



Advisory Bodies

Guidance and model Terms of Reference

Part I: Guidance

A. Introduction

1. Chapters may, under section 18(1) of the Cathedrals Measure 2021¹ (the “**2021 Measure**”), make provision in their Constitutions for the establishment of one or more advisory bodies. These may include bodies to provide advice to the Chapter, or which enable the Chapter to engage with their local communities or with those who have an interest in the affairs of the cathedral.
2. The Chapter can set up as many advisory bodies as it considers will be of assistance. Advisory bodies will usually be formed to provide advice and support to Chapter, often providing expertise in specific areas. Examples of areas on which Chapters may wish to have advice from an advisory body include fundraising, community engagement, inter-faith, organisational development, local authority engagement and engagement with specific groups such as disabled people, university students, youth, UKME/GMH² communities, the LGBTQ+ community and young families.
3. Advisory bodies are not committees of Chapter and, as such, Chapter functions should not be delegated to them as they may be to committees. An advisory body would not operate as a steering group to oversee a project for the Chapter. It is important that members of advisory bodies understand what their purposes are and that they are subject to the direction of the Chapter. Advisory bodies do not have any decision making authority but are there to make recommendations and provide advice and support as requested by the Chapter.

B. Advisory councils

1. The Cathedrals Measure 1999 conferred a number of statutory functions on a body called the cathedral Council, for example receiving and considering the cathedral’s budget, annual report and accounts, as well as proposals for the revision of a cathedral’s Constitution and Statutes. However, the cathedral Council had no power to take action if it identified problems with the way a cathedral was being governed and this split in trustee functions between the Chapter and Council was not conducive to good governance in cathedrals.
2. In order to improve the governance of cathedrals, the new governance structure for cathedrals under the 2021 Measure does not include a statutory Council. Instead, the

¹ Section 18 is set out in the Appendix to this guidance for your ease of reference.

² United Kingdom Minority Ethnic/Global Majority Heritage

2021 Measure confers all trustee functions on an expanded Chapter, which has a majority of non-executive members.

3. Whilst the 2021 Measure does not include a statutory requirement for each cathedral to have a Council, each Chapter does have the option to set up advisory bodies, which may take the form of an advisory council should it wish to do so. Such a council would have the functions conferred on it by the Chapter, which could include the non-statutory functions currently undertaken by many Councils.

C. Setting up an advisory body

1. When forming an advisory body, you should consider what its intended function is so that it is clear what may be required in terms of the composition and diversity of the members of the advisory body. The advisory body should have a membership which reflects diversity in terms of the skill sets required and, as may be appropriate for that advisory body, it should be suitably diverse in terms of age, disability, gender, race and sexual orientation, and socio-economic background³.
2. You should consider how regularly it is likely that the advisory body will need to meet, how it will provide advice to the Chapter and what administrative or other support it may need.
3. Advisory bodies should have a clear purpose and structure and be recognised for the contribution that they make. Careful consideration should be given to who should chair it, as the chair is likely to be the main point of contact with Chapter and the chief officers.
4. The details as to the composition, functions and proceedings of any advisory body are set out in each cathedral's Statutes and the Terms of Reference provide to it by the Chapter. The model Terms of Reference in Part 2 will need to be amended by each Chapter to reflect the role, function and nature of each advisory body, as well as the requirements in the cathedral's Constitution and Statutes. Where the Terms of Reference have [] it indicates that this is a decision to be made by the Chapter.

Part 2: Model Terms of Reference for Advisory Bodies

Note: These model Terms of Reference are a template and need to be amended by each Chapter to reflect the role, function and nature of each advisory body, as well as the requirements in the cathedral's Constitution and Statutes.

[Name of Advisory Body]

[Name] is an Advisory Body established by the Chapter in its Constitution pursuant to section 18 of the Cathedrals Measure 2021 (the “**2021 Measure**”). [Name of Advisory Body] has the functions and composition set out in, and must conduct its proceedings in accordance with, the Constitution and Statutes, as supplemented by these Terms of Reference.

(A) Function and Role

The purpose of the Advisory Body is []⁴

³ It is likely that advisory bodies set up to advise the Chapter on specific issues, such as the inclusion of people with disabilities, the elderly or students/young adults will, of necessity, be a less diverse group.

⁴ Amend to reflect the provisions in the cathedral's Constitution.

The Advisory Body will have the following functions in relation to the Chapter []⁵

(B) Membership

[Name] must have a minimum of []⁶ members [and a maximum of [] members⁷] [none of whom should be a member of Chapter or an employee of the Chapter].

(C) Appointments and Terms

1. [The Chapter]⁸ shall appoint all members of the [Name] [in consultation with the Nominations Committee⁹].
2. A member of [Name] may be reappointed, provided that any member who has served more than []¹⁰ consecutive terms is not eligible for appointment as a member until at least []¹¹ has passed since the member last sat on [Name].
3. The chair of [Name] is appointed by []¹².
4. The Chapter may remove a member of the [Name] from office if there is a good reason for the removal, and at least [75%¹³] of Chapter members present and voting vote in favour of the removal.
5. Members of [Name] may resign at any time by notice in writing to the Dean.

(D) Meetings

Quorum

1. The quorum necessary for a meeting of [Name] shall be [] of the members of [Name].

Frequency of meetings

2. [Name] will meet [as and when it is necessary to do so, and usually at least twice each year].

Attendance at meetings

3. The Chair may invite any member of the Chapter or either or both chief officers to attend the whole or part of a meeting and to speak at the meeting.
4. [Name] may invite any other person [, with the consent of the Chapter,] to attend the whole or part of a meeting and speak at the discretion of the Chair.
5. All meetings will be chaired by the Chair of [Name]. In the absence of the Chair, the remaining members present shall elect one of their number to chair the meeting.
6. The Articles of the Constitution on remote participation apply to meetings of [Name] as they apply to a meeting of the Chapter.

Notice of meetings

7. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the items to be discussed and any relevant papers should be

⁵ Amend to reflect the provisions in the cathedral's Statutes.

⁶ Amend to reflect provisions in the cathedral's Statutes.

⁷ Amend to reflect provisions in the cathedral's Statutes.

⁸ Amend to reflect provisions in the cathedral's Statutes.

⁹ Include if included as a function of the Nominations Committee in your Statutes.

¹⁰ Amend to reflect provisions in the cathedral's Statutes.

¹¹ Amend to reflect provisions in the cathedral's Statutes.

¹² Provide for appointment of chair to reflect provisions in the cathedral's Statutes.

¹³ Reflect what is in your cathedral's Statutes

sent to members of [Name] [and those invited], no later than [] working days before the date of the meeting.

8. If, at the invitation of [Name], the chief officers or any member of Chapter who is not a member of [Name] or are invited to attend the whole or part of the meeting, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
9. If it is not reasonably practicable for the relevant papers for a meeting of the Advisory Body to accompany the notice of the meeting, the papers must be given to each person who received the notice of the meeting as soon as it is reasonably practicable.

Minutes of meetings

10. The members of [Name] shall elect one of their number to act as secretary to [Name] and ensure that a record of each meeting is made, including the names of those present and in attendance and any declarations of conflicts of interest or loyalty, in accordance with the Chapter's conflicts of interest policy.

(E) Reporting to Chapter

A draft of the minutes of each meeting must be circulated promptly to each member of [Name] for approval. Once the minutes of a meeting are approved, the minutes must be sent to:

- (a) every member of the Chapter; and
- (b) the chief officers;

and may be sent to other persons as the [sub]committee thinks appropriate.

(F) Periodic review

The Chapter shall review these Terms of Reference every [] years.

APPENDIX

s.18 Cathedrals Measure 2021

18. Advisory bodies

- (1) The constitution may include provision for the establishment of one or more advisory bodies, including bodies the purpose of which would be to enable engagement with persons in the local area who have an interest in the affairs of the cathedral.
- (2) A body established under this section is not a committee of the Chapter.
- (3) The statutes may include provision as to the composition, functions or proceedings of a body established under this section.
- (4) The Chapter may set terms of reference for a body established under this section; and the terms of reference may include provision which supplements the provision made by the constitution or statutes.
- (5) Subsections (1) to (4) are not to be read as limiting the provision which may be made under section 7(1) for the good government of a cathedral.