualified means that the person who is eligible to be so appointed must be in priest’s orders and not deacon’s orders and so it is not necessary for it to be amended as proposed.
334. The Very Revd David Ison withdrew his submission.
335. **Revd Canon Martyn Taylor** considered that the draft Measure should be amended so that an interim dean is not appointed from among the residentiary canons in the cathedral but, instead, should be a member of the clergy from outside the cathedral.
336. The Committee felt it was important that this clause was sufficiently flexible but also not too permissive.
337. The Committee rejected the proposed amendment.
338. After further discussion, the **Committee** requested that the draft Measure was amended to confer discretion on the bishop to appoint a person as an interim dean who is either a residentiary canon in that cathedral or is another suitably qualified member of the clergy.
339. The Committee accepted the proposed amendment.

340. The **Committee** proposed that a new clause be added to require the bishop to consult the Chapter on the appointment of an interim dean. This is in keeping with the collaborative approach to Chapter appointments that the Committee has sought to encourage through its amendments to the draft Measure.

341. The Committee accepted the proposed amendment²³.

Clause 11(4) (First Consideration version)

342. The **Legal Office** proposed that clarificatory wording is added to provide that the archbishop's decision is final.

343. The Committee accepted the proposed amendment.

Clause 12(2) (Revision version)

344. The **Charity Commission** asked for the draft Measure to be amended to specify when and how the interim dean's appointment comes to an end, to avoid any ambiguity on this issue.

345. The Committee accepted the proposed amendment.

Clause 11(8) (First Consideration version)

346. Clause 11(1) of the draft Measure as introduced provided that the bishop must appoint an interim dean if the office of dean is vacant or the dean is unable to discharge functions because of illness, absence etc. Clause 11(8) of the draft Measure as introduced clarified that a dean who is suspended, removed or disqualified from office is to be treated as unable to discharge the dean's functions.

347. The **Charity Commission** raised a concern about the words in 11(8) in brackets, which it considers could be read as meaning that the dean cannot be treated as unable to discharge his or her functions until the relevant appeal/waiver process is complete. Therefore, the Charity Commission requested that clause 11(8) is amended to clarify that the bishop has the power to appoint an interim dean while the dean is awaiting determination of the appeal or waiver application.

348. The Committee accepted the proposed amendment.

Clause 12 (First Consideration version)

349. There were no submissions on clause 12 and no amendments were made.

Clause 13 (First Consideration version)

350. Clause of the draft Measure as introduced required the Chapter's constitution to establish a Nominations and Development Committee and set out how its members are appointed and what its functions are.

351. **The Very Revd Peter Bradley** and **Mr Jonathan Cryer** noted that the name of this committee has the potential to cause confusion as many cathedrals already have a development committee which oversees fundraising activity. Therefore, **The Very Revd**

²³ clause 12(3) (Revision version)

Peter Bradley proposed that the draft Measure be amended so that the name of this committee is changed to the “Nominations Committee”.

352. The Committee accepted the proposed amendment.

Clause 13(2) (First Consideration version)

353. Clause 13(2) of the draft Measure as introduced provided that the Nominations Committee must be chaired by a non-executive Chapter member.

354. **The Very Revd Peter Bradley** and **Revd Canon Pat Hawkins** were concerned that this requirement is too restrictive, as requiring non-executive Chapter members to chair committees of the Chapter too will mean that the time commitment being asked of such members will be more significant. As many Chapters are already finding it a challenge to find people to serve on Chapter who have both the necessary skills and experience and sufficient time available, this requirement could aggravate the situation.

355. **The Ven Nikki Groarke** shares this concern. However, **The Ven Nikki Groarke** and **Canon Margaret Sheather and Revd Canon Richard Mitchell** consider it appropriate for non-executive Chapter members to be required to chair statutory committees of the Chapter (such as the Nominations Committee) but not other committees or sub-committees set up by the Chapter.

356. **The Very Revd Peter Bradley** and **Revd Canon Pat Hawkins** proposed that the draft Measure is amended to require the chair of the Nominations Committee to be appointed by the Chapter but not to require that person to be member of the Chapter.

357. **The Very Revd Peter Bradley** suggested that, if the Committee is concerned that accountability and oversight may be compromised if the chair of the Nominations Committee is not a non-executive Chapter member, the draft Measure could be further amended to require:

- a. regular reporting to the Chapter by the Nominations Committee; and
- b. a member of the Chapter to be a member of the Nominations Committee.

358. **Mr Tim Fleming** proposed that this clause be amended to enable non-Chapter members to be appointed to the Nominations Committee.

359. The Committee considered the various concerns and accepted the following amendments to this clause:

- a. the chair of the Nominations Committee must not be an executive Chapter member;
- b. at least one member of the Nominations Committee (who may be the chair) must be a non-executive Chapter member; and
- c. non-Chapter members may be members of the Nominations Committee.

Clause 13(3) (First Consideration version)

360. **Mr Tim Fleming** proposed that the list of the Nominations Committee’s functions in clause 13(3) is expanded to include keeping under review the skills, knowledge, experience and diversity of the Chapter and making recommendations to the Chapter where any gaps or needs are identified.

361. The Committee accepted the proposed amendment.²⁴

²⁴ Clause 14(6) (Revision version)

Clause 13(4) First Consideration version)

362. The **Legal Office** proposed that this clause is amended for consistency in drafting to leave out “*and functions*” and insert “, *functions and proceedings*”.
363. The Committee accepted the proposed amendment.

Clause 14 (First Consideration version) and Clause 15 (Revision version)

364. The Committee’s amendments to clauses 5(1)(i) and (j) (Revision version) required consequential amendments to be made to clause 14 of the draft Measure as introduced. In addition to those consequential amendments, the following submissions for amendment were considered.

Clauses 14(2) and (3) (First Consideration version) and Clause 15 (Revision version)

365. **The Very Revd Peter Bradley, Revd Canon Pat Hawkins and Ms Alison Coulter** raised a concern that the requirement for the chair of the Finance, Audit and Risk Committee to be a non-executive member of the Chapter is too restrictive. Requiring non-executive Chapter members to chair committees of the Chapter would mean that the time commitment being asked of such members will be more significant. As many Chapters are already finding it a challenge to find people to serve on Chapter who have both the necessary skills and experience and sufficient time available, there is a concern that this requirement could aggravate the situation (particularly if the Chapter has a Finance Committee and an Audit and Risk Committee).
366. **The Ven Nikki Groarke** shares this concern. However, **The Ven Nikki Groarke and Canon Margaret Sheather and Revd Canon Richard Mitchell** considered it appropriate for non-executive Chapter members to chair statutory committees of the Chapter (such as the Finance and the Audit and Risk Committees), but not other committees or sub-committees set up by the Chapter.
367. **Mrs Mary Chapman** considered that the Finance Committee and the Audit & Risk Committees should both be chaired by a non-executive Chapter member.
368. **The Very Revd Andrew Nunn, Tim Fleming and the Dean of Canterbury** considered that where a Chapter sets up two separate committees both should be able to be chaired by the same non-executive Chapter member. This is particularly the case for cathedrals which would struggle to find sufficient Chapter members with the appropriate skill sets to have separate chairs for these committees.
369. **Revd Canon Pat Hawkins** considered that it would be best practice to have an independent chair for the Finance and the Audit and Risk Committees and so this provision could require cathedrals to adopt a governance model that does not reflect the requirements of best practice.
370. **The Very Revd Peter Bradley and Revd Canon Pat Hawkins** proposed that, in order to address this concern, the draft Measure is amended to require the chair of the Finance and the chair of the Audit and Risk Committees to be appointed by the Chapter, but not to require that person to be member of the Chapter.
371. **Mr Tim Fleming** proposed that this clause is amended:
- a. to enable non-Chapter members to be appointed to the Finance and the Audit & Risk Committee(s); and
 - b. to require the Chapter to make provision in its statutes for the composition and functions of the Finance and the Audit & Risk Committee(s).

372. **The Very Revd Peter Bradley** suggested that, if the Committee is concerned that accountability and oversight may be compromised if the chair of the Finance and of the Audit and Risk Committees is not a non-executive Chapter member, the draft Measure could be further amended to require:
- a. regular reporting to the Chapter by the Committee(s); and
 - b. a member of the Chapter to be a member of the Committee(s). (This proposal is also supported by **Ms Alison Coulter**, who suggests that this member should be the dean.)
373. The Legal Office advised the Committee that:
- a. it would not be appropriate for an executive Chapter member to chair the Finance or the Audit and Risk Committee(s);
 - b. it could undermine the purpose of having separate committees if the same person was permitted to chair both of them; and
 - c. the Governance Code advises that two trustees should be members of the Audit committee²⁵.
374. The Committee considered the various submissions and agreed to amend clause 14 as follows²⁶:
- a. the chair of the Finance committee must be a non-executive Chapter member;
 - b. the chair of the Audit and Risk committee must not be a Chapter member;
 - c. delete clause 14(3) of the draft Measure as introduced;
 - d. the Audit and Risk committee must have at least one non-executive Chapter member as a member of the committee;
 - e. the dean should have the right to attend and speak at meetings of the Finance Committee and (if there is one) the Audit and Risk Committee, but should not be a member of either committee;
 - f. enable non-Chapter members to be members of the Finance Committee and of the Audit & Risk Committee; and
 - g. the Chapter must make provision in its statutes for the composition and functions of the Finance Committee and of the Audit & Risk Committee.

Clause 14(2) (First Consideration version)

375. **Mr Tim Fleming** proposed that the words “*financial expertise which is relevant to the affairs of a cathedral*” are substituted by “*relevant financial expertise*”, as there is concern that the current wording could be taken to narrow the type of financial expertise that is considered relevant. **Tim Fleming** also proposed that the same amendment should be made in Para 2(5) of Schedule 1 of the draft Measure, so the same wording is used in both places.
376. **Mr Carl Hughes** suggested the use of the formula “*recent and relevant financial expertise*” instead, which is in Provision 24 of the UK Corporate Governance Code and is well understood.

²⁵ Principle 4 of the Charity Governance Code (larger charities): Decision making, risk and control recommended practice 4.8.2: “*Where the charity has an audit committee, its chair has recent and relevant financial experience and the committee includes at least two trustees*”.

²⁶ See clause 15 Revision version

377. The Committee accepted the proposed amendment to align the terminology with the amendment made to Para 2(5) of Schedule 1.

Clause 14(4) (First Consideration version)

378. Clause 14(4) of the draft Measure as introduced requires the Finance Audit & Risk Committee to keep the cathedral's activities under review.
379. **Mr Tim Fleming** noted that this clause is widely drafted and questioned whether clarification is needed (other than in guidance) as to whether the terms of reference can specify matters relating to the cathedral's management only or also to its activities.
380. The Legal Office advised the Committee that the use of the word "*and*" means that the clause relates to both; "...*the activities of the Cathedral and its management in relation to such matters as the Chapter may specify...*". However, if the Committee considered that clarification is needed, this clause could be amended to require the respective committee to "...*keep under review the activities and management of the cathedral in relation to such matters...*"
381. The Committee accepted the proposed amendment.

Clause 14(5) (First Consideration version)

382. This clause provides that, when setting the terms of reference for the Finance and the Audit & Risk Committees, the Chapter must have regard to any guidance issues by the Church Commissioners.
383. The **Legal Office** requested that the word "*due*" is inserted before the word "*regard*" to provide internal drafting consistency with clause 1, which requires "*due regard*" to be had.
384. The Committee accepted the proposed amendment.

Proposal for new Clause to be included between clauses 14 and 15

385. **Revd Canon Pat Hawkins** proposed that a new clause should be inserted to include a requirement for a safeguarding committee to be set up. Although a safeguarding committee could be set up under clause 15, this would give it the same status as the other statutory committees.
386. The Legal Office advised the Committee that, whilst it is understandable that there is a wish to give due prominence and importance to a safeguarding committee, it should not be set out separately in the draft Measure as a statutory committee. This is because, as safeguarding guidance changes in the future, it may be that a safeguarding committee, as a committee of the Chapter is not required and so the current drafting, which enables a safeguarding committee to be set up, is preferable.
387. The Revd Canon Pat Hawkins withdrew her submission.

Clause 15(2) (First Consideration version) and Clauses 16(3) and (4) (Revision version)

388. Clause 15(2) of the draft Measure as introduced provided that Chapter committees may have members who are not also members of the Chapter but required all such committees to be chaired by a Chapter member.
389. **The Very Revd David Ison, The Very Revd Peter Bradley, Revd Canon Pat Hawkins, The Ven Nikki Groarke and Canon Margaret Sheather and Revd Canon Richard**

Mitchell all raised a concern that the requirement for a non-executive member to chair all Chapter committees and sub-committees set up under clause 15 is too restrictive. **The Very Revd Andrew Nunn** also noted that requiring non-executive Chapter members to chair committees and sub-committees of the Chapter will mean that the time commitment being asked of such members will be significant. As many Chapters struggle to find people to serve on Chapter who have both the necessary skills and experience and sufficient time available, there is a concern that this requirement will aggravate the situation.

390. **The Very Revd David Ison** proposed that, in order to address this concern, the draft Measure is amended to require Chapters to set out in their statutes whether or not the chair of any specific committee or sub-committee is required to be a Chapter member.
391. **The Very Revd Peter Bradley** and **Revd Canon Pat Hawkins** proposed that, in order to address this concern, the draft Measure be amended to require that the chairs of committees and sub-committees of the Chapter are appointed by the Chapter, but with no requirement for the person appointed as chair to also be member of the Chapter.
392. **Revd Canon Pat Hawkins** raised a particular concern that it would be best practice to have an independent chair for the safeguarding committee and, if not amended as proposed above, this provision could require Chapters to adopt a governance model that does not reflect the requirements of best practice in some areas.
393. **The Very Revd Peter Bradley** suggested that, if the Committee is concerned that accountability and oversight may be compromised, the draft Measure could be amended to require:
 - a. regular reporting to the Chapter by each Chapter committee and sub-committee; and
 - b. a member of the Chapter to be a member of each Chapter committee and sub-committee (this was also proposed by **Canon Margaret Sheather** and **Revd Canon Richard Mitchell**).
394. The Committee considered the various submissions for amendment to this clause and agreed that it should be amended to enable Chapters to be more flexible as to how they provide for the charring and membership of Chapter committees. The Committee also agreed that the draft Measure should require Chapters to put appropriate reporting requirements in place, to be set out in their statutes.
395. The Committee accepted the amendments²⁷ to provide that Chapters must include in their statutes:
 - a. provision as to the charring of each committee or sub-committee including whether the chair must be a member of the Chapter; and
 - b. provision for each committee or sub-committee to report its proceedings to the Chapter.
396. The Committee considered whether the draft Measure should require at least one Chapter member to be a member of each committee and sub-committee of the Chapter. The Committee was concerned that some cathedrals simply have too many committees to make this viable and that some committees do don't need a Chapter member on them.
397. The Committee noted that the governance guidance to be produced alongside the draft Measure should make it clear that it is best practice to have a Chapter member on each

²⁷ Clauses 16(3) and (4) (Revision version)

committee, but this is a matter for each Chapter to decide in terms of appropriateness and practicability.

398. The Committee rejected the proposed amendment.

Clause 15(1) (First Consideration version) and New clause 17 (Revision version)

399. Clause 15(1) of the draft Measure as introduced conferred power on Chapters to set up committees and sub-committees of Chapter, which may include a stakeholder engagement committee. The power in this clause did not enable Chapters to set up an arm's length advisory council which is not a committee of the Chapter.

400. **The Very Revd Jane Hedges, the Dean of Canterbury, Revd Canon Tim Bull, Revd Canon Kevin Goss (St Albans), The Revd Canon Peter Moger, Mrs Anne Foreman, Mr Clive Scowen and Ms Alison Coulter** expressed concern over the loss of cathedral Councils as a valuable source of advice for the Chapter, as well as a stakeholder body and advocate for the cathedral and a means of holding the Chapter to account.

401. **The Very Revd Jane Hedges, the Dean of Canterbury, Revd Canon Tim Bull, Revd Canon Kevin Goss, Mr Clive Scowen and Mr Tim Fleming** proposed that the draft Measure be amended to confer power on Chapters to set up arm's length advisory/stakeholder councils. Chapters would have the choice as to whether to set up an advisory council, which would not be a committee of the Chapter. An advisory council would be able to carry out such advisory and stakeholder engagements and functions as may be conferred on it by the Chapter.

402. The Legal Office advised the Committee that an advisory/stakeholder council set up under the proposed new enabling power would not:

- a. form part of the cathedral's body corporate;
- b. have any statutory powers or functions;
- c. be able to require the Chapter to follow its advice; and
- d. be a committee of the Chapter.

403. The Committee accepted the proposed amendment.

404. The **Legal Office** proposed that the wording in the second part of clause 15(1) of the draft Measure as introduced is moved to the new clause 17(1) (Revision version) as it relates to the functions which it is anticipated will be carried out by advisory councils, rather than by committee of the Chapter.

405. The Committee accepted the proposed amendment.

406. **Ms Alison Coulter** proposed that the draft Measure sets out the terms and scope of an advisory/stakeholder council, as well as the purposes for which it can be set up.

407. **Mr Tim Fleming** proposed that the draft Measure should provide that the members of an advisory/stakeholder council are not members of the Chapter.

408. **The Very Revd Peter Bradley** considered that having an independent chair of the advisory council would strengthen its role as an advisory body to the Chapter. **Canon Margaret Sheather and Revd Canon Richard Mitchell and Mr Tim Fleming**, agreed that the chair of an advisory council should not be a Chapter member, as a degree of independence is needed for this role.

409. **The Very Revd David Ison** considered that having a well-known external person as chair of a stakeholder council is a good way to bring external resources into the Chapter and **Prof Muriel Robinson** suggested finding a “high level” person to act as council chair would make the wisdom of such people available to Chapters.
410. However, **The Revd Canon Peter Moger** suggested that the chair of the council should sit as part of the governance structure, so they can act as a critical friend and also represent the Chapter. The Legal Office advised that the chair of the council could only sit within the governance structure of the cathedral if they were a Chapter member.
411. The Legal Office advised the Committee that, if the Committee decided to amend the draft Measure to include such a power, it would be better for it to be a high level, enabling power and should not include any prescriptions that the Committee does not consider to be necessary, so that individual Chapters can tailor such a council to the needs of their cathedral.
412. The Committee rejected the proposed amendments.
413. **Revd Canon Kevin Goss** suggested that the formation of such an advisory council should be a matter for each Chapter to determine, so that it can be tailored to the needs of each cathedral.
414. The Committee agreed and, in addition, proposed that the draft Measure should require each Chapter which exercises this power to set out in its statutes the composition, functions and proceedings for any advisory bodies it sets up, to reflect what is most appropriate in their circumstances. This would also need to be supported by suitable guidance.
415. The Committee accepted the proposed amendment.

Clause 16 (First Consideration version)

416. There were no submissions on clause 16 and no amendments were made.

Clause 17 (First Consideration version) and new Schedule 2 (Revision version)

417. The **Legal Office** proposed that clause 17 of the draft Measure as introduced is moved to a new Schedule 2 and expanded to include not only the provisions from clause 17 to transfer property, but also to make provision for the transfer of staff, trusteeships and rights and liabilities from the existing corporate body of the cathedral to the new corporate Chapter. The purpose of these provisions is to simplify the transfer process, as many transfers will now happen by operation of law, rather than requiring a separate document, to save Chapters and their associated charities both time and money.
418. The Committee accepted the proposed amendments.

Clause 18(1) (First Consideration version)

419. Clause 18(1) provides that the legal title to the cathedral church buildings within the ecclesiastical exemption (i.e. the red line), as well as the legal title to any object designated as “outstanding” in the inventory compiled by the cathedral pursuant to s.24 Care of Cathedrals Measure 2011 (an “**Outstanding Inventory Object**”), is vested in the Chapter, as trustee, to be held on trust for the charitable objects of the Chapter.

420. The **Charity Commission** has requested that the word “charitable” be left out to avoid the suggestion that the objects are deemed charitable, regardless of whether or not they meet the test set out in the 2011 Act.
421. The Committee accepted the proposed amendment.

Clause 18(3) (First Consideration version)

422. Clause 18(3) provides that, should the Chapter cease to exist for any reason, the trusteeship of the cathedral church building and any Outstanding Inventory Object automatically vests in the Diocesan Board of Finance (**DBF**) for the relevant diocese, to be held on trust for the cathedral’s objects and for no other purpose.
423. **The Ven Dr Jane Steen** asked the Committee to consider amending the draft Measure by adding the following wording for the avoidance of doubt: “*which continues to be bound by the provisions of this Measure until and unless such time as the cathedral shall no longer be designated a cathedral church*”.
424. The Legal Office advised the Committee that, if the DBF is bound by the provisions of the draft Measure, it would be the Chapter of the cathedral, which it cannot be by its very nature and composition. The intention in this situation (which is a doomsday scenario should the Chapter charity ever be wound up) is for the DBF to be the trustee of the remaining property, whilst suitable arrangements are made depending on the situation in the diocese.
425. The Committee rejected the amendment proposed.

New clause 19(3) (Revision version)

426. **Mr Tim Fleming** asked the Committee to amend the draft Measure to clarify that the balance sheet valuation of the cathedral church building and Outstanding Inventory Objects should be nil value. Although clause 18(2)(b) (First Consideration version) provides that these items are inalienable, this is an insufficient basis on which to conclude that nil value should be placed on them for accounting purposes. This is particularly the case where additions are made to a cathedral church building or an Outstanding Inventory Object is purchased following a fundraising initiative. In both of these situations there will be an attributable cost in accounting terms and, therefore, in the absence of clarity not to capitalise, may require capitalisation on the balance sheet. He suggested that a new clause could be drafted along similar lines to the legislation relating to accounts in The National Trust Act 1971.
427. The Legal Office advised the Committee that, at present, the charity Statements of Recommended Practice (**SORP**) requires heritage assets to be included on a charity’s balance sheet in one of two ways – either at its cost value or its market value. However, as the “cost” of the vast majority of cathedrals is unknown, the practice encouraged by the Church Commissioners has been to place a nil value on the cathedral church building (i.e. property within the red line) on the balance sheet. In order to clarify the position in relation to the cathedral church building, as well as any capitalisation of improvements to those assets, it would be helpful for a new clause along the lines proposed to be included in the draft Measure.
428. The Committee accepted the proposed amendment.

Clause 18(5) (First Consideration version)

429. The **Charity Commission** raised a concern as to how this clause could be interpreted once the Chapter has ceased to exist and proposed an amendment to this clause so that it refers to the objects set out in clause 4(1) rather than the objects of the Chapter.
430. The Committee accepted the proposed amendment.

Clause 19 (First Consideration version)

431. There were no submissions on clause 19 and no amendments were made.

Clause 20(7) (First Consideration version)²⁸

432. The existing provisions requiring cathedrals to obtain the Church Commissioners' consent on the disposal of land in s.15 of the 1999 Measure are reflected in clause 20(1) – (5). Clause 20(7) of the draft Measure as introduced permits the Church Commissioners to consent to a disposition at an undervalue, reflecting s.15(3) of the 1999 Measure.
433. Ss.117(3)(c) and (d) Charities Act 2011 permit a charity to dispose of an interest in land at an undervalue, without obtaining the Charity Commission's consent, where either:
- a. the disposal is to another charity and it is authorised under the trusts of the disposing charity; or
 - b. the disposal is a lease to a beneficiary of the charity which is intended to enable the leased premises to be occupied for the purposes of the lessor charity.
434. The **Legal Office** proposed an amendment to enable the Church Commissioners to approve a proposed disposal by a Chapter at an undervalue on the basis that the proposed disposal would be authorised under s.117(3)(c) or (d) of the 2011 Act.
435. The way in which the revised clause is drafted aims to facilitate a simplified process for the Church Commissioners to consent to a disposal at an undervalue where it would have been authorised under s.117(3)(c) or (d). It includes a requirement that the Church Commissioners confirm in writing that the proposed transaction is of the kind described in s.117(3)(c) or (d) of the 2011 Act. It is hoped that this will avoid situations where Chapters decide for themselves, incorrectly, that a proposed disposal falls within s.117(3)(c) or (d) and will ensure that the Church Commissioners are informed about any such proposed disposal.
436. The Committee accepted the proposed amendment.

Clause 21 (First Consideration version)

437. Clause 21 confers a new power on the Church Commissioners to decide whether property is permanently endowed where its status is unclear.
438. The **Charity Commission** requested that this clause be amended to refer to the Chapter's permanent endowment rather than the cathedral's permanent endowment, since the Chapter will be the legal entity. The Charity Commission confirmed that it would be satisfied if the words "*part of the cathedral's*" were left out.
439. The Legal Office advised the Committee that the proposed amendment does make the drafting clearer but does not change the meaning of the clause.

²⁸ Clause 21(7) Revision version

440. The Committee accepted the proposed amendment.

Clause 22 (First Consideration version)

441. There were no submissions on clause 22 and no amendments were made.

Clause 23 (First Consideration version)

442. There were no submissions on clause 23 and no amendments were made.

Clause 24 (First Consideration version)

443. There were no submissions on clause 24 and no amendments were made.

Clause 25 (First Consideration version)

444. Clause 25 reflects s.20 of the 1999 Measure, with s.25(3)(c) including a new requirement for a copy of the report to also be sent to the Church Commissioners.

445. **Mr Tim Fleming** proposed that the words “*and any ancillary building*” should be left out, because the inspection of ancillary buildings is already covered by s.26(1)(a) Care of Cathedrals Measure 2011 and therefore does not need to be repeated in the draft Measure.

446. The Legal Office confirmed to the Committee that this was correct.

447. The Committee accepted the proposed amendment.

448. **Mr Tim Fleming** also proposed that the reference in clause 25(1)(a) to the “*cathedral*” should be amended to “*cathedral church building*”, to maintain consistency with the rest of the draft Measure and link to the definition in clause 42.

449. The Committee accepted the proposed amendment.

Clause 26 (First Consideration version)

450. There were no submissions on clause 26 and no amendments were made.

Clause 27 (First Consideration version)

451. There were no submissions on clause 27 and no amendments were made.

Clause 28(1) (First Consideration version)

452. Clause 28(1) confers power on the Church Commissioners to set the financial year end date (FYE) for cathedrals.

453. **The Very Revd David Ison** and **Ms Alison Coulter** considered that conferring a power on the Church Commissioners to specify the FYE for all cathedrals is contrary to the principle of providing the maximum flexibility for local circumstances in cathedrals. They also expressed concern that, as drafted, the clause gives power to the Church Commissioners to change the FYE without consulting Chapters. **Mrs Anne Foreman** and **Mr Tim Fleming** proposed that this clause be left out on the basis that cathedrals

need to be free to determine their FYE in order to reflect their particular circumstances, rather than to fit in with those of the Church Commissioners.

454. **The Very Revd David Ison** questioned why this power is needed when the Charity Commission, as regulator, does not require all charities to have the same FYE.
455. The Committee was informed that the reason for including this new power that the Church Commissioners may exercise in the future was:
- a. to align cathedrals with all other Church of England institutions; and/or
 - b. to make it easier for the Church Commissioners, as regulator and grant maker, to compare accounts and benchmark.
456. **Very Revd David Ison** noted that, if this power was to be retained, the draft Measure should be amended to specify a FYE for all cathedrals and confer a power to vary it on the Church Commissioners, following consultation with cathedrals and other relevant bodies. He suggested that the wording similar to that in clause 26(7) could be used to set out those representative bodies which should be consulted. **Ms Alison Coulter** proposed that any power for the Church Commissioners to set the FYE by order should only be able to be exercised after the Church Commissioners had consulted all the cathedrals. The Legal Office advised the Committee that it would be more appropriate for any consultation to be held with those bodies representing cathedrals in financial matters.
457. The Committee considered the concerns raised and requested and was provided with information on:
- a. how many cathedrals do not have a 31 December FYE;
 - b. how many of those cathedrals would have a strong objection if the Church Commissioners decided to require all cathedrals to move their FYE to 31 December; and
 - c. whether a unified FYE would be of practical assistance to the Church Commissioners as co-regulator and grant maker.
458. The Committee was advised that, at present, ten cathedrals have a FYE that is not 31 December. All ten cathedrals were contacted and asked whether, if a new FYE of 31 December was imposed, this would cause them significant concerns and, if so, what they were. When the Committee met, six of the ten cathedrals had responded, of which three confirmed that they would not object to moving their FYE to 31 December (provided they had adequate notice) and three confirmed they had strong objections.
459. The Church Commissioners confirmed that staff are able to benchmark and compare cathedral accounts (as they do at present) without a unified FYE.
460. The Committee considered that, although they understood that there was no immediate intention to exercise this power when the Measure comes into force, it would be prudent to retain the enabling power so that the Church Commissioners can exercise it should it be necessary or expedient to do so in the future.
461. The Committee rejected the amendments proposed.

Clause 28(2) (First Consideration version)

462. This clause requires that each Chapter sends a copy of its accounts and annual report to the Church Commissioners and the diocesan bishop.
463. **Mr Adrian Greenwood** proposed that clause 28(2) be amended to require Chapters to send a copy of their accounts and annual report to the DBF and their diocesan synod, as well as to the Church Commissioners and the bishop.

464. The Legal Office advised the Committee that it should consider what the benefit would be if the draft Measure sought to impose these statutory obligations on the Chapter. In particular, the Committee was informed that:
- a. once cathedrals are registered charities, their annual report and accounts will be publicly available on the Charity Commission's website within a couple of months of them being filed with the Charity Commission, which would provide the DBF and diocesan synod with access to these documents;
 - b. if the accounts and annual report are sent to the bishop, who is a member of the DBF, what would be the benefit of requiring a separate copy to be sent to the DBF; and
 - c. this requirement was imposed in relation to the bishop and the Church Commissioners as the Visitor and co-regulator, as they may need to see the Chapter's accounts without the delay of a couple of months – this is not the case for the DBF and diocesan synod.
465. The Committee considered that it was not appropriate to place a statutory duty on Chapters as proposed but suggested that this practice could be encouraged in guidance.
466. The Committee rejected the amendments proposed.

Clause 28(3) (First Consideration version) and Clauses 29(3) and (4) (Revision version)

467. Clause 28(3) of the draft Measure as introduced required Chapters to provide the Church Commissioners with such other financial information as they may specify by Order.
468. **The Very Revd David Ison** and **Mr Tim Fleming** proposed that the requirement to provide financial information should be amended to include a requirement for consultation, to avoid unreasonable demands and/or timescales. **Mr Tim Fleming** suggested that consultation could be with those bodies representing cathedrals in financial matters, as set out in clause 14(6) of the draft Measure.
469. The Committee considered that the requirement to provide financial information should be amended to include a requirement for consultation with those bodies representing cathedrals in financial matters.
470. The Committee accepted the amendment proposed.

471. The **Committee** proposed that the draft Measure should be amended to include a separate power to elicit financial information from a single Chapter, as regulator. The Legal Office advised that this could be achieved by splitting clause 28(3) into two clauses so that:
- a. a request for the provision of financial information generally from all Chapters would require consultation as proposed; and
 - b. a request for financial information from individual Chapters to enable the Church Commissioners to undertake their functions as co-regulator would not require any consultation.
472. The Committee accepted the proposed amendments.

Clause 30(3) (Revision version)

473. Clause 30 provides that any changes to a Chapter's constitution and statutes require the consent of the bishop and of the Church Commissioners.

474. The **Charity Commission** requested that the draft Measure is clear that it is not possible for Chapters to make “regulated alterations” (i.e. changes that require the Charity Commission’s prior consent under charity law) to their statutes. The Committee noted that it was never been intended that such changes could be made in the statutes (and the templates and guidance would have made this clear).
475. The Committee asked the Legal Office to discuss this requested amendment further with the Charity Commission but, if the Charity Commission insisted on its inclusion, the Committee would agree to it.
476. Following further discussion, the Charity Commission was clear that this is an amendment which it considered important to make.
477. The Committee accepted the proposed amendment.

Clause 30 (First Consideration version)

478. This clause sets out the consultation procedures for the revision of constitutions and statutes.
479. **The Very Revd David Ison** proposed that clause 30(3)(c) is left out. This clause requires the publication of the notice of constitutional amendments in one or more publications circulating in the diocese. He considers this requirement to date from before the widespread use of the internet and questions why it is necessary, as it incurs additional expense for no clear purpose.
480. The Legal Office informed the Committee that, if the Committee agreed to accept this proposed amendment, clauses 30(3) and (4) would be merged.
481. The Committee accepted the proposed amendments.

Clause 31 (First Consideration version)

482. Clause 31 requires Chapters to obtain consent from the Church Commissioners, the diocesan bishop and, where consent is required in relation to the amendments proposed under charity law from the Charity Commission.
483. The **Charity Commission** requested that this clause should be consistent with the 2011 Act and so make it clear that, if a Chapter fails to obtain the consents specified in clause 31(1), any instrument purporting to amend the Chapter’s constitution or statutes will be ineffective.
484. The Legal Office advised the Committee that amendments made without consent would necessarily be unlawful and of no effect and so this amendment was not needed.
485. The Committee rejected the proposed amendment.

Clause 32 (First Consideration version)

486. Clause 32 of the draft Measure as introduced, required that the Instrument amending the constitution or statutes must be signed by the dean and any changes to the constitution must be filed with the Charity Commission as well as with the Church Commissioners.
487. The **Charity Commission** requested that the draft Measure provides where the duty to file the relevant instrument with the Charity Commission sits. The Legal Office proposed that the draft Measure be amended to clarify that this obligation falls on the Chapter.
488. The Committee accepted the proposed amendment.

489. The **Charity Commission** requested that the draft Measure should require the amended constitution to be filed with the Charity Commission within a specified time period from the date on which the amendments are made. The Charity Commission suggested a period of 15 days from the date of the amendment being made, which is the requirement for Charitable Incorporated Organisations (**CIOs**).
490. The Committee agreed to include such a requirement but felt that a 60 day time period was more appropriate, to enable the amendments to be checked by the Church Commissioners first. However, the Charity Commission considered that 60 days was too long for it, as co-regulator, not to have a current version of a Chapter's constitution and so it proposed a period of 30 days instead.
491. The Committee agreed on a compromise of 30 working days. The Committee also considered that the process to be followed would need to be set out in guidance.
492. The Legal Office discussed this issue with the Charity Commission, which supported the Church Commissioners checking revised Chapter constitutions before they are filed with the Charity Commission. However, concern remained as to what happens if any further amendments are included in a constitution between consent being provided by the Church Commissioners and the dean signing the revised constitution. As those amendments made with consent will be effective, the Charity Commission will not know what changes have been made to the constitution during the period of further amendment/discussion between the Chapter and the Church Commissioners in relation to any amendments for which consent was not given and so are ineffective.
493. Therefore, the following steps for revisions being made to Chapter constitutions were agreed with the Charity Commission and proposed to the Committee for approval:
- a. the Chapter seeks and obtains consent to amendments from the Church Commissioners (and, if required under charity law, from the Charity Commission);
 - b. the new/revised constitution is signed by the dean and then sent to the Church Commissioners;
 - c. the Church Commissioners check the new or revised signed constitution and certify they have consented to the changes made and a copy of that certificate is sent to the Chapter;
 - d. the Church Commissioners' certificate brings the new or revised constitution into force on the date stated on that certificate; and
 - e. the Chapter has 15 working days from the date on which they receive the certificate from the Church Commissioners to send the new or revised constitution, with the certificate of consent, to the Charity Commission.
494. The Committee accepted proposed amendments to bring the above proposals into effect.

Clause 33 (First Consideration version)

495. Clause 33 amends s.5(2) of the Safeguarding and Clergy Discipline Measure 2016 to include members of Chapters in the list of relevant persons which must have "due regard" to the House of Bishops' safeguarding guidance.
496. The **Legal Office** proposed that this requirement should be amended so it is aligned with the requirement for PCCs to have due regard, where it is the corporate entity (i.e. the PCC) that is required to have due regard rather than the individual members of the PCC.
497. The Committee accepted the proposed amendment.

Clauses 34 and 35 (First Consideration version)

498. These safeguarding provisions are similar to the new safeguarding provisions in the CRRs 2020. They are designed to impose additional safeguarding restrictions on who may be a Chapter member, in addition to any charity law restrictions on who may be a charity trustee.

Clause 34 (First Consideration version)

499. Clauses 34(1) - (3) set out when a person will be disqualified from being a member of the Chapter and clauses 34(4) – (8) provide how a bishop may waive this disqualification in consultation with the Diocesan Safeguarding Adviser (**DSA**).

500. **The Very Revd Andrew Nunn** queried whether this clause should be amended so that the waiver is not given by the bishop, even if appropriate consultation has been undertaken with the DSA and other persons, in keeping with the move to make safeguarding more transparent.

501. The Legal Office advised the Committee that:

a. The only disqualification that may be waived by the bishop is a disqualification under clause 34(2) (conviction of offence in Schedule 1, Children and Young Person's Act 1933). This is a safeguarding disqualification imposed by the draft Measure only and not under the general law. The bishop does not have the power to waive disqualification in relation to the disqualification requirements under charity law, including inclusion in a barred list (see clause 34(1)), and so a bishop cannot enable a person who is disqualified under charity law to act as a charity trustee.

b. The disqualification provisions in the draft Measure reflect Rule 68 of the CRRs 2020 and in s.2 of the Safeguarding and Clergy Discipline Measure 2016. The bishop's power to give a waiver was considered by the Revision Committee for the 2016 Measure which reported as follows:

"The Committee recognised that the power for a bishop to waive a disqualification following conviction of an offence listed in Schedule 1 to the 1933 Act could at first glance appear to be inappropriate. However, it noted that Schedule 1 contained a wide range of offences. An assault committed in the course of a playground fight between two schoolboys, both aged under 18, would be a Schedule 1 offence, but that did not mean that the assailant would always be a risk to children. The Committee therefore resolved to keep the power of waiver but agreed that it should not be exercised without professional advice having first been obtained..."

The Revision Committee for the Church Representation and Ministers Measure 2019 took the same view.

c. The Legal Office has again discussed the concern raised with the National Safeguarding Team and it is considered that, as the bishop is required to consult the DSA and other appropriate persons, the decision is not being made by the bishop alone and so, in the circumstances, it is acceptable and suitably transparent.

502. The Committee rejected the proposed amendment.

Clause 35(11) (First Consideration version)

503. Clause 35 enables the bishop to act quickly to suspend a person who is considered to pose a significant risk of harm (as defined in s.35(5)) as soon as a concern is raised and for that person to remain suspended until the investigation has concluded.

504. **The Very Revd Andrew Nunn** recommended that this clause is amended to require written notification to be sent to all Chapter members.
505. The Committee accepted the proposed amendment.

Clause 36 (First Consideration version)

506. There were no submissions on clause 36 and no amendments were made.

Clause 37 (First Consideration version)

507. There were no submissions on clause 37 and no amendments were made.

Clause 38 (First Consideration version)

508. There were no submissions on clause 38 and no amendments were made.

Clause 39 (First Consideration version)

509. There were no submissions on clause 39 and no amendments were made.

Clause 40 (First Consideration version) Clause 41 (Revision version)

510. Clause 40 of the draft Measure as introduced amended s.3 of the Ecclesiastical Offices (Terms of Service) Measure 2009 to require a bishop to remove a dean, residentiary canon or incumbent from ecclesiastical office, within 30 days, if they have been disqualified from acting as a charity trustee by the Charity Commission and that disqualification has not been waived and all and any appeal processes have been exhausted.
511. **The Ven Douglas Dettmer** and **Mrs Anne Foreman** noted that clause 40 amends the Ecclesiastical Offices (Terms of Service) Measure 2009 to provide for the removal from office of certain office holders including deans, residentiary canons and incumbents following their disqualification as a charity trustee. However, it does not address the ex-officio membership of the diocesan bishop as a member of a Diocesan Board of Finance under the Diocesan Boards of Finance Measure 1925, nor the ex-officio membership conferred on suffragan bishops, archdeacons and others by the articles of association of many DBFs. This was considered to be inconsistent and arguably unfair. If the bishop must (with provisos) remove a dean or incumbent who is disqualified as a charity trustee, then similar provisions must also be put in place to remove an archdeacon or a diocesan bishop from ecclesiastical office if they are disqualified as a charity trustee.
512. The Legal Office advised the Committee that the rationale for excluding these categories of office holder in the draft Measure was that they are not required to function as a charity trustee by virtue of their ecclesiastical office, which deans, residentiary canons and incumbents were.
513. **The Ven Douglas Dettmer**, **The Ven Dr Jane Steen** and **The Rt Worshipful Charles George** considered that, as this clause applies to non-cathedral clergy too, the provision in clause 40 is too significant and far-reaching for inclusion in the draft cathedrals Measure. Instead, it should be considered in its own right as part of a separate Measure, or as an amendment to the Ecclesiastical Offices (Terms of Service) Measure (2009).
514. The Legal Office advised the Committee that the Charity Commission was clear that, should a dean or residentiary canon be disqualified from being a charity trustee by

charity law, they must also be removed from ecclesiastical office. Therefore the draft Measure would need to make provision for the removal from office of cathedral clergy on Chapter if they were disqualified from acting as a charity trustee under charity law.

515. The Committee considered whether it is appropriate to make provision in the draft Measure for the removal of non-cathedral clergy who are disqualified under charity law from acting as a charity trustee and the proposal to amend the clause so that its provisions are restricted to deans and residentiary canons only.
516. The Committee agreed that this power was also needed in relation to non-cathedral clergy, but the Committee was of the opinion that this might be better achieved by means of a separate Measure, rather than in the draft Measure.
517. The Committee accepted the proposed amendment.

518. **The Rt Worshipful Charles George** asked the Committee to consider whether the removal from office should be automatic as presently proposed. He raised concerns that:
 - a. the only appeal against disqualification is not against removal from ecclesiastical office but against disqualification from being a charity trustee;
 - b. the only appeal against disqualification is to the Charity Commission, rather than to a church-body with primary responsibility for the well-being of the clergy concerned; and
 - c. whether a provision should be included for the diocesan bishop to waive removal from office in appropriate circumstances, as it appears anomalous that there is a power of episcopal waiver from disqualification from office in respect of criminal convictions under the Child and Young Person's Act 1933 (clause 34(4)), but not in respect of clause 40.
519. **Mr Tim Fleming** queried whether this clause should also include a power for the bishop to grant a waiver as in clause 34.
520. **Mr Tim Fleming** also raised the concern that it is not clear whether clause 40 removed the ability for individuals to apply to the Charity Commission for a waiver under the automatic disqualification rules for trustees.
521. The Legal Office advised the Committee that:
 - a. The 2011 Act demonstrates Parliament's intention that certain categories of person should be automatically disqualified from acting as a charity trustee. A person may also be disqualified from acting as a charity trustee by Charity Commission order.
 - b. Parliament recognises the need for a degree of flexibility in relation to disqualification, so as not to treat people unfairly where the particular circumstances mean that a person is not rendered unfit to be a charity trustee in all cases. Therefore, any person disqualified under charity law may:
 - i. apply to the Charity Commission for a waiver of that disqualification, to enable them to act as a trustee for a specific charity, or a certain class of charities;
 - ii. or appeal against a disqualification/ removal order made against them by the Charity Commission.
 - c. This ability to apply for a waiver and to appeal is reflected in clause 40, which provides that the bishop's duty to remove an office holder does not arise until three months have passed since disqualification and a waiver has either not been

granted by the Charity Commission or it has not been applied for, or until any appeal is dismissed.

- d. The bishop has the ability to waive disqualification under clause 34 because it is an ecclesiastical law disqualification. The bishop has no power to waive disqualification under charity law – the 2011 Act confers this power on the Charity Commission alone. The Charity Commission has made it clear that it will not agree to any dilution of its statutory powers or exemptions from charity law in this regard.

522. The Committee rejected the proposed amendment.

523. **The Ven Dr Jane Steen** raised a concern that clause 40 requires a bishop to remove an office holder who has been disqualified from being a charity trustee, when some reasons for disqualification, such as undischarged bankruptcy, may not be the result of personal fault. She proposed that clause 40 be amended to provide the bishop with some flexibility as to whether to dismiss a guiltless party from office by not limiting the bishop to the decision of the Charity Commission concerning waivers.

524. The Committee considered in what circumstances it would ever be acceptable for a person who is disqualified under charity law from acting as a charity trustee, and in relation to whom the Charity Commission had not granted a waiver of that disqualification, to hold ecclesiastical office in a cathedral (or otherwise).

525. The Legal Office advised the Committee that the provision in clause 3A(2) applies once the Charity Commission has already either exercised its statutory powers to remove the person as a charity trustee, or an event has occurred which has automatically disqualified that person from acting as a charity trustee as a matter of law. The proposed amendment also does not reflect the fact that the bishop cannot be given a power to waive the statutory disqualification of a person under charity law from acting as charity trustee.

526. The Ven Dr Jane Steen withdrew her submission.

527. **Revd Neil Patterson** noted that this clause imposed a duty on the bishop to remove dean or residentiary canon from their ecclesiastical office without any prescription as to how the duty is to be exercised. He noted the processes and procedures in s.30 of the Clergy Discipline Measure 2003 (“**CDM**”), which confers power on the bishop to remove clergy from office who have been convicted of serious criminal offences and questioned whether the s.30 processes could be used here too.

528. The Legal Office advised the Committee that, as s.30 CDM’s process allows the bishop/archbishop to decide whether or not to remove someone from office, it would not be appropriate to import all of its provisions. However, it does enable a bishop to remove a person from office for a time limited period only and it also sets out certain prescriptions for how the power must be exercised, which the Committee could consider including in clause 40.

529. Proposal One: To include an option for a time-limited removal from office.

- a. S.30 CDM gives the bishop the choice whether to remove someone from office for a limited period or permanently. The Committee considered whether, when removing a person from office under clause 40, the bishop should also have the choice to remove a person from office for a limited period, rather than permanently.
- b. The Legal Office advised the Committee that, if accepted,

- i. the option of a time limited removal could not be for a shorter period than the Charity Commission's disqualification period;
 - ii. the Committee should consider restricting the power to remove for a limited period to a situation where the disqualification by the Charity Commission is for a short period only (e.g. up to two years); and
 - iii. the draft clause would be long and complex as it would need to provide for a situation where, during that period of disqualification, further misconduct came to light or the person acted as a trustee whilst disqualified, and so the Charity Commission either extended the original disqualification or made a further disqualification order, so that the total period of disqualification would be more than two years.
- c. The Legal Office informed the Committee that it understands that the Charity Commission usually disqualifies people for longer than 2 years and so there may be few opportunities to use such a power.
530. The Committee considered the proposal but felt that it was over-complicated and confusing and that it would only rarely be able to be used. In addition, the complicated nature of the drafting required to implement the proposal did not sit well with the simplification agenda.
531. The Committee rejected the proposed amendment.
532. Proposal Two: To require the bishop to remove a person from office by notice in writing and to send a copy of that notice to the Archbishop of the Province and to the diocesan registrar.
- a. s.30(5) CDM requires the bishop to send a copy of the penalty notice to the archbishop of the province and to the diocesan registrar. It is proposed that a similar requirement for the bishop to send notice in writing to the Archbishop of the Province and the diocesan registrar to inform them that he or she has removed a dean or residentiary canon is also included in clause 40 of the draft Measure.
 - b. **The Revd Neil Patterson** considers that it would be helpful for this information to be shared in this way because:
 - i. if the person so removed applies for another office whilst disqualified, the need for a waiver to be obtained will be known during the recruitment process; and
 - ii. it will facilitate consideration as to whether the person so removed should also be subject to a CDM process for the misconduct that led to his/her disqualification as trustee by the Charity Commission.
533. The Committee accepted the proposed amendment.
534. The **Charity Commission** requested that the draft Measure makes it clear that a dean or a residentiary canon will be suspended from office on disqualification whilst they appeal that disqualification or apply for a waiver from it.
535. The Committee considered:
- a. new clause 3A(4) which clarifies that, where a waiver application has been made and a decision has not yet been made by the Charity Commission at the end of the three-month period, the suspension period continues until the Charity Commission's decision is made; and

- b. new clause 3A(6)²⁹ which provides for the automatic suspension from office of a dean or residentiary canon on disqualification by the Charity Commission pending any appeal outcome or decision on a waiver application.

536. The Committee accepted the proposed amendments.

537. The **Charity Commission** raised a further concern that, in order to fully reflect the principle that any person removed, disqualified or suspended by the Charity Commission from being a charity trustee under the 2011 Act had to be removed/suspended from ecclesiastical office too, the draft Measure needed to provide explicitly for a situation where a person is suspended by the Charity Commission using its statutory powers during a statutory inquiry. Suspension is often a precursor to removal and its purpose is to protect the charity and its beneficiaries. Therefore, the Legal Office proposed new s.3B to provide for this eventuality.³⁰

538. The Committee accepted the proposed amendment.

New Clause 42 (Revision version)

539. The **Charity Commission** requested that the draft Measure automatically terminates the employment of a person who is a senior manager employed by the Chapter and is disqualified from being a charity trustee under the 2011 Act. This is because such a disqualification automatically also disqualifies a person from being employed by a charity to carry out “senior management functions”.

540. The Legal Office advised the Committee that the inclusion of such a provision is not strictly necessary as the person would be automatically disqualified by law from their role. However, its inclusion would make it easier, in practice, for Chapters to remove a senior employee who was disqualified from carrying out senior management functions in a charity under the 2011 Act.

541. The Committee accepted the proposed amendment.

Clause 41 (First Consideration version)

542. There were no submissions on clause 41 and no amendments were made.

Clause 44(1) (Revision version)

543. This is the interpretation clause, providing definitions for terms used in the draft Measure.

544. New definitions of “constitution” and “statutes” were agreed³¹.

545. A new definition of “emolument” has been inserted³².

²⁹ Clause 41(1) Revision version

³⁰ Clause 41(1) Revision version

³¹ See report on clauses 4(4) and 6(7) Revision version

³² See report on Para 4 of Schedule 1.

Clauses 43, 48 and 49 (First Consideration version)³³.

546. Clause 43 of the draft Measure as introduced provided that cathedral Councils will follow the procedures under ss.29 – 32 of the draft Measure to adopt the new constitution and statutes required to comply with the draft Measure.
547. The **Charity Commission** requested that the draft Measure be amended to provide that Chapters will not be brought within the Charity Commission’s regulatory jurisdiction (i.e. they will not be charities for the purposes of the 2011 Act) until their new governance structures under the new constitution and statutes are in place.
548. The Committee accepted the proposed amendment to stagger the commencement of the draft Measure.
549. As a result, the “charity provisions”³⁴, which bring a Chapter within the Charity Commission’s regulatory jurisdiction, will only come into force once a Chapter has adopted its new constitution and statutes. In order to implement this change, significant amendments were proposed by the Legal Office to clauses 43, 48 and 49³⁵.
550. The Committee also considered that, instead of the charity provisions applying to cathedrals en bloc, the draft Measure should come into force one Chapter at a time (as it did with the 1999 Measure), to reflect the fact that the cathedrals will adopt new constitutions and statutes on different dates.
551. The Legal Office also discussed the practicalities around registration of Chapters with the Charity Commission and how this will dovetail with the adoption of the new constitutions and statutes. As a result, a number of amendments were made to these clauses to facilitate the way in which the Charity Commission envisages processing applications for registration by Chapters, working together with the Church Commissioners.

Clause 43 (First Consideration version) Clause 45 (Revision version)

552. Following discussions between the Legal Office and the Charity Commission on how the Charity Commission envisages managing the process to register Chapters, the following amendments to the commencement provisions were put to the Committee. These amendments are intended to provide the flexibility needed to facilitate the anticipated arrangements to be put in place between the Church Commissioners and Charity Commission to manage this process.
- a. The **Charity Commission** requested that the “charity provisions”³⁶ come into force for groups of Chapters on the same day, so that the Charity Commission has clarity about which Chapters they are regulating. It will also enable the Charity Commission to process the registration of Chapters in groups. Therefore, it was proposed that the Church Commissioners will need to be able to give two certificates:
- i. one certifying the date on which the new constitution and statutes come into force for a Chapter (and so the date on which the Measure, other than the “charity provisions”, comes into force for that Chapter); and
 - ii. a second certifying the date on which the “charity provisions” come into force for that Chapter, which must not be less than 3 months after the date that

³³ Clauses 45, 50, 51 and 52 Revision version

³⁴ Clause 50(6) Revision version

³⁵ Clauses 45, 50, 51 and 52 Revision version

³⁶ Clause 50(6) Revision version

the new constitution and statutes come into force and must not be later than the long-stop date.

- b. Although both of these dates can be given in one certificate, the ability to do so in separate certificates provides more flexibility.
- c. The **Charity Commission** also raised a concern that if Chapters are brought within its jurisdiction in a piecemeal way there may be a lack of clarity as to whether any Chapter is regulated by the Charity Commission or not. Therefore, in order to keep the period during which only some Chapters are within the Charity Commission's jurisdiction short, it was proposed that all Chapters should be brought within the Charity Commission's jurisdiction by 31 March 2023 (see clause 45(4)(b)).

553. The Committee accepted the proposed amendments.

554. The Committee considered whether to require all cathedral Councils to adopt new constitutions and statutes within 12 months of the draft Measure receiving Royal Assent. The proposal provided that, if any Council did not adopt a new constitution and statutes within the required twelve-month window, there would be a default mechanism under which the Church Commissioners must follow the same procedure as the Council in order to adopt a new constitution and statutes for that Chapter. The Church Commissioners would have to consult the Chapter and Administrator on the draft constitution and statutes and the changes would also require the bishop's consent.

555. The Committee had concerns that, where there was a Vacancy in See, or a permanent dean was not in post, it was likely to take more than 12 months for a new constitution and statutes to be adopted. For relationship reasons, the Committee was concerned that it would not be ideal for the Church Commissioners to impose a new constitution or statutes on a Chapter. However, the Committee acknowledged that this process could not be allowed to drag on as there was the long-stop date to meet.

556. The Committee considered proposed new clauses 45(6) and (7) (Revision version), which confer power on the Church Commissioners to step in to provide the first draft Measure compliant constitution and statutes only if there is, in the opinion of the Commissioners, an "unreasonable" delay in a Council adopting a new constitution and statutes. An appeal by a Chapter against such a decision made by the Church Commissioners would be determined by the Archbishop of the Province (45(7)).

557. The Committee accepted the proposed amendments.

Clause 44 (First Consideration version)

558. There were no submissions on clause 44 and no amendments were made.

Clause 45 (First Consideration version)

559. There were no submissions on clause 45 and no amendments were made.

Clause 46 (First Consideration version)

560. There were no submissions on clause 46 and no amendments were made.

Clause 47 (First Consideration version)

561. There were no submissions on clause 47 and no amendments were made.

Clause 48 (First Consideration version)

562. The **Legal Office** proposed that clause 49(8) (First Consideration version) is moved to the “Application” clause 48 as new subsection (2) as part of the revision of the commencement provisions. This revised clause (50 in the Revision version) now refers to “Application and extent”.
563. The Committee accepted the proposed amendments.

Clause 49 (First Consideration version) Clause 51 (Revision version)

564. Clause 49 of the draft Measure as introduced has been considerably amended to provide for the staged commencement of the draft Measure, as requested by the Charity Commission (see clause 45 (Revision version)).
565. The Committee accepted the Charity Commission’s request that Chapters should not be brought within its regulatory jurisdiction until after Chapters have adopted new constitutions and statutes and so have the new governance structures in place. Therefore, the Committee considered the amendments to the draft Measure proposed below to implement its commencement in stages:
- a. the provisions specified in clause 51(1) will come into force on Royal Assent;
 - b. once the new constitution and statutes of a cathedral have been adopted, clause 51(3) (Revision version) provides that the rest of the draft Measure comes into force for that Chapter, with the exception of the “the charity provisions” (see 51(6) Revision version), on the date specified in the certificate provided by the Church Commissioners;
 - c. the charity provisions will come into force for each Chapter on the date specified in the certificate provided by the Church Commissioners, which will bring that Chapter within the regulatory jurisdiction of the Charity Commission and the law relating to charities will apply to that Chapter.
 - d. The Chapter will then be required to apply to the Charity Commission for registration as a charity.
566. The Committee accepted the proposed amendments.

Clauses 48 and 49 (First Consideration version)

567. **Mr Clive Scowen** proposed that the Committee amended the draft Measure so that Christ Church Oxford is not excluded from the draft Measure.
568. The Legal Office advised the Committee that Christ Church Oxford is an anomaly as it is a single institution which is both cathedral and College, with one governing body. This means that it would not be possible to simply extend the application of the draft Measure to Christ Church Oxford, as it cannot have the same governance arrangements as other cathedrals.
569. The Committee rejected the proposed amendment.
570. **Mr Clive Scowen** proposed that the Committee amended the draft Measure to widen its application to the Isle of Man.
571. The Legal Office advised the Committee that extending the draft Measure to the Isle of Man, as proposed, would be challenging for a number of reasons, including:

- a. Peel Cathedral was made a cathedral by an Act of the Tynwald in 1980 and it is governed by its own Isle of Man legislation - the 1999 Measure does not extend to the Isle of Man;
- b. the draft Measure will bring cathedrals within the jurisdiction of the 2011 Act and the Charity Commission of England and Wales, but the Isle of Man has its own charity law and charity regulator; and
- c. the draft Measure confers powers on the Church Commissioners for England in relation to cathedrals, but the Isle of Man has its own Church Commissioners.

572. The Committee rejected the proposed amendment.

Clause 52 (Revision version)

573. Clause 49(1) (First Consideration version) has been moved to this new “short title” clause as part of the revision of the commencement provisions.

574. The Committee accepted the proposed amendment.

Schools and Education (Misc)

575. **Ms Annika Mathews (Youth Council)** asked the Committee to consider whether the draft Measure should be amended to provide for the role of cathedrals linking with schools and their relationship with children, young people and families. The Committee agreed that this was an important part of the role of cathedrals, but it was not appropriate to make such provision in the draft Measure itself.

576. The Committee rejected the proposed amendment.

New Schedule 2 (Revision version)

577. The Committee considered new Schedule 2.

578. The Committee accepted the proposed amendments.

Schedule 3 (Revision version)

579. There were no submissions on Schedule 3 (other than that dealt with in connection with clause 3(6) above) and no amendments were made.

Schedule 4 (Revision version)

580. There were no submissions on Schedule 4 and no amendments were made.

Schedule 5 (Consequential Amendments) (Revision version)

581. A number of amendments to the Consequential Amendments were proposed to the Committee by the **Legal Office**:

- a. Paras 6 to 9, to amend the Cathedrals Measure 1963;
- b. Para 12 to amend the Synodical Government Measure 1969;
- c. Para 19 to amend the Incumbents (Vacation of Benefices) Measure 1977;
- d. Para 32 to amend the Care of Cathedrals Measure 2011; and

- e. Para 43 to amend the Care of Cathedrals Rules 2006.
582. The Committee accepted the proposed amendments.

The Very Revd Andrew Nunn
Chair of the Revision Committee
January 2020

APPENDIX
SUMMARY OF PROPOSED AMENDMENTS AND THE COMMITTEE'S
DECISIONS³⁷

proposed by a member of the Committee during the revision process.

Clause in draft Measure³⁸	Name	Summary of proposal	Committee's decision
1	Mr Clive Scowen	Add the words "principal church of the diocese".	Rejected
1	Mr Adrian Greenwood	Include a reference to the diocese by inserting the words "for the diocese".	Accepted
2(1)	Ven Dr Jane Steen Very Revd David Ison Ven Douglas Dettmer Very Revd Andrew Nunn Mr Clive Scowen	Enable lay residentiary canons to be appointed.	Rejected
2(2)	Very Revd David Ison	Either delete provision so as not to provide for the abolition of statutory Councils explicitly or move the provision into a schedule.	Rejected
2(1) and (2)	# Committee	Include a reference to new power to set up advisory councils.	Accepted
2(6) (Revision Version)	Legal Office	Brings Schedule 2 into effect.	Accepted
Schedule 1: Para 1(2)(b)	Very Revd Jane Hedges Ven Douglas Dettmer Revd Canon Pat Hawkins	Basis for deciding a residentiary canon is "executive" should be based on whether they carry out executive functions, not receipt of stipend or which entity pays the stipend.	Accepted

³⁷ Excludes those amendments which are purely presentational and so have been made as printing corrections.

³⁸ Unless indicated otherwise, references are to clauses in the First Consideration version of the draft Measure.

Schedule 1: Para 1(4) – (7)	Canon Margaret Sheather and Revd Canon Richard Mitchell Revd Canon Tim Bull	Amend the principles/balance on with which Chapter composition will be required to comply.	Rejected
Schedule 1: Para 2(3)	Very Revd David Ison Very Revd Peter Bradley Revd Canon Tim Bull Canon Margaret Sheather and Revd Canon Richard Mitchell Ms Alison Coulter	Enable Administrators to be on the Chapter.	Rejected
Schedule 1: Para 2(4) – (5) (Revision version)	Ms Alison Coulter	Transitional provisions to enable current Administrator to remain on Chapter, subject to Charity Commission consent.	Accepted
Schedule 1: Para 2(4)	# Committee	Require Chapter members to be <u>communicant</u> members of the Church of England or other relevant church.	Accepted
Schedule 1: Para 2(5)	Very Revd Andrew Nunn	Amend to clarify what constitutes relevant financial expertise.	Rejected.
Schedule 1: Para 2(5)	Mr Tim Fleming # Mr Carl Hughes	Amend to use wording “recent and relevant financial expertise”.	Accepted
Schedule 1: Para 2(6) (Revision version)	Charity Commission	Include minimum age restriction of 16.	Accepted
Schedule 1: Para 3(1)	Very Revd Jane Hedges Ms Alison Coulter Very Revd Andrew Nunn	Various proposals as to who should appoint the non-executive Chapter members and who the appointing entity should be required to consult.	Rejected.
Schedule 1: Para 3(2)	Mr Tim Fleming	The Nominations Committee should have a role to ensure	Accepted and further

(Para 3(5) Revision version)		candidates have the skills and experience needed	amended by the Committee.
Schedule 1: Para 3(3) (Para 3(7) Revision version)	Bishop of Worcester Revd Jeremy Sheehy Revd Canon Tim Bull Very Revd Tim Barker Ven Nikki Groarke Mr Jonathan Cryer Dean of Canterbury Revd Andrew Dotchin Very Revd David Ison Very Revd Peter Bradley Ms Alison Coulter Revd Canon Pat Hawkins Dr Chris Angus Canon Margaret Sheather and Revd Canon Richard Mitchell Revd Canon Martyn Taylor	Various proposals on whether the bishop should appoint one non- executive Chapter member and, if so, if the bishop should be required to consult before making the appointment.	Accepted
Schedule 1: Para 5(1)	Bishop of Worcester Very Revd Andrew Nunn Very Revd Jane Hedges Revd Jeremy Sheehy Revd Canon Tim Bull Very Revd Tim Barker Ven Nikki Groarke Mr Jonathan Cryer	Proposals relating to whether the non-executive Chapter member appointed by the bishop under Para 3(3) should automatically be the vice-chair of the Chapter and, if not how (and whether) a vice-chair should be selected.	Accepted change of title. Rejected other amendments.

	<p>Dean of Canterbury</p> <p>Very Revd David Ison</p> <p>Very Revd Peter Bradley</p> <p>Ms Alison Coulter</p> <p>Revd Canon Pat Hawkins</p> <p>Dr Chris Angus</p> <p>Canon Margaret Sheather and Revd Canon Richard Mitchell</p> <p>Revd Canon Martyn Taylor</p> <p>Revd Canon Peter Moger</p> <p>Ms Christina Baron</p> <p>Prof Muriel Robinson</p> <p>Mr Tim Fleming</p>		
Schedule 1: Para 6(1)	<p>Revd Canon Tim Bull</p> <p>Dean of Canterbury</p> <p>Revd Andrew Dotchin</p> <p>Very Revd David Ison</p> <p>Very Revd Peter Bradley</p> <p>Ms Alison Coulter</p> <p>Mr Tim Fleming</p>	Chapters should be able to choose whether the vice-chair or the sub-dean chairs Chapter meetings in the dean's temporary absence.	Rejected proposed amendments but amended by Committee to clarify provisions.
Schedule 1: Para 3(2)	<p>Bishop of Worcester</p> <p>Ven Nikki Groarke</p>	Instead of the cathedral community being able to elect non-executive Chapter members, a number of non-executive Chapter members would need to be members of the cathedral community.	Rejected.
Schedule 1: Para 3(2)	<p>Tim Fleming</p>	Remove cap of one third of non-executive Chapter members, who may be elected.	Rejected

Schedule 1: Para 3(2)	Tim Fleming	Use affirmation rather than election.	Rejected
Schedule 1: Para 3(2)	Tim Fleming	Those elected should be “by” but not necessarily “from” the cathedral community.	Accepted
Schedule 1: Para 3(2)(b) (Revision version)	Legal Office	Where a cathedral with a parish provides for an election, the electorate is those on the parish roll.	Accepted
Schedule 1: Para 3	Mr Adrian Greenwood	Amend to allow up to one third of non-executive Chapter members to be elected from the members of the diocesan synod.	Rejected
Schedule 1: Paras 3(2) – (4) (Revision version)	Very Revd David Ison	Amend to ensure only habitual worshippers in cathedrals without a parish are represented on deanery synods.	Accepted
Schedule 1: Paras 3(2)(b) and 3(4) (Revision version)	Mr Tim Fleming	Provide option for cathedrals with a parish to maintain a community roll and to include those on a community roll in the electorate for Chapter members (not just those on the parish roll).	Accepted
Schedule 1: Para 3(4)	Very Revd David Ison Very Revd Peter Bradley	Clarify that non-executive Chapter members can still undertake voluntary roles.	Lapsed as approved Charity Commission amendment.
Schedule 1: Para 3(4)	Charity Commission	Leave out.	Accepted
Schedule 1: Para 4 (1) & (2)	Legal Office	Include reference to house for duty priests.	Accepted
Schedule 1: Para 4	Charity Commission	Add definition of “emolument” into clause 42(1).	Accepted
Schedule 1: Para 4 (3), (4) and (7) (Revision version)	Charity Commission	Add a reference to “connected person” and define it using the 2011 Act definition.	Accepted
Schedule 1: Para 5(2)	Very Revd Andrew Nunn	Leave out the clause.	Rejected

Schedule 1: Paras 5(2) and (3) (Revision version)	Ven Douglas Dettmer	Clarify that membership of the College of Canons does not make someone an executive Chapter member.	Accepted
Schedule 1: Para 6(4)	Very Revd Peter Bradley Canon Margaret Sheather and Revd Canon Richard Mitchell	Clarify that chief officers have the right to speak at Chapter meetings.	Accepted
Schedule 1: Para 6(4)	Very Revd David Ison Very Revd Peter Bradley	Amend to enable either or both of the chief officers to attend only part of a Chapter meeting.	Rejected
Schedule 1: Para 6(5)	Mr Jonathan Cryer Legal Office	Amend to clarify casting vote position.	Accepted
Clause 3	Very Revd Tim Barker	Amend to require the Chapter to report on certain matters to the College of Canons.	Rejected
Clause 3	# Revd Neil Patterson	Amend to confer a function on the College of Canons.	Withdrawn
Clause 3(6) and Schedule 2	Mr Clive Scowen	Amend so that 3(6) and Schedule 2 apply to any diocese other than Leeds which may have more than one cathedral in the future.	Rejected
Clause 4	Legal Office	Split it into two clauses.	Accepted
Clause 4(1)(a)	Mr Adrian Greenwood	Insert “doctrine” after “faith”.	Rejected
Clause 4(1)(a)	Mr Adrian Greenwood	Insert “within the diocese”.	Rejected
Clause 4(2)	Rt Worshipful Peter Collier	Amend “evangelical” to “evangelistic”.	Accepted
Clauses 4(4), 6(7) and 44(1) (Revision version)	Legal Office	Add new definitions of “constitution” and “statutes” to reflect the decision to stagger the implementation of the provisions in the draft Measure, at the Charity Commission’s request.	Accepted

Clause 4(4)(a)	Ven Dr Jane Steen	Clarify appointment in 4(4)(a) by signposting to 7(5)	Accepted
Clauses 4(4)(a) and (b)	Mr Clive Scowen	The drafting in these clauses should be consistent.	Accepted
Clauses 4(4)(a) and (b)	Mr Clive Scowen	Amend to require, rather than enable, the appointment of lay canons.	Accepted
Clause 4(4)(d)	Mr Tim Fleming	Leave out the words “to undertake the administration of the cathedral”.	Rejected
Clause 4(4)(d)	# Third Church Estates Commissioner	Amend administration “of” to administration “in”.	Accepted
Clause 4(4)(f)	Charity Commission	Amend reference to “cathedral” to the “Chapter”.	Accepted
Clause 4(4)	Revd Neil Patterson	Include a requirement to provide for the “corporate spiritual life” of the Chapter.	Accepted (but to clause 6, Revision version)
Clause 4(4)(i) (Clauses 5(1)(i) and (j) and (6) and (7) Revision version)	Mrs Mary Chapman Dean of Canterbury Legal Office	There should be separate committees for finance and for audit and risk. Smaller cathedrals cannot staff two committees. Where a Chapter cannot staff two committees, there should be a finance committee and other provision be made to meet obligations on internal audit and risk. Require Chapters, when making any such arrangements, to have due regard to Church Commissioners’ guidance (to be drawn up in consultation with the relevant representative bodies).	Accepted
Clause 4(9)	Very Revd David Ison	1. Leave out 4(9) entirely; or 2. Move it to para 3 of Schedule 1	Rejected 1 Accepted 2
Clause 4(10)	Mr Tim Fleming	Leave out the clause.	Rejected
Clauses 5(1)(c) and (d)	Very Revd Andrew Nunn	Leave out.	Rejected

	Revd Canon Tim Bull Mr Tim Fleming		
Clauses 5(1)(c) and (d)	Committee	Clarificatory amendments requested by the Committee	Accepted
Clause 6(4)	Charity Commission	Insert "general" for consistency with s.177 of the 2011 Act.	Accepted
Clause 7	Mr Clive Scowen	Define the "bishop" for the purposes of the diocese of Canterbury as being the bishop of Dover.	Withdrawn
Clause 7(4)	Mr Clive Scowen	Leave out clause 4 (but retain clause 3)	Rejected
Clauses 7(3) and (4)	Bishop of Worcester Very Revd Andrew Nunn Very Revd Jane Hedges Revd Canon Tim Bull Ven Nikki Groarke Dean of Canterbury Very Revd David Ison Very Revd Peter Bradley Ms Alison Coulter Revd Canon Pat Hawkins Dr Chris Angus Canon Margaret Sheather and Revd Canon Richard Mitchell Ven Dr Jane Steen Revd Canon Peter Moger Ms Christina Baron Mr Tim Fleming	Leave out (3) and (4) and replace with annual special meeting of Chapter attended by the bishop.	Accepted

Clauses 7(7) - (9)	Very Revd Jane Hedges Revd Canon Tim Bull Mrs Anne Foreman	Provide more information on the Reviews and Visitations in the draft Measure.	Rejected
Clauses 7(7) - (9)	Very Revd David Ison	Amend to include a penalty for non-compliance.	Rejected
Clauses 7(7) - (9)	Bishop of Worcester Ven Nikki Groarke	Amend to provide for the costs of the Review.	Rejected
Clause 7(8)	Legal Office	Amend to include “due” before “regard” for drafting consistency with clause 1.	Accepted
Clause 7 (9)	Bishop of Worcester Ven Nikki Groarke	Amend to clarify the Chapter’s obligations in relation to complying with a Review’s recommendations.	Accepted
Clause 8	Mr Clive Scowen	Transfer the role of Visitor to the archbishop of the province.	Rejected
Clause 9(1)(b)	Mr Adrian Greenwood	Add “in the diocese”.	Rejected
Clauses 9(1)(c) and (d)	Legal Office	Two references to “the cathedral” should be amended to “the Chapter”, as the body corporate of the cathedral.	Accepted
Clause 9(2)	Very Revd David Ison	Leave out as it is already covered in 9(1)(b).	Accepted
Clause 10(2)	Ven Nikki Groarke	Add safeguarding to the list of responsibilities of the dean.	Accepted
Clause 10(2)(e)	Prof Muriel Robinson	Add the word “spiritual”.	Rejected
Clause 10(3)	Very Revd Andrew Nunn	Leave out requirement for the dean to consent to the budget.	Rejected
Clause 10(3)	Legal Office	Reference to “the cathedral” should be amended to “the Chapter”, as the body corporate of the cathedral.	Accepted
Clauses 10(6) and (7) (First Consideration version) and Clauses	Very Revd David Ison Very Revd Andrew Nunn	Provide greater clarity on how residentiary canons may be held accountable for their trustee (non-executive) functions.	Rejected

11(6) – (12) (Revision version)	Revd Canon Pat Hawkins Prof Muriel Robinson		
Clauses 10(6) and (7) (First Consideration version) and Clauses 11(6) – (12) (Revision version)	Revd Canon Pat Hawkins Prof Muriel Robinson	Clarify how residentiary canons are to be held accountable by the Chapter for their executive (i.e. non-trustee) functions.	Accepted
Clauses 10(6) and (7) (First Consideration version) and Clauses 11(6) – (12) (Revision version)	Committee	Include a requirement for deans to be accountable to Chapter for their executive (i.e. non-trustee) functions.	Accepted
Clauses 10(6) and (7) (First Consideration version) and Clauses 11(6) – (12) (Revision version)	Committee	Leave out reference to staff.	Accepted
Clause 10(6)	Very Revd David Ison	Add provisions on the accountability of residentiary canons as priests.	Rejected
Clause 11(8) (Revision version)	Very Revd David Ison	Add a requirement for cathedral clergy, Chapter to have due regard to any guidance produced on accountability by the Church Commissioners.	Accepted
Clauses 10(6) and (7)	Revd Canon Pat Hawkins	Add a requirement for deans to have due regard to clergy role descriptions and Statements of Particulars.	Withdrawn
Clause 11(1)	Very Revd David Ison	Amend wording to clarify qualifications for appointment.	Withdrawn

Clause 11(1)	Revd Canon Martyn Taylor	Amend so that an interim dean cannot be appointed from among the cathedral clergy.	Rejected
Clause 11(1)	Committee	Amend to confer discretion on the bishop to appoint an interim dean from among the cathedral clergy or from outside the cathedral.	Accepted
Clause 11(1) Clause 12(3) (Revision version)	Committee	Amend to require the bishop to consult the Chapter on the appointment of an interim dean.	Accepted
Clause 11(4)	Legal Office	Add wording to clarify that the archbishop's decision is final.	Accepted
Clause 12(2) (Revision version)	Charity Commission	Specify when and how an interim dean's appointment is brought to an end.	Accepted
Clause 11(8)	Charity Commission	Amend to clarify that the bishop appoints an interim dean whilst a dean is suspended pending the outcome of an appeal or waiver application.	Accepted
Clause 13	Very Revd Peter Bradley Mr Jonathan Cryer	Rename the "Nominations and Development Committee" to be the "Nominations Committee".	Accepted
Clause 13(2)	Very Revd Peter Bradley Revd Canon Pat Hawkins Ven Nikki Groarke Canon Margaret Sheather and Revd Canon Richard Mitchell Mr Tim Fleming	Amend to provide more flexibility around chairing and confirm non-members may be committee members.	Accepted
Clause 13(3)	Mr Tim Fleming	Expand the list of the Nomination Committee's functions.	Accepted
Clause 13(4)	Legal Office	Drafting amendment for consistency.	Accepted
Clauses 14(2) and (3)	Very Revd Peter Bradley	Amendments to the provisions for chairing, membership of and	Accepted

Clause 15 (Revision version)	Revd Canon Pat Hawkins Ms Alison Coulter Ven Nikki Groarke Canon Margaret Sheather and Revd Canon Richard Mitchell Mrs Mary Chapman Very Revd Andrew Nunn Mr Tim Fleming Dean of Canterbury	attendance at the finance and the audit and risk committees.	
Clause 14(2)	Mr Tim Fleming # Mr Carl Hughes	Amend to use wording “recent and relevant financial expertise”.	Accepted
Clause 14(4)	Mr Tim Fleming	Clarify wording.	Accepted
Clause 14(5)	Legal Office	Insert “due” before “regard” for drafting consistency.	Accepted
Proposed new clause	Revd Canon Pat Hawkins	Require the setting up of a safeguarding committee.	Withdrawn
Clause 15(2) and Clause 16(3) (Revision version)	Very Revd David Ison Very Revd Peter Bradley Revd Canon Pat Hawkins Ven Nikki Groarke Canon Margaret Sheather and Revd Canon Richard Mitchell Very Revd Andrew Nunn	Amendments to the provisions for chairing of and reporting by Chapter committees.	Accepted
Clause 15(2)	Very Revd Peter Bradley Canon Margaret Sheather and Revd Canon Richard Mitchell	Require all Chapter committees to have at least one Chapter member.	Rejected
Clause 15(1)	Very Revd Jane Hedges	Amend to confer an enabling power on Chapters to set up advisory	Accepted

Clause 17 (Revision version)	Revd Canon Tim Bull Revd Canon Kevin Goss Revd Canon Peter Moger Mr Tim Fleming Dean of Canterbury Mrs Anne Foreman Mr Clive Scowen Ms Alison Coulter	councils that are not committees of Chapter.	
Clause 15(1) Clause 17(1) (Revision version)	Legal Office	Move second part of this clause to new clause 17(1) Advisory bodies (Revision version).	Accepted
Clause 15(1) Clause 17 (Revision version)	Very Revd Peter Bradley Very Revd David Ison Revd Canon Peter Moger Mr Tim Fleming Prof Muriel Robinson Canon Margaret Sheather and Revd Canon Richard Mitchell Ms Alison Coulter	Amend to prescribe the membership, chairing, terms and scope in the draft Measure.	Rejected
Clause 15(1) Clause 17 (Revision version)	Revd Canon Kevin Goss Committee	Require Chapters to set out the composition, functions and proceedings in its statutes, to tailor to local circumstances.	Accepted
Clause 17 Schedule 2 (Revision version)	Legal Office	Moves clause 17 (First Consideration) to new Schedule 2 (Revision version) and expands to provide for the transfer of trusteeships etc from the cathedral to the Chapter by operation of law.	Accepted
Clause 18(1)	Charity Commission	Leave out "charitable".	Accepted

Clause 18(3)	Ven Dr Jane Steen	Amend to bind a DBF trustee as if it was the Chapter, on winding up.	Rejected
Clause 19(3) (Revision version)	Mr Tim Fleming	Confirm that cathedral church building and outstanding inventory objects have nil value on the balance sheet (as they are inalienable).	Accepted
Clause 18(5)	Charity Commission	Amend to refer to the objects in clause 4(1).	Accepted
Clause 20(7)	Legal Office	Amend to provide that consent is not needed if the undervalue is of the kind described in s.117(3)(c) or(d) of the 2011 Act.	Accepted
Clause 21	Charity Commission	Amend to leave out a reference to the cathedral.	Accepted
Clause 25(1)(a)	Mr Tim Fleming	Amend "cathedral" to "cathedral church building"	Accepted
Clause 25(1)(a)	Mr Tim Fleming	Leave out "and any ancillary building".	Accepted
Clause 28(1)	Very Revd David Ison Mr Tim Fleming Ms Alison Coulter Mrs Anne Foreman	Leave out power to enable Church Commissioners to set a uniform financial year end date for all cathedrals.	Rejected
Clause 28(2)	Mr Adrian Greenwood	Require Chapters to send their accounts and reports to the DBF and diocesan synod.	Rejected
Clause 28(3) Clause 29(3) and (4) (Revision version)	Very Revd David Ison Mr Tim Fleming	Include a requirement for consultation.	Accepted
Clause 28(3) Clause 29(3) and (4) (Revision version)	Committee	Separate into two powers – a general power (which must be exercised following consultation) and a request to individual Chapters (without a consultation requirement).	Accepted
Clause 30(3) (Revision version)	Charity Commission	Amend to clarify Chapters cannot make "regulated amendments" to their statutes.	Accepted

Clause 30(3)(c)	Very Revd David Ison Legal Office	Leave out 30(3)(c) and merge 30(3) and (4).	Accepted
Clause 31	Charity Commission	Clarify that amendments made without consent are ineffective.	Rejected
Clause 32	Charity Commission	Clarify the duty to file the revised constitution with the Charity Commission sits with the Chapter.	Accepted
Clause 32	Charity Commission Legal Office	Amend to provide for how and when the revised constitution and statutes come into force (re Church Commissioner consent) and include a time limit within which the revised constitution must be filed with the Charity Commission.	Accepted
Clause 33	Legal Office	Amend requirement to Chapters (rather than individual Chapter members) to align with PCCs.	Accepted
Clause 34	Very Revd Andrew Nunn	Amend so the waiver is not given by the bishop.	Rejected
Clause 35(11)	Very Revd Andrew Nunn	Amend to require notification of suspension to be sent to all Chapter members, not just the clergy.	Accepted
Clause 40	Ven Douglas Dettmer Mrs Anne Foreman Ven Dr Jane Steen Rt Worshipful Charles George	Amend to restrict clause to cathedral clergy. Other clergy should be provided for in a separate Measure.	Accepted
Clause 40	Rt Worshipful Charles George Mr Tim Fleming	Amend so that removal from office is not automatic and provide for the bishop to waive removal.	Rejected
Clause 40	Ven Dr Jane Steen	Amend to provide the bishop with flexibility whether or not to remove a person from office.	Withdrawn
Clause 40	# Revd Neil Patterson	Include an option for a time limited period of office (if up to 2 years removal).	Rejected

Clause 41 (1) 3A(2), and 3A(7) (Revision version)	# Revd Neil Patterson	Bishop to remove by notice in writing and to send a copy to the archbishop and diocesan registrar.	Accepted
Clause 41 (1) 3A(4) and 3A(6) (Revision version)	Charity Commission	Amend to clarify that a person who is appealing against disqualification or is applying for a waiver must be suspended from ecclesiastical office pending the outcome of the appeal/waiver application.	Accepted
Clause 41(1) 3B (Revision version)	Charity Commission	Amend to provide that where a person is suspended by the Charity Commission, they will also be suspended by the bishop from ecclesiastical office.	Accepted
New Clause 42 (Revision version)	Charity Commission	Provide for the automatic termination of employment of a person disqualified by charity law from employment in that role in a charity.	Accepted
Clause 44(1) (Revision version)	Legal Office	New definitions of "constitution", "statutes" and "emolument" included. (Already approved).	Accepted
Clauses 43 and 48	Charity Commission	Stagger commencement so that "charity provisions" come into force at a later date, once the new governance structures are in place.	Accepted
Clauses 43 and 48	Committee	Draft Measure should come into force Chapter by cathedral, rather than for all Chapters at the same time.	Accepted
Clauses 45(3), (4) and (5) (Revision version)	Charity Commission and Legal Office	Church Commissioners certify date on which new constitution and statutes come into force and date on which charity provisions come into force. All Chapters to be brought within the Charity Commission's jurisdiction by 31 March 2023.	Accepted
Clauses 45(6) and (7) (Revision version)	Legal Office	Church Commissioners step in to make new constitution and statutes if the Council does not do so and there is an "unreasonable" delay.	Accepted

Clauses 48 and 49(8)	Legal Office	Move 49(8) to 48(2).	Accepted
Clauses 48 and 49	Clive Scowen	Apply the draft Measure to Christ Church, Oxford.	Rejected
Clauses 48 and 49	Clive Scowen	Widen the application of the draft Measure to the Isle of Man.	Rejected
Clause 51 (Revision version)	Legal Office	Amend to provide for staggering of commencement of draft Measure (charity provisions).	Accepted
Clause 52 (Revision version)	Legal Office	Amend as part of reorganisation of commencement provisions.	Accepted
Misc	Ms Annika Mathews	Amend to provide for the role of cathedrals linking with schools and for their relationship with children and young families.	Rejected
New Schedule 2 (Revision version)	Legal Office	Clause 17 (First consideration) moved here and expanded to provide for the transfer of trusteeships etc from the cathedral to the Chapter by operation of law.	Accepted
Schedule 5 (Revision version)	Legal Office	Consequential amendments to changes made and misc.	Accepted