

**Model Terms of Reference:**

**Chapter committees and sub-committees**

**Introduction**

The Cathedrals Measure 2021 (the “**2021 Measure**”) requires Chapters to include in their Constitutions provision for the establishment of aNominations Committee and a Finance Committee and either an Audit and Risk Committee or to make suitable provision where such a committee is not set up. S.17 of the 2021 Measure confers power on the Chapter to include in their Constitutions provision for the establishment of other committees or sub-committees in addition to the required committees[[1]](#footnote-1).

These additional committees or sub-committees set up by the Chapter may be standing committees in relation to which specific procedural arrangements may be set out in the Statutes. Additional committees or sub-committees may also be set up from time to time by the Chapter, using the power in the2021 Measure and Constitution and reflecting the requirements in the Chapter’s Constitution and Statutes.

The 2021 Measure stipulates that the Statutes must make provision for the composition and proceedings of any committee or sub-committee formed under Section 17. The Chapter must also set terms of reference for such committees which include provisions as to its functions and which may supplement the provision in relation to other matters made by the Constitution and Statutes.

When setting up a new committee or subcommittee, the Chapter should be clear what its function(s) will be so it is clear what may be required in terms of the composition and diversity of its members. The committee or subcommittee should have a membership which reflects diversity in terms of the skill sets required and, as may appropriate for that committee or subcommittee, it should be suitably diverse in terms of age, disability, gender, race and sexual orientation, and socio-economic background.

To assist Chapters in setting Terms of Reference for these committees and sub-committees, model Terms of Reference have been provided below which outline what Chapters should normally include in Terms of Reference for such committees and sub-committees. Chapters will need to tailor the model Terms of Reference to reflect the relevant provisions in their Constitution and Statutes and the functions of the committee or sub-committee for which the Terms of Reference are being made.

Where the Terms of Reference have [ ] it indicates that this is a decision to be made by the Chapter.

# **Model Terms of Reference for Chapter committees and sub-committees**

*Note: Chapters will need to tailor these model Terms of Reference to reflect the relevant provisions in their Constitution and Statutes and the functions of the committee or sub-committee for which the Terms of Reference are being made.*

**[Name of Committee]**

Section 17 of the Cathedrals Measure 2021 (the “**2021 Measure**”) confers power on Chapter to include in their Constitutions provision for the establishment of committees and sub committees. The functions of each such committee or sub-committee must be set out in Terms of Reference set by the Chapter, which may also supplement the provisions in relation to such committees and sub-committees set out in the Constitution and Statutes.

These Terms of Reference are made by the Chapter on [date] in exercise of the power conferred on the Chapter by s.17 of the 2021 Measure and the Chapter’s Constitution and Statutes. These Terms of Reference supplement the provisions in the Constitution and the Statutes in relation to this Committee.

**(A) Function**

The function[s] of the [sub]committee (the “**Function[s]**”) is [are]:

[ ]

**(B) Responsibilities**

In carrying out its Functions, the [sub]committee will have the following responsibilities [ ]

**(C) Membership**

* + - 1. The [sub]committee must have a minimum of [ ] [[2]](#footnote-2) members [and a maximum of [ ] members[[3]](#footnote-3)].
      2. The [sub]committee may include up to [ ] [[4]](#footnote-4) members of the [sub]committee who are not Chapter members.

**(D) Appointments and Terms**

* + - 1. [The Chapter][[5]](#footnote-5) shall appoint all members of the [sub]committee][[6]](#footnote-6) [in consultation with the Nominations Committee].
      2. Each [sub]committee member is appointed for term of office of up to [ [[7]](#footnote-7)] years.
      3. A member of the [sub]committee may be reappointed, provided that any member who has served more than [ [[8]](#footnote-8)] consecutive terms is not eligible for appointment as a member until at least [ [[9]](#footnote-9)] has passed since the member was last a member of the [sub]committee.
      4. The chair of the [sub]committee is [ ][[10]](#footnote-10).
      5. The Chapter may remove a member of the [sub]committee from office if there is a good reason for the removal, and at least [75%][[11]](#footnote-11) of Chapter members present and voting vote in favour of the removal**[[12]](#footnote-12)**.
      6. Members of the [sub]committee may resign at any time by notice in writing to the Dean as chair of Chapter**[[13]](#footnote-13)**.

**(E) Meetings[[14]](#footnote-14)**

*Quorum*

The quorum necessary for the transaction of business shall be [ ] of the members of the [sub]committee.

*Frequency of meetings*

The [sub]committee must meet at least [ ] times each year.

It is for either of the Chief Officers, at the request of the Chair of the [sub]committee, to convene a meeting of the [sub]committee.

*Attendance at meetings*

The [sub]committee may invite any chief officer or member of the Chapter who is not a member of the [sub]committee to attend the whole or part of a meeting and such a chief officer or member of the Chapter may speak but cannot vote.

5. The [sub]committee may invite any other person to attend the whole or part of a meeting and such person may speak only at the discretion of the Chair and cannot vote.

6. All meetings will be chaired by the Chair of the [sub]committee. In the absence of the Chair, the remaining members present shall elect one of their number to chair the meeting.

7. Members of the [sub]committee may ask any or all of those who normally attend meetings of the [sub]committee but who are not members of the [sub]committee to withdraw from the discussion of particular matters to facilitate open and frank discussion.

8. The Articles of the Constitution on remote participation apply to meetings of the [sub]committee as they apply to a meeting of the Chapter.

*Notice of meetings*

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

10. If, at the invitation of the [sub]committee, the chief officers or any member of the Chapter who is not a member of the committee 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.

11. If it is not reasonably practicable for the relevant papers for a meeting of the [sub]committee 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*

12. The [ [[15]](#footnote-15)] shall act as secretary to the [sub]committee and ensure that a record of the proceedings and decisions 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.

**(F) Reporting to Chapter[[16]](#footnote-16)**

A draft of the minutes of each meeting must be circulated promptly to each member of the [sub]committee 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.

**(G) Periodic review**

The Chapter shall review these Terms of Reference every [ ][[17]](#footnote-17) years.

# **APPENDIX**

# **s.17 Cathedrals Measure 2021**

**17. Other committees**

(1) The constitution may include provision for the establishment of any committees or sub-committees of the Chapter of a cathedral.

(2) The constitution must provide that any committee or sub-committee of the Chapter of a cathedral established by virtue of subsection (1) may include persons who are not members of the Chapter.

(3) The statutes must include provision as to the chairing of each committee or sub-committee established by virtue of subsection (1) (including provision as to whether the chair must be a member of the Chapter).

(4) The statutes must include provision for each committee or sub-committee established by virtue of subsection (1) to report its proceedings to the Chapter.

(5) Subject to the preceding provisions of this section, the statutes must include provision as to the composition and proceedings of committees or sub-committees of the Chapter of a cathedral established by virtue of subsection (1).

(6) The Chapter must set terms of reference for each committee or sub-committee established by virtue of subsection (1); and the terms of reference—

(a) must include provision as to the functions of the committee or sub-committee;

(b) may include provision which supplements the provision made by the constitution or statutes.

1. Section 17 is set out in the Appendix to this guidance for your ease of reference. [↑](#footnote-ref-1)
2. Amend to reflect provisions in the cathedral’s Constitution and Statutes. [↑](#footnote-ref-2)
3. Amend to reflect provisions in the cathedral’s Statutes. [↑](#footnote-ref-3)
4. Amend to reflect provisions in the cathedral’s Statutes. [↑](#footnote-ref-4)
5. Amend to reflect provisions in the cathedral’s Statutes. [↑](#footnote-ref-5)
6. Amend to reflect provisions in the cathedral’s Statutes [↑](#footnote-ref-6)
7. Amend to reflect provisions in the cathedral’s Statutes. [↑](#footnote-ref-7)
8. Amend to reflect provisions in the cathedral’s Statutes. [↑](#footnote-ref-8)
9. Amend to reflect provisions in the cathedral’s Statutes. [↑](#footnote-ref-9)
10. Provide for appointment of chair to reflect provisions in the cathedral’s Statutes. [↑](#footnote-ref-10)
11. Amend to reflect provisions in the cathedral’s Statutes. [↑](#footnote-ref-11)
12. Amend to reflect provisions in the cathedral’s Statutes. [↑](#footnote-ref-12)
13. Amend to reflect provisions in the cathedral’s Statutes. [↑](#footnote-ref-13)
14. Amend to reflect provisions in the cathedral’s Statutes. [↑](#footnote-ref-14)
15. Amend to reflect provisions in the cathedral’s Statutes. [↑](#footnote-ref-15)
16. Ensure reflects requirements in the Statutes in accordance with s.17(4) of the 2021 Measure [↑](#footnote-ref-16)
17. How often is appropriate will depend on the purpose of each committee or sub-committee. If the committee or sub-committee is one which it may be appropriate to wind up once its purpose has completed, this should be reflected in the terms of review. [↑](#footnote-ref-17)