

National Church Governance Measure

CONTENTS

Structure

- 1 The National Church Institutions

Church of England National Services

- 2 Establishment
- 3 Charitable status and objects
- 4 Governance and Nominations Committee: functions and membership
- 5 Audit and Risk Committee: functions and membership
- 6 Mission and Pastoral Adjudication Committee: functions
- 7 Mission and Pastoral Adjudication Committee: membership
- 8 Payments by the Church Commissioners
- 9 Funding framework: laying before General Synod, review.

Transfers of functions etc.

- 10 Archbishops' Council's functions
- 11 Church of England Central Services' functions
- 12 Church Commissioners' functions
- 13 Church Commissioners' retained functions
- 14 Transfer of employees and property etc.
- 15 Further provisions on transfers

Church Commissioners

- 16 Constitution
- 17 Assets Committee membership

National Institutions: miscellaneous

- 18 Eligibility for membership etc.
- 19 Belonging and inclusion
- 20 Synodical Scrutiny Committee
- 21 Committee of Inquiry: resolution by General Synod
- 22 Committee of Inquiry: inquiry and report
- 23 Accounts, reports etc.

General

- 24 Interpretation etc.
- 25 Procedure on orders

Final

- 26 Short title, commencement, extent and application
-

Schedule 1 – Church of England National Services

Schedule 2 – Transfer of employees

DRAFT OF A MEASURE of the General Synod of the Church of England to make provision about the governance of the Church.

Structure

1 The National Church Institutions

- (1) The National Institutions of the Church of England are –
 - (a) Church of England National Services,
 - (b) the Church Commissioners, 5
 - (c) the Church of England Pensions Board, and
 - (d) the National Society (Church of England and Church in Wales) for the Promotion of Religious Education.
- (2) A reference in this Measure or in any other Measure (whenever passed) to a National Institution or National Church Institution is, subject to its context, to be read as a reference to a body referred to in this section. 10
- (3) Where a body is established, or a National Institution is dissolved, otherwise than by or under a Measure, the Archbishops of Canterbury and York acting jointly may, in consequence of the establishment or dissolution of that body, amend this section by order so as to add or remove reference to the body. 15

Church of England National Services

2 Establishment

- (1) A body corporate called “Church of England National Services” is established.
- (2) Church of England National Services is referred to in this Measure as “CENS”.
- (3) Schedule 1 makes further provision about CENS. 20
- (4) CENS may by order amend Schedule 1.

3 Charitable status and objects

- (1) CENS is established as a charity.
- (2) The members of CENS are the charity trustees and, as such, have the general control and management of the administration of CENS; and the functions of CENS, so far as relating to that general control and management, are exercisable by the board of the charity trustees. 25
- (3) CENS has the following charitable objects –

- (a) to advance the Christian religion in accordance with the faith and practice of the Church of England, in particular by furthering, enabling, enhancing and co-ordinating its work and mission;
- (b) to advance any other charitable purposes which are ancillary to the purpose referred to in paragraph (a). 5
- (4) In furthering its objects, CENS must act for the public benefit within the meaning of section 4(3) of the Charities Act 2011.
- (5) The reference to the Church of England’s “mission” is a reference to its whole mission, pastoral, evangelistic, social and ecumenical.
- 4 Governance and Nominations Committee: functions and membership 10**
- (1) The Governance and Nominations Committee has the function of advising CENS on—
- (a) the effectiveness of the systems for the governance of CENS;
- (b) the recruitment of members of CENS and members of its committees;
- (c) the skills, knowledge and experience of, **and the diversity among**, members of CENS and members of its committees; 15
- (d) in light of its advice under paragraph (c), how to make any improvements the committee identified as being required.
- (2) The committee must keep under review—
- (a) the structure of each of CENS’ other committees, and 20
- (b) the scope of each of those other committees’ activities.
- (3) CENS must keep under review—
- (a) the structure of the Governance and Nominations Committee, and
- (b) the scope of that committee’s activities.
- (4) **If, in the course of acting under subsection (3), CENS is satisfied that there should be a change to the committee’s structure or the scope of its activities, CENS may by order amend this section as to give effect to that change.** 25
- (5) The membership of the committee consists of—
- (a) the **deputy** chair of CENS,
- (b) two other members of CENS appointed by CENS, **at least one of whom must be an elected member**, 30
- (c) **two members of the Appointments Committee appointed by that Committee**, and
- (d) two independent persons appointed by CENS.
- (6) The **deputy** chair of CENS is, by virtue of that office, the chair of the committee. 35
- (7) A person is not to be regarded as independent for the purposes of subsection (5)(d) if that person is—
- (a) a member of CENS,
- (b) a member of another National Institution,
- (c) a member of the General Synod, or 40
- (d) a member of a national Church body.
- (8) **The quorum at a meeting of the committee is four.**

5 Audit and Risk Committee: functions and membership

- (1) The Audit and Risk Committee has the following duties—
- (a) to recommend to CENS an external auditor for appointment;
 - (b) to direct the auditor appointed by CENS as to the manner in which audits are undertaken, including ensuring that the requirements of generally accepted auditing standards are met; 5
 - (c) to review CENS’ accounting policies and practices, their annual accounts and any reports made and advice given to CENS by the auditor appointed by CENS;
 - (d) to keep under review the risks (including financial risks) to which CENS are exposed in carrying out their functions and the adequacy of the steps taken by CENS to mitigate those risks; 10
 - (e) to keep under review the effectiveness of CENS’ internal control system;
 - (f) to consider any representations made to the committee; 15
 - (g) to report to the General Synod on matters relating to the functions and business of CENS which cause the committee grave concern and about which CENS has been unable to satisfy the committee.
- (2) The committee also has the duty—
- (a) to make available to other National Institutions the provision of internal audit services, and 20
 - (b) where a National Institution wishes to be provided with those services, to oversee their provision.
- (3) The membership of the committee consists of—
- (a) **two members of CENS appointed by CENS, at least one of whom must be an elected member,** 25
 - (b) two persons elected by and from the House of Clergy and the House of Laity taken together so as to constitute a single electorate, and
 - (c) **three** independent persons appointed by CENS.
- (4) The chair of the committee is appointed by CENS from among **the members of the committee, subject to the approval of the General Synod.** 30
- (5) The chair of the committee must have—
- (a) a professional background in finance and governance, and
 - (b) recent and relevant financial experience.
- (6) **If the chair of the committee is not a member of CENS, the chair is entitled to attend and speak at, but not vote at, a meeting of CENS (and is not to be regarded as a member of CENS).** 35
- (7) A person is not eligible for election under subsection (3)(b) if that person is—
- (a) a member of CENS, or
 - (b) a member of another National Institution. 40
- (8) A person is not to be regarded as independent for the purposes of subsection (3)(c) if that person is—
- (a) a member of CENS,
 - (b) a member of another National Institution,
 - (c) a member of the General Synod, or 45
 - (d) a member of a national Church body.

- (9) The committee’s staff must supply the committee with such information in their possession as the committee may require to enable the committee to exercise its functions.
- (10) The committee must make an annual report on its exercise of functions during the previous year to CENS; and the committee must lay a copy of the report before the General Synod. 5
- (11) **The quorum at a meeting of the committee is four.**

6 Mission and Pastoral Adjudication Committee: functions

- (1) It is for the Mission and Pastoral Adjudication Committee (“MPAC”) to exercise on behalf of CENS the functions of the Church Commissioners conferred by or under a relevant Measure, and transferred to CENS by virtue of section 12, in so far as those functions relate to – 10
- (a) the determination of representations,
 - (b) the granting of consents, or
 - (c) the making or determination of appeals to or from the Commissioners. 15
- (2) Each of the following is a “relevant Measure” –
- (a) the Repair of Benefice Buildings Measure 1972;
 - (b) the Ecclesiastical Offices (Terms of Service) Measure 2009;
 - (c) the Mission and Pastoral Measure 2011;
 - (d) the Church Property Measure 2018. 20
- (3) But subsection (1)(b) does not apply to **the Church Commissioners’ functions of granting consent under section 57 of the Mission and Pastoral Measure 2011 (consent for certain powers of Churches Conservation Trust).**
- (4) The General Synod may by resolution amend this section so as to add, vary or remove a function of MPAC. 25
- (5) The power to make a resolution under subsection (4) is exercisable by statutory instrument.
- (6) The Statutory Instruments Act 1946 applies to a resolution under subsection (4) as if this Measure were an Act of Parliament providing for the instrument containing the resolution to be subject to annulment in pursuance of a resolution of either House of Parliament. 30

7 Mission and Pastoral Adjudication Committee: membership

- (1) The membership of MPAC consists of –
- (a) one person appointed as chair by His Majesty,
 - (b) **eight** persons appointed by the Appointments Committee, and 35
 - (c) **four persons appointed by the Appointments Committee on the recommendation of the Governance and Nominations Committee.**
- (2) **In making an appointment or recommendation under subsection (1)(b) or (c), the committee in question must have regard to the desirability of securing that the membership of MPAC includes persons with skills, knowledge or experience, or aspects of diversity, not otherwise represented on MPAC.** 40
- (3) The persons who may be appointed by the Appointments Committee under subsection (1)(b) **must include** –

- (a) **at least** two persons in episcopal orders, one of whom holds office as a diocesan bishop and the other as a suffragan, with one of them holding office in the province of Canterbury and the other in the province of York,
- (b) **at least** two clerks in holy orders, one of whom holds office as such in the province of Canterbury and the other of whom holds office as such in the province of York, and 5
- (c) **at least** two members of the House of Laity of the General Synod, one of whom represents a diocese in the province of Canterbury and the other of whom represents a diocese in the province of York. 10
- (4) The membership of MPAC under **subsection (1)(b) and (c)** must include –
- (a) at least one person who holds the office of archdeacon,
- (b) at least one person who holds the office of diocesan secretary, and
- (c) **at least one person nominated by the Secretary of State.**
- (5) In so far as the requirements of subsection (4) are not met by appointments made under subsection **(1)(b)**, they must be met by appointments made under subsection **(1)(c)**. 15
- (6) A person is eligible for appointment as chair of MPAC only if the person –
- (a) is a barrister in England and Wales, or a solicitor of the Senior Courts of England and Wales, and has been qualified as such for at least the preceding seven years, and 20
- (b) is not a member of a National Institution or of a national Church body.
- (7) A person who holds the office of diocesan secretary may not be appointed under subsection (1)(b) or (c) unless the group which represents the diocesan secretaries in the province of Canterbury and those in the province of York has been consulted. 25
- (8) The Third Church Estates Commissioner is to be the chair of the committee until the appointment under subsection (1)(a) takes effect.
- (9) **The quorum at a meeting of the committee is seven.**
- 8 Payments by the Church Commissioners** 30
- (1) It is for the Church Commissioners –
- (a) to determine from time to time the amount to pay from its general fund to CENS to enable the proper exercise of its functions, and
- (b) to pay that amount to CENS at the times and in the instalments it agrees with CENS. 35
- (2) **The amount to be paid by the Church Commissioners under subsection (1) consists of –**
- (a) **amounts which could have been paid to the Archbishops’ Council under section 2 of the National Institutions Measure 1998 (provision for cure of souls in parishes where help most required) immediately before the transfer of the Council’s functions under that section by virtue of section 10 of this Measure, and** 40
- (b) **amounts which could have been paid to the Archbishops’ Council under section 1 of the Church of England (Miscellaneous Provisions) Measure 2018 (grants for any of Council’s functions) immediately before the repeal of that section by subsection (9) of this section.** 45

- (3) CENS must, in good time before the beginning of **the period agreed with the Church Commissioners for the purposes of this section (the “funding period”)**, submit to the Commissioners a framework setting out –
- (a) **CENS’ objectives for that funding period**, and
 - (b) **how CENS proposes to meet those objectives and, in particular, how it proposes to do so by exercising its power to make grants.** 5
- (4) **Each framework must specify for the funding period to which it relates –**
- (a) the amount of money CENS expects to require for **that funding period** to enable the proper exercise of its functions,
 - (b) the proportion of that amount that CENS expects to require from the Church Commissioners, and 10
 - (c) for each of CENS’ functions, the proportion of that amount that is attributable to the exercise of that function.
- (5) **CENS must each year submit to the Church Commissioners –**
- (a) a certificate of the extent to which the amount paid to CENS by the Church Commissioners in the preceding **year** has been used in accordance with the framework for **the funding period concerned**, 15
 - (b) a statement of the impact of using that amount in accordance with the framework, and
 - (c) **such other information as the Church Commissioners may require.** 20
- (6) In making a determination under subsection (1)(a), the Church Commissioners, having analysed the framework, must weigh **what the framework says about CENS’ objectives and how it proposes to meet them** against the Commissioners’ other responsibilities.
- (7) The Church Commissioners may not make a determination under subsection (1)(a) unless they have consulted CENS. 25
- (8) **In preparing the framework, CENS must –**
- (a) **lay before the General Synod for its consideration in accordance with its Standing Orders a summary of the proposals for inclusion in the framework (whether CENS’s own proposals or those from others), and** 30
 - (b) **have due regard to the views expressed by Synod on its consideration of those proposals.**
- (9) In consequence of this section, section 1 of the Church of England (Miscellaneous Provisions) Measure 2018 (payments by Commissioners to Archbishops’ Council) is repealed. 35
- 9 Funding framework: laying before General Synod, review.**
- (1) **Having completed the framework under section 8, CENS must lay before the General Synod –**
- (a) **the completed framework, and** 40
 - (b) **a statement of how the views expressed by Synod for the purposes of section 8(8)(b) have affected the framework.**
- (2) CENS must keep the framework under review and may from time to time make revisions to it; and, if it does so, it must –
- (a) notify the revisions to the Church Commissioners, and
 - (b) **lay the revisions before the General Synod.** 45

- (3) CENS must, every five years, arrange for an external body to carry out a review of the process which CENS follows in exercising its power to make grants.
- (4) **The external body, having completed the review under subsection (3) under the oversight of the Synodical Scrutiny Committee (see section 20(4)), must make a report to CENS.** 5
- (5) **CENS, having received the report under subsection (4), must lay it before the General Synod.**

Transfers of functions etc.

10 Archbishops' Council's functions

- (1) CENS may by order provide for – 10
 - (a) the transfer to CENS of the functions of the Archbishops' Council;
 - (b) the dissolution of the Archbishops' Council.
- (2) An order under this section may appoint different days for different purposes.
- (3) The power under this section must be exercised so as to provide as soon as reasonably practicable after the commencement of this section for the transfer to CENS of – 15
 - (a) **the functions of the Archbishops' Council relating to safeguarding children and vulnerable adults,**
 - (b) **the functions of the Council carried out by its Racial Justice Unit,** and
 - (c) the functions of the Council under sections 3 and 4 of the National Institutions Measure 1998 mentioned in subsection (4) below. 20
- (4) The functions of the Archbishops' Council referred to in subsection (3)(c) are –
 - (a) appointing a person to audit the accounts of CENS for each year who is eligible for appointment under section 144(2) of the Charities Act 2011;
 - (b) at each group of sessions of the General Synod, causing an account of the matters discussed and the decisions taken by CENS at its meetings held since the previous group of sessions to be laid before the Synod; 25
 - (c) preparing in each year a budget indicating the expected income and expenditure of CENS for the following year and, before the end of June, causing the budget to be laid before the Synod for its approval. 30
- (5) **In subsection (3)(a), “children” and “vulnerable adults” each have the same meaning as in the Safeguarding and Clergy Discipline Measure 2016.**
- (6) An order under this section which includes provision under subsection (4)(c) is not capable of being amended by the General Synod in a way which would vary – 35
 - (a) the amount to be paid to CENS by the Church Commissioners under section 8, or
 - (b) the proposed application or distribution of that amount.

11 Church of England Central Services' functions

- (1) The trustees of the charitable company called “Church of England Central Services” (“ChECS”) must take whatever steps are necessary for securing its dissolution. 40

- (2) The functions of ChECS are transferred to CENS on such day as the Archbishops of Canterbury and York acting jointly may by order appoint.
- (3) An order under this section may appoint different days for different purposes.
- (4) A day so appointed must be before the day on which ChECS is dissolved.

12 Church Commissioners' functions 5

- (1) The functions of the Church Commissioners which are not retained functions under section 13 are transferred to CENS on such day as the Archbishops of Canterbury and York acting jointly may by order appoint.
- (2) An order under this section may appoint different days for different purposes.
- (3) A day appointed under this section for the transfer of functions under the Cathedrals Measure 2021, or functions otherwise relating to cathedrals, must be no later than three years after the commencement of section 2. 10

13 Church Commissioners' retained functions

- (1) The following functions of the Church Commissioners under the Episcopal Endowments and Stipends Measure 1943 are retained functions – 15
 - (a) the payment of a stipend to each person holding the office of diocesan or suffragan bishop;
 - (b) the payment of costs incurred by a bishop in defending proceedings brought against the bishop in the bishop's corporate capacity or in dealing with threats to bring such proceedings; 20
 - (c) the payment of costs incurred by a bishop in bringing, or considering whether to bring, proceedings in the bishop's corporate capacity.
- (2) The following functions of the Church Commissioners are retained functions –
 - (a) the payment of costs incurred by a bishop under the Clergy Conduct Measure 2025 as referred to in section 63 of that Measure; 25
 - (b) the payment of costs incurred by a bishop under the Ecclesiastical Jurisdiction Measure 1963 as referred to in section 58(a) of that Measure;
 - (c) the functions relating to the management and ownership of, and the making of distributions from, the Church Commissioners' assets; 30
 - (d) the functions under the Church of England Pensions Measure 2018;
 - (e) the functions under section 28(1) of the Cathedrals Measure 2021 (payment of stipend of dean and residentiary canons);
 - (f) the functions relating to any liability of the Church Commissioners to repair the chancel of a church; 35
 - (g) the functions under sections 8 and 9 of this Measure (funding of CENS).
- (3) It is, accordingly, for the Church Commissioners to discharge the functions retained under subsections (1) and (2), so far as those functions relate to making payments, by making payments from their general fund.
- (4) The references in subsection (1)(b) and (c) to costs include – 40
 - (a) costs of satisfying (to any extent) a judgment or other order (whether as to costs or otherwise), and
 - (b) costs of making a payment by way of settlement.

- (5) In its application to the diocese in Europe, this section has effect as if –
- (a) a reference to the Episcopal Endowments and Stipends Measure 1943 included a reference to section 4 of the Diocese in Europe Measure 1980,
 - (b) a reference to a diocesan bishop were a reference to the bishop of the diocese in Europe, and
 - (c) a reference to a suffragan bishop were a reference to a suffragan bishop appointed to assist the bishop of the diocese in Europe.
- (6) In its application to the Isle of Man, this section has effect as if a reference to the Episcopal Endowments and Stipends Measure 1943 included a reference to section 1 of the Church Commissioners (Miscellaneous Provisions) Measure 1975.

14 Transfer of employees and property etc.

- (1) An order under sections 10 to 12 must provide for the transfer to CENS of the rights and liabilities under the employment contracts of employees of the transferor so far as that is necessary for giving full effect to the transfer of the functions to which the order applies.
- (2) Schedule 2 has effect in the case of each employee who would be transferred by virtue of this section.
- (3) An order under sections 10 to 12 may provide for the transfer to CENS of property, rights or liabilities held, enjoyed or incurred by the transferor.
- (4) Where the Archbishops' Council or ChECS has notified the Church of England Pensions Board (whether before or after the passing of this Measure) that it wishes its liabilities for pensions to become liabilities of CENS, those liabilities are to be regarded as transferred to CENS immediately before the Council or ChECS (whichever of them gave the notification) is dissolved by virtue of this Measure.**
- (5) **Subsection (4) does not affect the power to make an order under subsection (3).**

15 Further provisions on transfers

- (1) An order under sections 10 to 12 may make incidental, consequential, supplementary, transitional or transitory provision.
- (2) The provision which may be made under subsection (1) includes provision –
- (a) for the carrying on and completion by or under the authority of CENS of things begun by or under the authority of the transferor;
 - (b) for the amendment of provisions made by or under a Measure;
 - (c) for the substitution of CENS for the transferor in an instrument or contract or in legal proceedings.
- (3) The functions which may be transferred in an order under sections 10 to 12 include functions conferred on the transferor by or under a Measure passed after this Measure; and subsection (2)(b) is to be read in light of that.
- (4) An order under sections 10 to 12 may provide for the transfer of a function to a specified committee of CENS.**

- (5) A reference to the transferor in an instrument or contract in force immediately before the transfer in an order under sections 10 to 12 is, subject to its context, to be read after the transfer as a reference to CENS.
- (6) In section 88(1) of the Solicitors Act 1974 (exemption from requirement for solicitor’s practising certificate), after “the Church Commissioners” insert “, Church of England National Services”. 5
- (7) In section 193(1)(c) of the Legal Services Act 2007 (exemption from requirement for solicitor’s practising certificate), after “the Church Commissioners” insert “or to Church of England National Services”.

Church Commissioners 10

16 Constitution

- (1) In Schedule 1 to the Church Commissioners Measure 1947 (constitution of the Commissioners), in paragraph 1, for the entries listed in paragraph (b) substitute –
- “the Archbishops of Canterbury and York; 15
the First and Second Church Estates Commissioners;
two persons elected by and from the House of Bishops;
two clerks in Holy Orders (but not in episcopal orders), neither of whom
need be a member of the House of Clergy, elected by the members of
that House; 20
two lay persons, neither of whom need be a member of the House of Laity,
elected by the members of that House;
seven persons, of whom three are nominated by His Majesty and four by
the committee of the Commissioners which advises them on
governance and nominations, at least one of whom is a barrister in
England and Wales, or a solicitor of the Senior Courts of England and
Wales, who has been qualified as such for at least the preceding seven
years.” 25
- (2) In section 4 of that Measure (general meetings of the Commissioners), in subsection (1), after “Archbishop of Canterbury shall be” insert “the President of the Commissioners and shall, accordingly, be”. 30
- (3) In section 5 of that Measure (constitution and functions of Board of Governors), in subsection (1), after “this Measure” insert “but not the Archbishop of Canterbury (who, by virtue of section 4(1), is the President of the Commissioners)”. 35
- (4) In that section, for subsection (2) substitute –
- “(2) The chair of the Board is to be a member of the Board appointed by the President of the Commissioners on the advice of the committee of the Commissioners which advises them on governance and nominations; and – 40
- (a) the chair may appoint from among the other members of the Board a deputy who, in the chair’s absence, may act as chair at any meeting to be held during the period of five years following the date of the chair’s appointment under this subsection, and

- (b) if neither the chair nor the deputy chair is present at a meeting, the members attending the meeting may elect a member to act as chair of that meeting.”
- (5) The Third Church Estates Commissioner, despite the amendment made by subsection (1), continues as a member of the Church Commissioners until the appointment of the chair of MPAC under section 7(1)(a) takes effect. 5

17 Assets Committee membership

- (1) In section 6 of the Church Commissioners Measure 1947, subsection (1)(a) (membership of Assets Committee) is amended as follows.
- (2) In sub-paragraph (iii) (lay Commissioner membership of Committee) – 10
- (a) for “the Archbishop of Canterbury” substitute “the Board”, and
- (b) for “the Archbishop”, in each place it appears, substitute “the Board”.
- (3) Omit the “and” immediately preceding sub-paragraph (iii).
- (4) After sub-paragraph (iii) insert “, and 15
- (iv) up to two persons co-opted by the Assets Committee who are not Commissioners but have recent and relevant experience in the field of investments;”.

National Institutions: miscellaneous

18 Eligibility for membership etc.

- (1) A person may not be elected or appointed as a member of more than one National Institution. 20
- (2) An elected or appointed member of a National Institution may not serve as –
- (a) the Prolocutor of the Convocation of Canterbury or York, or
- (b) the Chair or Vice-Chair of the House of Laity of the General Synod.
- (3) A National Institution may by resolution remove an elected or appointed member or a member of a committee of that National Institution; but the resolution is carried only if at least three-quarters of the members of the Institution present and voting have voted in favour. 25
- (4) **Subsection (3) does not disqualify a person removed under that subsection from future election or appointment as a member of a National Institution or of a committee of a National Institution; nor does it affect the application of the provisions of charity law on disqualification as a charity trustee.** 30

19 Belonging and inclusion

- (1) Each National Institution, in order to promote principles of good governance and the fulfilment of its charitable objects, must prepare and publish a document called its “Diversity Charter”. 35
- (2) The Diversity Charter of each National Institution must set out its objectives for –
- (a) improving diversity among its members and the members of its committees, and 40

- (b) promoting the importance of, and encouraging good practice in relation to, diversity within that National Institution.
- (3) Each National Institution must monitor the diversity among its own members and the members of its committees.
- (4) Each National Institution must include in its report under section 23(1) a statement on—
 - (a) the progress made by that National Institution towards achieving the objectives set out in its Diversity Charter under subsection (2)(a), and
 - (b) the results of the monitoring carried out by that National Institution under subsection (3).
- (5) Each National Institution may revise its Diversity Charter.

20 Synodical Scrutiny Committee

- (1) The General Synod must make provision in its Standing Orders to establish a committee called “the Synodical Scrutiny Committee” and for that committee to operate in accordance with this section. 15
- (2) The committee is to have the function of scrutinising, in the case of each National Institution—
 - (a) the performance by that institution of its functions, and
 - (b) the quality of its decision-making.
- (3) In carrying out that function, the committee must seek to secure regular engagement with each National Institution; and for that purpose, the committee may require the members and chief executive officer of a National Institution to attend upon it. 20
- (4) The committee is to have the function of overseeing the review under section 9(3) (five-yearly review of CENS’ exercise of its grant-making power). 25
- (5) The membership of the committee is to consist of—
 - (a) the Chair of the House of Laity,
 - (b) the Vice-Chair of the House of Laity,
 - (c) the Prolocutor of the Province of Canterbury,
 - (d) the Prolocutor of the Province of York,
 - (e) one person elected by and from the Standing Committee of the House of Bishops who is not a member of a National Institution, and
 - (f) **two members elected by and from the House of Clergy and House of Laity taken together so as to form a single electorate.**
- (6) The chair of the House of Laity is, by virtue of that office, to be the chair of the committee. 30
- (7) The committee is to meet on at least two occasions in each year.
- (8) The committee is to make an annual report to the General Synod on the exercise of its functions.
- (9) The General Synod may make further provision in its Standing Orders for the work and procedure of the committee. 40

- (10) Provision made in Standing Orders under this section may not have the effect of invalidating anything done by a National Institution or restricting the exercise of its functions.

21 Committee of Inquiry: resolution by General Synod

- (1) The General Synod may by resolution convene a committee called “the Committee of Inquiry” to conduct an inquiry into a National Institution where the Synod has grave concern that the Institution has suffered a loss of money or assets or damage to its reputation. 5
- (2) A motion for a resolution under this section may be moved only by **a member of the Synodical Scrutiny Committee appointed by and from that committee; and the member –** 10
- (a) may move a resolution under this section on the committee’s own initiative;
- (b) **must** move a resolution under this section on receipt of a request from at least **100** members of the Synod. 15
- (3) A resolution under this section must specify the Committee of Inquiry’s terms of reference for the inquiry.
- (4) A motion for a resolution under this section must be debated in a sitting of the Synod that includes all three Houses; and a representative of the National Institution concerned has the right to speak in the debate. 20
- (5) A resolution under this section is carried only if, **on a counted vote of the whole Synod conducted in accordance with the Synod’s Standing Orders**, at least **two-thirds** of those present and voting have voted in favour.
- (6) The General Synod may make further provision in its Standing Orders for the procedure on a motion for a resolution under this section. 25

22 Committee of Inquiry: inquiry and report

- (1) If a resolution under section 21 is carried, the Committee of Inquiry is convened with the following membership – 30
- (a) each member of the Synodical Scrutiny Committee, and
- (b) no more than four persons appointed by the Appointments Committee.
- (2) The Committee of Inquiry must – 35
- (a) undertake the inquiry in accordance with the terms of reference specified in the resolution, and
- (b) having done so, make a written report of the inquiry to the Synodical Scrutiny Committee.
- (3) A report under subsection (2) must identify –
- (a) any lessons to be learned, and
- (b) any recommendations for how to apply those lessons.
- (4) The Synodical Scrutiny Committee, having received a report under subsection (2), must – 40
- (a) give a copy of the report to the National Institution concerned, and
- (b) **arrange for the report to be published.**

- (5) The National Institution concerned must, **as soon as is practicable and in any event** within six months of receiving the copy of the report, publish its own report in response.
- (6) **Where a member of the Committee of Inquiry ceases to be a member of the Synodical Scrutiny Committee, that person (and not the person who fills the vacancy on the Synodical Scrutiny Committee) nonetheless continues to act as a member of the Committee of Inquiry in order to complete work on an inquiry which has begun.** 5
- (7) The General Synod may make further provision in its Standing Orders for the work and procedure of the Committee of Inquiry. 10
- (8) Provision made under this section does not, and provision made in Standing Orders under this section may not, have the effect of invalidating anything done by a National Institution or restricting the exercise of its functions.
- 23 Accounts, reports etc.**
- (1) Each National Institution must cause a report of its work and proceedings in each year, including any decisions taken about its future work, to be laid before the General Synod before the end of the following year. 15
- (2) Each National Institution must cause its auditor’s report for each year, together with its accounts for that year, to be laid before the General Synod before the end of the following year. 20
- (3) The General Synod may request reports from a National Institution on any matter relating to its functions.
- (4) The Standing Orders of the General Synod must include provision giving the Synod an opportunity at each group of sessions – 25
- (a) to consider a report laid before it under subsection (1);
 - (b) to consider any other matters referred to it by a National Institution;
 - (c) to question representatives of a National Institution in connection with a report or other matter referred to in paragraph (a) or (b).
- General*
- 24 Interpretation etc.** 30
- (1) In this Measure, “National Institution” has the meaning given in section 1.
- (2) A reference in this Measure to a national Church body is a reference to – 35
- (a) a body, other than a National Institution, established by or under a Measure (whenever made) and the functions of which are exercisable across the provinces of Canterbury and York, or
 - (b) a committee of a National Institution designated by CENS as a national body for the purposes of this Measure (or specified provisions of it).
- (3) A reference in this Measure to CENS is to be read with section 3(2).
- (4) A reference in this Measure to a member of a National Institution is, in its application to the Church Commissioners, to be read as a reference to a member of the Board of the Commissioners. 40

- (5) A reference in this Measure to diversity among individuals is to be read as a reference to differences between those individuals (whether by reference to protected characteristics under the Equality Act 2010 or otherwise).
- (6) In this Measure –
 “the Appointments Committee” means the Appointments Committee of the Church of England;
 “the Business Committee” means the Business Committee of the General Synod;
 “MPAC” means the Mission and Pastoral Adjudication Committee.
- (7) The functions of an archbishop under this Measure are, during a vacancy in the archbishopric, exercisable by the other archbishop.

25 Procedure on orders

- (1) This section applies to an order under this Measure other than an order under section 26 (commencement etc.).
- (2) The order may not be made unless –
 (a) a draft of the order has been laid before the General Synod and approved by it with or without amendment, and
 (b) the approved draft has been referred to the person with the power to make the order.
- (3) On referral of the approved draft, the person with the power to make the order must –
 (a) if the draft was approved without amendment, execute the order, or
 (b) if the draft was approved with amendment –
 (i) execute the order, or
 (ii) withdraw the draft for further consideration.
- (4) The order may not come into force unless it has been executed by the person with the power to make the order.
- (5) If the Business Committee determines that a draft of the order does not need to be debated by the Synod, the draft is to be treated as approved without amendment for the purposes of this section unless a member of the Synod gives notice in accordance with its Standing Orders that the member –
 (a) wishes the draft order to be debated, or
 (b) wishes to move an amendment to it.
- (6) The power to make the order is exercisable by statutory instrument; and the Statutory Instruments Act 1946 applies –
 (a) as if the order had been made by a Minister of the Crown, and
 (b) as if this Measure were an Act of Parliament providing for the instrument containing the order to be subject to annulment in pursuance of a resolution of either House of Parliament.

Final 40

26 Short title, commencement, extent and application

- (1) This Measure may be cited as the National Church Governance Measure 2025.

-
- (2) This section comes into force on the day on which this Measure is passed.
- (3) The other provisions of this Measure come into force on such day as the Archbishops of Canterbury and York acting jointly may by order appoint; and different days may be appointed for different purposes.
- (4) The Archbishops of Canterbury and York acting jointly may by order make transitional, transitory or saving provision in connection with the commencement of a provision of this Measure. 5
- (5) Transitory provision under subsection (4) may, in particular, modify the application of a provision of this Measure pending the commencement of a provision of another Measure. 10
- (6) The power to make an order subsection (3) or (4) is exercisable by statutory instrument; and the Statutory Instruments Act 1946 applies as if the order had been made by a Minister of the Crown and as if this Measure were an Act of Parliament.
- (7) This Measure extends to the whole of the province of Canterbury and the whole of the province of York. 15
- (8) **This Measure applies to the diocese in Europe as if it were a diocese in the province of Canterbury.**

SCHEDULES

SCHEDULE 1

Section 2

CHURCH OF ENGLAND NATIONAL SERVICES

Membership

- | | | |
|---|--|----|
| 1 | (1) CENS has no more than 15 members. | 5 |
| | (2) The members of CENS are – | |
| | (a) the Archbishop of Canterbury, | |
| | (b) the Archbishop of York, | |
| | (c) two persons elected by and from the House of Bishops, | |
| | (d) two persons elected by and from the House of Clergy, | 10 |
| | (e) two persons elected by and from the House of Laity, | |
| | (f) a person appointed as chair under this paragraph, and | |
| | (g) no more than six other persons appointed under this paragraph. | |
| | (3) The first appointment under sub-paragraph (2)(f) is to be made by the Archbishops of Canterbury and York acting jointly after having consulted the Appointments Committee. | 15 |
| | (4) The first appointments under sub-paragraph (2)(g) are to be made by the Archbishops of Canterbury and York acting jointly after having consulted the first person appointed as chair under sub-paragraph (2)(f) and the Appointments Committee. | 20 |
| | (5) Each subsequent appointment under sub-paragraph (2)(f) or (g) – | |
| | (a) is to be made by CENS on the recommendations of the Governance and Nominations Committee (see paragraph 6(1)(a)), and | |
| | (b) takes effect only if the General Synod has approved the appointment. | 25 |
| | (6) CENS must appoint a member (but not either of the Archbishops) as the deputy chair; and the deputy chair acts as chair, and accordingly has the powers of the chair, where – | |
| | (a) there is no chair, | |
| | (b) the chair is unable or unwilling to act, or | 30 |
| | (c) the chair invites the deputy chair to act as chair. | |
| | (7) The chair is, by virtue of that office, a member of the General Synod (with the House to which the chair belongs being determined by whether the chair is a lay person or a clerk in Holy Orders). | |
| | (8) In acting under sub-paragraph (4), the Archbishops must have due regard to the desirability of securing a balance between – | 35 |

- (a) the benefits of maintaining a continuity of membership on the transition from the National Church Institutions in place immediately before the commencement of this paragraph, and
- (b) the importance of having a diverse membership with a variety of skills, knowledge and experience. 5
- (9) The Third Church Estates Commissioner is, by virtue of that office, a member of CENS on its establishment and is to be treated for the purposes of this paragraph as having been appointed under sub-paragraph (2)(g).
- (10) The Third Church Estates Commissioner’s membership of CENS under sub-paragraph (9) continues until the appointment of the chair of MPAC under section 7(1)(a) takes effect. 10

Eligibility etc.

- 2 (1) A person is eligible for appointment under paragraph 1(2)(f) only if the person is an actual communicant (within the meaning of Rule 83(2) of the Church Representation Rules). 15
- (2) A person is eligible for appointment under paragraph 1(2)(g) only if the person is a member of the Church of England or of a Church which subscribes to the doctrine of the Holy Trinity.
- (3) A majority of the members under paragraph 1(2)(c) to (g) must be members of the General Synod, subject to section 18(2) (which prevents any of the officers of Synod from being an elected or appointed member of a National Institution). 20
- (4) A majority of the members under paragraph 1(2) must be lay persons.

Term of office

- 3 (1) Each member of CENS elected under paragraph 1(2)(c) to (e) is to hold office for such period not exceeding three years as CENS decides; and each election is to be conducted in accordance with the Standing Orders of the General Synod. 25
- (2) Each member of CENS appointed under paragraph 1(2)(f) or (g) is to hold office for such period not exceeding three years as is specified in the instrument of appointment. 30
- (3) A person who has held office as a member of CENS under paragraph 1(2)(c) to (g) for a continuous period of nine years –
- (a) ceases to hold office at the end of that period or, if the person continues to hold office under sub-paragraph (4) or (5), at the end of that period of continuation, and 35
- (b) is not eligible for election or appointment as a member of CENS until the end of three years beginning with the date on which the person last ceased to hold office (including, where applicable, under sub-paragraph (4) or (5)). 40
- (4) A member of CENS appointed under paragraph 1(2)(f) or (g) who has held office for a continuous period of nine years may continue to hold office for such period not exceeding 12 months as CENS may decide, having satisfied itself that there are exceptional circumstances which justify the continuation.

- (5) If there is a delay in the election or appointment of a successor to a member of CENS under paragraph 1(2)(c) to (g), that member is, despite the expiry of the period for which the member was elected or appointed, to continue to hold office until a successor is elected or appointed.
- (6) If any of the persons first appointed under paragraph 1(2)(f) or (g) was, immediately before the commencement of this paragraph, holding office as a member of any of the National Church Institutions (as they were then constituted), the period for which the person had been continuously holding office as such until that commencement –
- (a) is to be treated for the purposes of this paragraph as a period of membership of CENS, and
 - (b) is accordingly to be counted when reckoning the period of nine years for the purposes of sub-paragraph (3) or (4) in the case of that person.
- (7) None of the persons first appointed under paragraph 1(2)(f) or (g) may hold office for more than three consecutive terms, even if the period of any or each of those terms was less than three years; and the reference in this sub-paragraph to a term does not include a term by virtue of sub-paragraphs (4) to (6).

Vacating office

- 4 (1) The chair may resign as a member of CENS by giving notice in writing to the Archbishops of Canterbury and York.
- (2) Any other member of CENS under paragraph 1(2)(c) to (e) or (g) may resign by giving notice in writing to the chair.
- (3) If a member of CENS under paragraph 1(2)(c) to (e) or (g) fails throughout a period of six consecutive months to attend meetings of CENS, the member is deemed to have resigned as such unless the chair is satisfied that the member had a reasonable excuse for failing to attend.
- (4) A member of General Synod does not resign that membership merely by virtue of resigning as a member of CENS.
- (5) Where a person elected from one of the Houses of General Synod under paragraph 1(2)(c) to (e) ceases to be a member of that House otherwise than as a result of a dissolution of the Synod, the person's membership of CENS is terminated.
- (6) Where a member of CENS ceases to be a member of a House of General Synod as a result of a dissolution of the Synod, the person does not cease to be a member of CENS unless, when the new Synod is called together, that person is no longer a member of that House.
- (7) Nothing in paragraph 3 or this paragraph is capable of preventing or delaying the termination of a person's membership of CENS in consequence of that person's disqualification as a charity trustee.
- (8) Section 18(3) provides for the removal of a member of CENS.

Casual vacancies

- 5 (1) A casual vacancy among the members of CENS elected under paragraph 1(2)(c) to (e) is to be filled by an election held by the same body in the same

	manner and subject to the same conditions as were the case for the preceding election.	
	(2) A casual vacancy among the members of CENS appointed under paragraph 1(2)(g) is to be filled by an appointment by CENS in the same manner and subject to the same conditions as were the case for the preceding appointment.	5
	(3) A member elected or appointed to fill a casual vacancy under this paragraph holds office as such for a term of no more than three years (and paragraph 3(1) to (4) applies accordingly).	
	<i>Committees</i>	10
6	(1) CENS must establish each of the following –	
	(a) a committee called “the Governance and Nominations Committee” (see section 4);	
	(b) a committee called “the Audit and Risk Committee” (see section 5);	
	(c) a committee called “the Mission and Pastoral Adjudication Committee” (see section 6)	15
	(2) CENS may establish one or more other committees.	
	(3) A committee established under sub-paragraph (1) or (2) may establish one or more sub-committees.	
	(4) A committee established under sub-paragraph (2) may include in its membership persons who are not members of CENS.	20
	(5) A sub-committee established under sub-paragraph (3) may include in its membership –	
	(a) persons who are not members of the committee which established the sub-committee, and	25
	(b) persons who are not members of CENS.	
	(6) For each committee established under sub-paragraph (1), CENS must publish terms of reference of the committee; but the terms of reference must be compatible with the other provisions of this Measure relating to the committee.	30
	(7) For each committee established under sub-paragraph (2), CENS must publish –	
	(a) the terms of reference of the committee, and	
	(b) if CENS is delegating functions to the committee, a statement of those functions.	35
	(8) For each sub-committee established under sub-paragraph (3), the committee which established it must publish –	
	(a) the terms of reference of the sub-committee, and	
	(b) if the committee is delegating functions to the sub-committee, a statement of those functions.	40
	<i>Chief executive officer</i>	
7	(1) A person is to be appointed to serve as the chief executive officer of CENS in accordance with this paragraph.	

-
- (2) The person appointed as chief executive officer may not serve as –
(a) the Secretary General of the General Synod, or
(b) the Secretary of the House of Bishops.
- (3) The chief executive officer is to report to the chair of CENS.
- (4) The first appointment under this paragraph is to be made by the first chair of CENS (see paragraph 1(3)) and the Archbishops of Canterbury and York acting jointly. 5
- (5) Each subsequent appointment under this paragraph is to be made by CENS on the recommendation of the Governance and Nominations Committee.
- Delegation* 10
- 8 (1) CENS may delegate a function to –
(a) a member of CENS,
(b) a committee,
(c) the chief executive officer, or
(d) another member of staff. 15
- (2) A committee of CENS may delegate a function to –
(a) a sub-committee of that committee, or
(b) a member of staff of CENS.
- (3) A sub-committee of a committee of CENS may delegate a function to a member of staff of CENS. 20
- General incidental power*
- 9 CENS may do anything that individuals generally may do that it considers necessary or expedient for the purpose of, or in connection with, the exercise of its functions.
- Proceedings* 25
- 10 (1) The quorum at a meeting of CENS is eight.
- (2) The validity of proceedings of CENS is not affected by a vacancy in its membership or a defect in a member’s appointment.
- (3) Subject to the other provisions of this Measure, CENS may regulate its own procedure. 30
- Remuneration etc.*
- 11 (1) CENS may pay the chair such remuneration, allowances and compensation for loss of office as CENS may determine.
- (2) CENS may pay in respect of a member of staff such remuneration, allowances and compensation for loss of employment as CENS may determine. 35

Execution of documents

- 12 (1) The application of the seal of CENS must be authenticated by the signature of an officer authorised by CENS (whether generally or specifically) for that purpose.
- (2) A document purporting to be duly executed under the seal of CENS is to be received in evidence and, unless the contrary is proved, taken to be so executed. 5
- (3) A document which is signed by two members of CENS and expressed (in whatever form of words) to be executed by CENS has the same effect as if executed under the seal of CENS. 10
- (4) A document which is signed by two officers of CENS authorised by CENS for that purpose, and which is expressed (in whatever form of words) to be signed on behalf of CENS, has the same effect as if executed under the seal of CENS.
- (5) An authorisation under sub-paragraph (4) has effect subject to such limitations or conditions as may be specified in the authorisation. 15
- (6) A document executed by CENS which makes clear on its face that it is intended to be a deed has effect, on delivery, as a deed; and it is presumed, unless a contrary intention is proved, to be delivered on being so executed.
- (7) In favour of a person who in good faith acquires an interest in property for valuable consideration, a document is deemed to be duly executed by CENS if it purports to be signed in accordance with sub-paragraph (3) or (4). 20

SCHEDULE 2

Section 14

TRANSFER OF EMPLOYEES

Employment contract 25

- 1 (1) A transfer of employment under an agreement of the kind mentioned in section 14 does not operate to terminate a contract of employment.
- (2) A contract which would otherwise have been terminated by the transfer has effect after the transfer as if originally made between the employee concerned and CENS. 30
- (3) On completion of the transfer –
- (a) the transferor's rights, powers, duties and liabilities under or in connection with the contract are transferred to CENS, and
- (b) anything done before completion by or in relation to the transferor in respect of the contract is treated as done by or in relation to CENS. 35
- (4) The rights, powers, duties and liabilities of the transferor in respect of the provision of benefits under a pension scheme are transferred only to the extent that those benefits relate to –
- (a) a period of employment of the employee after the transfer, or
- (b) a voluntary contribution to the scheme made by the employee after the transfer. 40

- (5) Sub-paragraph (3) does not transfer or otherwise affect the liability of a person to be prosecuted for, convicted of and sentenced for an offence.
- (6) This paragraph does not operate to transfer a contract of employment and the rights, powers, duties and liabilities under or in connection with it if the employee objects to the transferor or CENS to becoming employed by CENS. 5
- (7) Where the employee does so object, the contract with the transferor is terminated but the employee is not for any purpose to be treated as having been dismissed by the transferor.
- (8) This paragraph does not affect any right of the employee apart from this paragraph to terminate a contract of employment without notice if a substantial change to working conditions is made to the employee's detriment. 10
- (9) But a right of that kind does not arise merely because the identity of the employer changes by virtue of this paragraph, unless the employee shows that, in all the circumstances, the change is significant and to the employee's detriment. 15

Continuity of employment

- 2 Any period during which the employee was employed by the transferor before the transfer counts for the purposes of any enactment as a period of employment with CENS; and the change of employer does not break the continuity of the employee's period of employment. 20

Collective agreement

- 3 (1) This paragraph applies where, at the time of the transfer, there is in force a collective agreement as defined by the Trade Union and Labour Relations (Consolidation) Act 1992 made by or on behalf of the transferor with a trade union recognised by the transferor in the case of the employee. 25
- (2) In its application to the employee, the agreement has effect after the transfer as if made by or on behalf of CENS with that trade union; but that does not affect section 179 or 180 of that Act (enforcement of collective agreements). 30
- (3) Accordingly, anything done under or in connection with the contract in its application to the employee by or in relation to the transferor before the transfer is treated after the transfer as done by or in relation to CENS.

Dismissal because of transfer

- 4 (1) This paragraph applies where, either before or after the transfer, the employee is dismissed. 35
- (2) If the reason for the dismissal is the transfer or a reason connected with it, the employee is treated as unfairly dismissed for the purposes of Part 10 of the Employment Rights Act 1996.
- (3) If the reason or principal reason for the dismissal is an economic, technical or organisational reason entailing changes in the workforce of either the transferor or CENS, the dismissal is treated for the purposes of section 98(1) of that Act as being for a substantial reason such as to justify the dismissal of an employee holding the position which the employee held. 40

(4) Sub-paragraph (3) does not affect section 98(4) of that Act (fair dismissal).