

GENERAL SYNOD
DRAFT NATIONAL CHURCH GOVERNANCE MEASURE
REPORT OF THE REVISION COMMITTEE

Chair: Mr Stephen Hogg (Leeds)

Ex-officio members

Steering Committee: The Rt Revd Andrew Watson, Bishop of Guildford
(Chair of the Steering Committee)

The Very Rev Mandy Ford, Dean of Bristol

The Revd John Bavington (Leeds)

The Revd Mark Bennet (Oxford)

Mrs Karen Czapiewski (Gloucester)

Mrs Sandie Turner (Chelmsford)

Appointed members: Dr Neill Burgess (York)

Mrs Jane Evans (Leeds)

The Revd Charlotte Cook (*ex-officio*, Archbishops
Council)

Mr Paul Waddell (Southwark)

Mr Robert Zampetti (London)

The Revd Dr Sue Lucas (Chelmsford)

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

Decisions taken by the Committee were taken unanimously unless otherwise indicated.

Part 1

Introduction

1. The draft National Church Governance Measure (GS 2360) received first consideration at the July 2024 group of sessions.
2. The new draft Measure gives effect to such of the recommendations of the National Church Governance Report (GS 2307) as require Primary Legislation.
3. It contains provision in relation to:
 - a. the reduction of the National Church Institutions (NCIs) from seven to four and the creation of a new NCI the Church of England National Services (CENS);
 - b. the transfer to CENS of most of the non-investment functions of the Church Commissioners;
 - c. the development of Diversity Charters by each NCI (with an accompanying duty to monitor and report progress made towards objectives set out in the Charter); and
 - d. the establishment of a permanent Synodical committee to undertake regular engagement with the NCIs and to scrutinize their work.
4. Full explanations of each provision of the Measure as originally introduced were contained in the explanatory notes (GS 2360X). The supporting policy is contained in GS2360P. An updated set of explanatory notes for the revised draft Measure are available (GS 2360X2).
5. The Committee met on four occasions (9th October, 13th November, 25th November and 12th December 2024) and completed its remaining business by correspondence under Standing Order 56(4).
6. The attendance at those four meetings was as follows:
9th October: 11 members present; 1 apology (the Revd John Bavington);
13th November: 11 members present; 1 apology (the Revd Dr Susan Lucas);
25th November: 11 members present; 1 apology (the Revd Charlotte Cook);
12th December: 11 members present; 1 apology (Mrs Sandie Turner).
7. In addition to proposals from the Steering Committee and from individual members of the Revision Committee, the Committee received submissions from 19 members of the General Synod (some of whom made more than one submission) within the deadline prescribed by Standing Order 55(1). Further submissions from a Synod member were received the day after the deadline expired. Nevertheless, the Chair of the Committee agreed to consider these.
8. In total over 450 proposals for amendment were made to the Revision Committee by Synod members. The full content of those proposals, including a list of those members, is available online [here](#) and was published before the

Revision Committee commenced its work. Additional submissions were received from the Church of England Pensions Board.

9. A number of those who made submissions to the Committee also exercised their rights under Standing Order 55 (3) to attend some of the meetings of the Committee and speak to their submissions.
10. Two individuals, who are not members of the Synod, also made submissions (one of whom made more than one submission). The Committee reviewed those submissions at its meeting on 12th December and concluded that there were no material matters raised in submissions made by non-members which had not already been considered and dealt with by the Committee.
11. The amendments which the Committee made to the draft Measure are reflected in GS 2360A now before Synod, in which amendments made by the Committee are shown in bold.

Summary of Decisions taken by the Committee

12. During the course of the Committee's deliberations, it appeared to the Committee that there was some misunderstanding about the purpose and scope of the legislation. For instance, issues arose around what matters should properly be included in the draft Measure. The Committee took the view that it was a matter for the General Synod to consider and determine how it would deal with its own procedures through provision in its Standing Orders and that the Measure should not generally impose legally binding constraints upon the way in which General Synod goes about its business.
13. The Committee felt that the misunderstandings lay to some extent in a broader lack of understanding about General Synod's powers, responsibilities and processes. The Committee decided that it would be helpful to provide essential background reading explaining the General Synod's constitutional position, its powers and its responsibilities. [The Governance of the Church of England and the Anglican Communion \(GS Misc 910\)](#) available on the [Synod members' resources webpage](#) surveys the respective roles of the General Synod and the Archbishops' Council and sets them in the broader context of the Church of England and the Anglican Communion. Although it was first published in 2009, its description of the role of the Synod and its relationship with other bodies remains true today.
14. There were a large number of submissions, many of which raised the same issues. In addition, some of the proposals for amendment did not speak strictly to one clause and had implications for several clauses. The Committee decided therefore to deal with issues by theme where it was expedient to do so.

Part II

Major issues

Order making powers under the draft Measure.

15. The Measure contains a number of provisions which confer a power to make subordinate legislation, including in some cases subordinate legislation that is capable of amending the Measure itself. These order-making powers were contained in the following clauses in the First Consideration draft:
- *clause 1(3)* (the list of National Church Institutions),
 - *clause 2(4)* (constitution of CENS),
 - *clause 3(5)* (variation of charitable objects etc.),
 - *clause 9(1)* (transfer to CENS of Archbishops' Council functions),
 - *clause 10(2)* (transfer to CENS of ChECS functions),
 - *clause 11(1)* (transfer to CENS of Church Commissioners' functions),
 - *clause 24(3) & clause 24(4)* (commencement, transitional etc. provision).

The Committee noted that the procedure for making orders contained in clause 23 applies to all orders made under the Measure except for those made under clause 24 (commencement orders).

16. The Committee was conscious of the concerns that were expressed in some submissions regarding the inclusion of order-making powers which enable primary legislation to be amended by order. It gave careful consideration to the arguments raised by several members that CENS should not have the power to amend its own constitution in Schedule 1 by order.
17. The Committee noted, however, that any Order made under the Measure (other than a commencement order) was subject to the procedure in clause 23 and an Order cannot be made without Synod's approval and that the Synod would have the power to amend a draft order.
18. The Committee considered that most of the order-making powers contained in the draft Measure gave CENS and the General Synod a suitable degree of flexibility by enabling a specified range of amendments to be made to certain provisions of the Measure without the need for a new Measure. This would enable changes that did not involve matters of great significance to be made within a much shorter timeframe. The Committee also considered that it would be extremely likely, during the initial period when the new untested provisions under the Measure would come into effect, that changes would be required, and some amendments would need to be made.
19. The Committee considered a request to cross-reference all the order-making powers in the draft Measure to clause 23 (which sets out the procedure for making Orders). The Committee was advised that legislation should be kept as uncomplicated as possible and use the minimum language to give effect to

the provision. The Committee accepted that advice, noting that if a cross-reference had to be made every time an order-making power was given, the legislation would become unwieldy. The Committee also noted that this is a very short Measure, comprising 24 clauses and emphasised that the draft Measure should be read as a whole so that individual clauses are not read out of context.

20. The Committee also decided not to insert sunset clauses into any of the order-making provisions. It noted that it would not be possible to determine how long certain processes such as the transfer of functions to CENS would take. This is primarily because the transfer of certain assets and functions will need to be managed carefully and are dependent on factors outside the control of the NCIs. If sunset clauses were inserted there would be a risk that the amendments by Order would not be made at the required times.

The charitable objects of CENS

21. **The Committee decided to replace the objects of CENS contained in clause 3 of the First Consideration draft.** The Charity Commission, who regulate all the charitable NCIs - the Archbishops' Council, the Church Commissioners, the Church of England Central Services, the Church of England Pensions Board, and the National Society (Church of England and Church in Wales) for the promotion of Religious Education Committee, and who will regulate CENS, were consulted on the draft Measure. The Charity Commission were of the view that the objects ought to be expressed more broadly to reflect more fully the nature and extent of the charitable purposes of CENS.
22. In particular, the Committee amended clause 3(3) to include as an object of CENS, advancing the Christian religion in accordance with the faith and practice of the Church of England and removed clause 3(4) which set out a list of actions which CENS may take to fulfil its charitable objects. The Committee considered that such a list was unnecessary and could not in any event be exhaustive.
23. The Charity Commission also advised that the wording should specify that in furthering its objects, CENS must act for the public benefit (which is a general requirement for all charities). Accordingly, the Committee inserted what is now subsection (4).
24. The amendments to clause 3 represent a considerable departure from the provisions in the First Consideration draft and address many of the concerns raised by members in relation to the clause. It also means that a large number of points raised in submissions – in particular those on (what had been) clause 3(4) – fell away.

CENS' Statutory Committees - functions and membership

25. The Committee made a number of amendments to the provisions concerned with CENS' three statutory committees - the Governance and Nominations Committee, the Audit and Risk Committee and the Mission and Pastoral Adjudication Committee (MPAC) – in light of concerns around the balance of membership on the committees, their independence, transparency and accountability, following further work by the Steering Committee.
26. The membership of the Governance and Nominations Committee in clause 4(5) now comprises the deputy chair of CENS, two other members of CENS - one of whom must be an elected member (i.e. a member of CENS elected by and from a house of the General Synod), two members of the Appointments Committee and two independent members.
27. The Committee took the view that the Chair of CENS should not chair the Governance and Nominations Committee and agreed to amend clause 4 to provide that the Governance and Nominations Committee should be chaired by the deputy chair of CENS instead (see what is now subsection (6)).
28. Subsection (4) of the current draft now contains a new order-making power which gives CENS the power to change the structure of the Governance and Nomination Committee or the scope of its activities should CENS, having exercised its statutory duty under subsection (3) to review those matters, consider such change necessary.
29. The membership provisions for the Audit and Risk Committee in clause 5 were amended to increase the proportion of independent members and to ensure increased representation from the General Synod. Subsection (3) now provides that the membership of the Audit and Risk Committee consists of two members of CENS (at least one of whom must be an elected member. i.e. elected by and from a house of the General Synod), 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 three independent persons appointed by CENS. A new subsection (4) provides that the chair is to be appointed from amongst the members and the appointment is subject to the approval of the General Synod.
30. The Committee inserted provision in a new subsection (6) to enable the chair of the Audit and Risk Committee (should they not be a member of CENS) to attend and speak at CENS meetings, but without voting rights.
31. **The Committee made a drafting amendment to clause 6 regarding the functions of the MPAC.** Words have been added to subsection (3) to make it clear that its role in granting consents does not include consents under section 57 of the Mission and Pastoral Measure 2011 (which relate to certain functions of the Churches Conservation Trust in relation to church buildings that have been closed).

32. The Committee also amended clause 7 of the draft measure to increase the number of members of the MPAC and to secure its independence. No members of that committee will now be appointed by CENS. Subsection (1) now provides that the chair will be appointed by His Majesty; eight (rather than six) members by the Appointments Committee; and a further four members appointed by the Appointments Committee (rather than CENS) on the recommendation of the Governance and Nominations Committee.
33. The Committee inserted provision requiring the Appointments Committee and the Governance and Nominations Committee, in making an appointment or recommendation for appointment to the MPAC, to seek to ensure that the membership of MPAC includes persons with skills, knowledge and experience, or aspects of diversity, not otherwise represented on MPAC. See what is now clause 7(2).
34. The Committee amended clauses 4(8), 5(11) and 7(9) to provide a quorum for each of the three statutory committees of CENS.

Payments by the Church Commissioners.

35. The Committee spent a considerable amount of time considering the provisions in clause 8 which are concerned with the provision of funds by the Church Commissioners to CENS. There was a concern about how CENS would apply or distribute the funds it receives from the Commissioners and in particular that the clause would remove restrictions that currently apply to Commissioners' funding provided to the Archbishops' Council. Some submissions were specifically concerned with:
 - i. preventing the funds from being applied to purposes other than a purpose for which the balance of the Commissioners' general fund was available immediately before section 2 of the National Institutions Measure 1998 came into force;
 - ii. ensuring that in applying and distributing the funds, particular regard be given to the requirements of section 67 of the Ecclesiastical Commissioners Act 1840 regarding making provision for the cure of souls in parishes where such assistance is most required.
36. The Committee noted that the Archbishops' Council receives income from a number of sources. These include:
 - a. grants from the Church Commissioners under:
 - i. section 2 of the National Institutions Measure 1998 (sums for application for any purpose for which the Church Commissioners' general fund was available immediately before 1 January 1999, with "particular regard" being had to "the making of additional provision for the cure of souls in parishes where such assistance is most required");

- ii. section 1 of the Church of England (Miscellaneous Provisions) Measure 2018 (grants for the purposes of any of the Archbishops' Council's functions);
 - b. contributions from dioceses (the "diocesan apportionment" which funds about 50% of the costs of training for ministry, the AC's operating budget, grants, mission agencies pension contributions and clergy retirement housing);
 - c. legacies and donations;
 - d. a relatively small amount of investment income.
- 37. The provisions contained in clause 8 (payments by the Church Commissioners) are concerned with the provision of funds by the Church Commissioners to CENS for expenditure that is not covered by funding sources (b), (c) and (d) above.
- 38. Clause 8 in effect combined the two existing statutory funding provisions under which the Commissioners make payments to the Archbishops' Council (i.e. funding sources (a)(i) and (ii) above) into a single provision.
- 39. A number of members who made submissions on clause 8 appear not to have understood that this would be the position. The Committee therefore decided to amend clause 8 to set out clearly the two funding streams which will continue to operate under the new Measure. Accordingly, a new subsection (2) now sets out the two funding streams. Funds paid to CENS by the Commissioners under subsection (2)(a) will continue to be subject to the same restrictions as apply to funds currently provided by them to the Archbishops' Council under section 2 of the National Institutions Measure 1998. Funds paid to CENS by the Commissioners under subsection (2)(b) will continue to be grants capable of being made for any of what were the Council's – and will become CENS's – functions (and therefore not subject to the restrictions that apply to funds provided under section 2 of the National Institutions Measure 1998).
- 40. The Steering Committee proposed that the provisions in what was subsection (2) of the First Consideration draft – now subsection (3) – relating to the framework setting out CENS's spending plans should be amended to remove the requirement for the framework to be produced annually but instead to cover a period agreed between CENS and the Commissioners. This was to take account of both the existing arrangements for funding (which cover a triennium), and the fact that in the future that funding period may vary.
- 41. The Committee accepted the Steering Committee's proposal in what is now subsection (3). What is now subsection (4) contains amendments consequential to this change.
- 42. The Committee also amended what is now subsection (3) to refer to CENS's "objectives" for a particular funding period, rather than to its "policies and

priorities” on the basis that “objectives” better described what was in view here.

43. The Committee was concerned that the requirement in subsection (4) of the First Consideration draft (now subsection (5)) for CENS to submit a certificate of the extent to which the amount provided by the Commissioners’ to CENS had been used was on its own insufficient. The Committee inserted a new subsection (5)(c) requiring CENS to provide such other information as the Church Commissioners may require. This will ensure that in making payments to CENS the Commissioners are able to meet their duty as trustees of a grant-making charity to ensure that grants made by them are properly applied.
44. The Committee considered the concerns about the provisions in clause 8(5) of the First Consideration draft (now subsection (6)). This subsection imposed a dual duty on the Church Commissioners when determining how much to pay to CENS:
 - to weigh CENS’ priorities in the framework against the Commissioners other financial responsibilities (clause 8(5)(a)),
 - have due regard to the principles set out by the House of Bishops or General Synod for encouraging and enabling the work and mission of the Church of England. (clause 8(5)(b)).
45. There was concern that these provisions remove or dilute the requirements of section 67 of the Ecclesiastical Commissioners Act 1840 in making payments to CENS, i.e. the requirement (incorporated into section 2 of the National Institutions Measure 1998) to have particular regard to making better provision for the cure of souls in parishes where such assistance is most required. There was also a perception that this would enable the House of Bishops to make major financial decisions without properly consulting Synod.
46. The Committee did not consider that it should amend the clause to provide for Synodical control of the amounts that the Church Commissioners would pay to CENS. The Committee noted that General Synod is a legislative and deliberative body and whilst it was proper for it to have some input and influence, it cannot bind the Commissioners or the members of CENS on how they exercise their functions as charity trustees which must not be exercised under the direction of another person or body.
47. However, the Committee recognised that General Synod should have a formal means of expressing its views on what was to be included in CENS’s financial framework and that this should take place whilst the proposals were at a formative stage in order to make the input meaningful. A new subsection (now subsection (8)) accordingly makes provision for proposals for inclusion in the funding framework to be laid before the General Synod for its consideration and requires that CENS have due regard to the views that General Synod expresses on those proposals. The Committee was advised that ‘due regard’ in this context involves conscientiously taking into account the views expressed by Synod and giving them due weight.

48. Further provision on this is made in what is now clause 9. Clause 9(1) requires the completed framework to be returned to the General Synod together with a statement on how the views expressed by the Synod have affected the framework.
49. The Committee considered that these amendments should address the various concerns raised about the involvement of General Synod and will help to foster a greater partnership between General Synod and CENS in a balanced way that is compatible with the duties and responsibilities of the CENS trustees.
50. The Committee inserted what are now clause 9(4) and (5): these make provision so that when the external body carries out the quinquennial review under clause 9(3) of the processes that CENS follows in exercising its powers to make grants, that external body must make a report to CENS, which in turn must lay the report before the General Synod.

Transfer of the Archbishops' Council's functions

51. The Committee made a number of amendments to the provisions concerned with the transfer of functions from the Archbishops' Council to CENS in order to highlight the importance of the AC's functions in relation to Safeguarding and Racial Justice, both of which have been identified as areas of significant governance failure in the past. The Charity Commission has indicated that responsibility for safeguarding is a crucial issue, and that the Measure needs to make provision for safeguarding responsibility within CENS.
52. The Archbishops' Commission for Racial Justice (ACRJ) was disbanded in November 2024 at the end of its three-year term. Separate discussions have taken place between the AC and the ACRJ regarding the future governance of Racial Justice work in the Church of England which are also due to be reported to Synod in February. CENS will take over any charitable functions that the AC adopts in relation to racial justice.
53. Accordingly, the provisions in clause 9 were redrafted and what are now clause 10 (3)(a) and (b) specifically provide that the functions of the Archbishops' Council relating to safeguarding children and vulnerable adults and the functions of the Council carried out by its Racial Justice Unit must be transferred to CENS as soon as reasonably practicable. This is to ensure continuity of oversight and responsibility for safeguarding children and vulnerable adults while future arrangements for safeguarding are finalised, and that work on racial justice is overseen and prioritised by CENS.

Eligibility for membership of the National Institutions

54. The Committee decided that the Prolocutors of Canterbury and York and the Chair and Vice-chair of the House of Laity should not be capable of being elected as trustees of CENS. The Committee accepted the rationale for their exclusion – that it is important that the Synodical Scrutiny Committee is able to command the respect of the Synod. The Prolocutors, and the Chair and

Vice-chair of the House of Laity will provide powerful high-profile members who can champion the voice of Synod in the new scrutiny mechanism set out in clauses 19 and 20 of the First Consideration draft (now clauses 20 to 22).

Role of the Archbishops of Canterbury and York in CENS

55. **The Committee spent some time considering whether the archbishops should be members of the Board of CENS.** The Committee accepted that there were reasons why it might be desirable for neither or just one of the archbishops to be on the Board. However, it recognized that even if the archbishops were removed, there was a risk that they would remain *de facto* trustees because the trustees of CENS and the Church Commissioners would be likely to defer to, or at least seek to accommodate, their wishes and expectations. The Committee therefore decided not to amend the provisions in paragraph 1 of Schedule 1 to remove either one or both of the archbishops from the membership of CENS. The Committee noted that the power to amend the membership of CENS by Order in clause 2(4) remained in the draft Measure.

Synodical Scrutiny Committee and Committee of Inquiry

56. The Committee decided that the provisions in clauses 19 and 20 of the First Consideration draft should not be amended to give the Synodical Scrutiny Committee additional powers, such as the power to request minutes and documents from CENS, or the power to require members and staff to appear before it. In discussion, the Committee endorsed the Steering Committee's position that the provisions in clauses 19 and 20 were designed to enhance General Synod's existing powers of enquiry by providing for more regular co-operative engagement between the Synod and the NCIs and to improve governance in the Church of England by encouraging a culture of openness and accountability which would build confidence and foster trust. They were not designed to make the Synod a quasi-regulatory body for the NCIs. The statutory regulatory role in respect of the NCIs is fulfilled by the Charity Commission.
57. The Committee did not consider that it was necessary or desirable therefore to strengthen the powers of the Scrutiny Committee, as it is not to be an inspector or regulator. The purpose of the Synodical Scrutiny committee was to encourage better working relationship and increase transparency and openness. The Committee agreed that it was important to have clarity around the role of the Synodical Scrutiny Committee and has requested that the detail of its functions must be set out in comprehensive Terms of Reference.
58. The Steering Committee proposed amendments to the membership of the Synodical Scrutiny Committee as well as variations to the threshold for convening a Committee of Inquiry, which were accepted by the Committee. Clause 19(5) of the First Consideration draft (now clause 20(5)) has been amended to provide for two additional members elected by and from the House of Clergy and House of Laity of the General Synod taken together so

as to form a single electorate. This increases the size of the Scrutiny Committee from five to seven.

59. What was clause 20 (now clause 21) has been amended to raise the required number of members requesting a resolution for a committee of inquiry from sixty to 100. This reflects the existing requirement for 100 signatures before a private member's motion was debated. The clause has also been amended to reduce the majority required for a resolution to convene a Committee of Inquiry from 75% which the Committee accepted was too high, to two-thirds, on a counted vote of the whole Synod.

Constitution of CENS

60. **The Committee made a number of amendments to the provisions concerned with appointments to CENS.** In Schedule 1, subparagraphs (3) and (4) of paragraph 1 have been amended to provide that the Appointments Committee should be consulted on the first appointments of the chair of CENS under subparagraph (2)(f) and the six appointed members under subparagraph (2)(g).
61. The Committee inserted a new subparagraph (5)(b) which provides for all subsequent appointments to CENS to be subject to the approval of the General Synod. It also inserted a new subparagraph (7) which provides for the Chair of CENS to be an *ex-officio* member of the General Synod.

Consideration of the draft Measure clause by clause including proposals for amendment not already dealt with above.

Clause 1 The National Church Institutions

Clause 1(1)(d)

62. **The Ven Douglas Dettmer (Exeter)** proposed that this be amended to reflect the current name of the National Society as listed on the Charity Commission Register - the National Society (Church of England and Church in Wales) for the Promotion of Education. The Committee agreed that it can be dealt with as a printing correction without the need for formal amendment.

Clause 1(3)

63. Clause 1(3) enables the archbishops, by order, to add to the list of National Church Institutions where a body is established other than by or under a Measure. It also gives them the power to remove a body from the list where it has been dissolved. **Debrah Mclsaac (Salisbury)** made submissions regarding this provision and **Nigel Bacon (Lincoln)**, **Robert Zampetti (London)**, **Ian Johnston, (Portsmouth)**, **Rebecca Chapman (Southwark)** and **Paul Waddell (Southwark)** all made submissions more generally about the order-making powers contained within the Measure.
64. The Committee's approach to the inclusion of order-making powers has been addressed earlier in this report. After discussion, the Committee voted by 6 votes to 2 to leave clause 1(3) of the Measure unamended. It requested that additional material should be added to the Explanatory Notes as to the need for the Synod's approval for any such order under the procedure in clause 23.
65. **Debrah Mclsaac** questioned why flexibility was needed to enable an addition to or removal of an NCI by the Archbishops. The Committee was advised that this saved the Synod from having to pass a separate Measure if a new NCI were created which would take the best part of two years to pass all its stages. The **Dean of Bristol** pointed out that no decision had yet been made about how safeguarding would be managed in the future, and it seemed that a separate NCI may or may not be required in the next few years. It would be a very useful mechanism to include in this Measure.

Clause 2 The Establishment of CENS

Clause 2(4)

66. The Committee considered submissions made in relation to the order-making power in clause 2(4) which enables CENS to amend Schedule 1 to the Measure (which sets out the constitution of CENS) by Order. The submissions raised the following issues:
- a. The scope of the power and whether it should extend to Schedule 1 (the constitution of CENS). There was a concern that it might be possible to make significant and fundamental changes to CENS without Synod having the opportunity to debate and amend these.
 - b. Whether the power should be time-limited (i.e. by a sunset provision);
 - c. Who should exercise the power; it was argued by some members that CENS should not have the power to amend its own constitution to ensure that there is synodical oversight over how CENS develops.
67. In oral submissions, **Robert Zampetti** proposed that paragraph 1 of Schedule 1 (membership of CENS) should be excluded so that CENS would not be able to revise its membership by order. Alternatively, there should be a prohibition on it being considered by the General Synod as Deemed Business so that an order could only be made after a debate, and it should be possible to lay

amendments. Mr Zampetti stressed that to have the membership of CENS amendable by Order would fly in the face of the current concerns of the Synod about membership. **Rebecca Chapman** proposed that that the whole of Schedule 1 should be excluded from the Order making power. **Ian Boothroyd (Southwell & Notts)** added that more explicit provisions were required on how the order-making power will work and observed that there needed to be far more involvement of Synod.

68. The Committee was advised that the power in clause 2(4) was only to amend Schedule 1. Some of the points raised by members related to clause 3 (the charitable objects of CENS). The sole question for the Committee to answer in relation to clause 2(4) was whether CENS should have a power to amend Schedule 1. The advice clarified that the power would be subject to approval by the General Synod, and under the provisions of clause 23 not only would such an order have to go to the Synod for approval, but the Synod would have power to amend the proposed order. If the Committee decided that CENS should not have this power, then clause 2(4) could be omitted. If the power to amend Schedule 1 by order was accepted, then the Committee should then consider if there any elements of Schedule 1 which the Committee considered were so important that they should not be capable of being amended by order. The Steering Committee pointed out that the issue here was one of flexibility so that adjustments could be made to the provisions if necessary.
69. The Committee decided not to include a sunset provision in the clause. It also decided to defer its decision on the scope of the clause and whether any of the provisions of Schedule 1 should be excluded from the order making power until it had looked at Schedule 1. The Committee returned to the matter on the 25th November. **Nigel Bacon** submitted that the order-making power should exclude the provisions on membership which ensure that the memberships of CENS has a majority of lay and elected members in Schedule 1 para 2(2)). Following further discussion, the Committee decided not to amend the provisions of Clause 2(4).

Clause 3 Charitable objects and status

70. There were a large number of submissions in relation to clause 3, and the Charity Commission had also made observations on the provisions in the first consideration draft. Some Synod members were particularly concerned that the charitable objects, in contrast to the objects in the Church Commissioners Measure 1947 and the National Institutions Measure 1998, lacked clarity. The submissions asked the Committee to consider various suggestions regarding the wording of the objects.
71. **Adrian Greenwood (Southwark)** proposed that in the first charitable object in clause 3(3)(a) “furthering the whole mission of the Church of England, pastoral, evangelistic, social and ecumenical” the phrase pastoral, evangelistic, social and ecumenical should be replaced with a more contemporary phrase - possibly based on the 5 marks of mission, and that the word “ecumenical” should be replaced with “ecumenical and the cure of souls

in every parish". He also suggested that reference be made to the "promotion and advancement of religion".

72. **Ian Boothroyd** argued that the second charitable object in clause 3(3)(b) "enabling and enhancing the efficiency and effectiveness of the other National Institutions, diocesan bodies and charities with a Church ethos" lacked clarity and might inadvertently constrain the activities of CENS. He proposed the insertion of a new clause 3(3)(b) "supporting other institutions, bodies, charities and office-holders, within the Church of England".
73. It was argued in several submissions that the use of the words "church ethos" is too vague and should be excluded. **Jonathan Baird (Salisbury)** was concerned that the notion of a church ethos is inconsistent and incoherent and argues that it is vacuous and worryingly imprecise.
74. **Debrah McIsaac** suggested that the objects must be as all-embracing as possible and proposed the inclusion of a new clause 3(3)(c) "(the) nurture, support and encourage traditional, new and emerging expressions of church" as well as a new clause 3(3)(d) "Making provision for the cure of souls in parishes [and other places] where such assistance is required". The former would make it clear that all types of church are supported, and the latter would insert a reference to the cure of souls in the objects.
75. The Committee considered in light of the submissions from members that there were a number of important unresolved issues and decided at its meeting on 9th October to defer consideration of clause 3 to allow time for further work to be carried out on the clause which would take into account members' submissions and the observations of the Charity Commission. The Committee agreed that the revised clause should be circulated to members who had made submissions for their additional comments.
76. Clause 3 was reworked so that the objects were more widely drafted, in line with the comments of the Charity Commission and they now refer to the Mission of the Church of England and advancing the Christian religion. The list of actions in what was subsection (4) was removed. The order-making power in what was clause 3(5), which was of concern to the Charity Commission, was also removed. Subsection (3) was revised to provide that

"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 furtherance of the purpose referred to in paragraph (a)"

These amendments were proposed by the Steering Committee at the meeting on 13th November and the Committee indicated that it was content in principle with the amendments.

77. The Committee discussed the proposed amendments to clause 3 in detail during its meeting on 25th November and, with the consent of the Chair, members were allowed to make oral submissions in light of the amendments to the clause.
78. The Committee was advised that the 5 marks of mission may not be properly considered as objects within charity law. It therefore rejected **Adrian Greenwood's** suggestion to refer to them in CENS' objects.
79. **Ian Boothroyd** submitted that the revised clause 3(3)(b) should be amended to read "to advance any other charitable purposes which are ancillary to the purposes referred to in clause 3(a)" thereby removing the reference to "the furtherance of" in subsection 3(b) which he said was unnecessary as subsection 3(a) already refers to furthering. On receipt of subsequent advice from Legislative Counsel that 'the furtherance of' did not provide any significant difference of meaning the Committee accepted the amendment.
80. As a result of the removal of the entirety of what was clause 3(4) (the list of actions that CENS might take to fulfil its charitable objects), the large number of submissions raising concerns with that subsection fell away and were therefore not considered further by the Committee.

Clause 4 Governance and Nominations Committee

81. **Robert Zampetti, Debrah McIsaac, Ian Johnston and Rebecca Chapman** all proposed that the existing Appointments Committee of the Church of England should be used to make appointments to CENS and its scope expanded to encompass that role. **Mr Johnston** argued that this would result in a single committee, independent of CENS which could serve both Synod and all other central church bodies. In oral submissions, **Adrian Greenwood** queried whether it was necessary to have a Governance and Nominations committee given that the General Synod already has an Appointments Committee. He also raised concerns about the membership of the committee and the appointment of two independent members. He suggested that four members should be elected from Synod. **Rebecca Chapman** proposed that the Appointments Committee should not replace the Governance and Nominations Committee entirely but suggested that it should have some representation on it, adding that this would encourage greater trust and transparency. A mere requirement for consultation with the Appointments Committee would not in her view be adequate, as it would simply involve presenting the Appointments Committee with a binary yes or no choice.
82. The Steering Committee was of the view that the granular level of work needed to ensure the appropriate skills and diversity needed are found in the individuals appointed is something that is currently beyond the remit of the Appointments Committee.
83. The Committee was advised that the purpose of the Governance and Nominations Committee is to provide advice specifically to the charity trustees of CENS on the carrying out of their functions and on the way that the charity

is managed and it was unlikely that the Appointments Committee of the Church of England would have the capacity to advise CENS on issues such as the effectiveness of its systems for governance. Furthermore, it is important that the Governance and Nominations Committee, which has statutory functions in relation to CENS is a part of, and owes a fiduciary duty to CENS, and is subject to the oversight of the charity trustees of CENS as it is they who are responsible for the general management of the charity and answerable for its operation.

84. **Debrah Mclsaac** proposed that there should be a new independent Governance Committee which reviews CENS (and synodical procedures including the Legislative Reform Committee – currently a committee of the Archbishops’ Council) and reports to Synod at least annually. The proposal was that members of this new Committee should have no other role in relation to CENS. The Committee was advised that, in governance terms, it is important that the body carrying out the functions of the Governance and Nominations Committee is a part of, and owes a fiduciary duty to, CENS and is subject to the oversight of the charity trustees of CENS as it is they who are responsible for the general management of the charity and answerable for its operation. A wholly independent body would not meet those criteria.
85. Some submissions argued that it would be excessive to have separate Governance and Nominations Committees for both CENS and the Church Commissioners. They proposed that there should be one committee for both bodies. The Committee was advised that in governance terms, it would not be appropriate for CENS and the Church Commissioners, which are separate and very different charities, to have a joint Governance and Nominations Committee. The Committee agreed: it rejected the amendment.
86. **Adrian Greenwood** and **Rebecca Chapman** proposed that the Governance and Nominations Committee should produce an annual report to General Synod to ensure transparency. Mr Greenwood argued that this would align with the position in relation to the Audit and Risk Committee which is required to produce such a report by clause 5(9). The Steering Committee noted that CENS would be presenting an annual report to Synod and any matters of interest should be reported as part of that. The Committee decided that there should not be a requirement for the Governance and Nominations Committee to lay an annual report to Synod and rejected the proposal. However, the Committee expressed the view that sections of the CENS annual report should deal with the responsibilities of the Governance and Nominations Committee as laid down in clause 4(1).
87. **Adrian Greenwood** suggested that the Governance and Nominations Committee should recommend all appointments to the CENS Board and put in place advice on good practice for recruitment and appointment to all committees, sub-committees and task groups. The Committee noted that under the relevant provisions in Schedule 1, the appointed members of CENS, other than the first set of appointments, are to be made by CENS “on

the recommendation of the Governance and Nominations Committee” (paragraph 1(5)). It is therefore already the case that apart from the start-up phase, all appointments to the CENS board will be made on the recommendation of the Governance and Nominations committee. The Committee was advised that the provision of advice on good practice in recruitment and appointment to committees etc. is already encompassed by clause 4(1) and there would be no good legal reason for including more specific reference to “good practice”. The Committee agreed that further clarity about the functions of the Committee could be contained in Terms of Reference as could the monitoring of diversity of the members of CENS and its committees.

88. **Tim Fleming** proposed that in light of the stated focus on diversity, clause 4(1)(c) should be amended to read “the skills, knowledge and experience of, and the diversity among, members of CENS and members of its committees”. The Committee agreed that additional clarity was desirable, resolved to accept Mr Fleming’s proposal, and an amendment was made to give it effect.
89. **Nigel Bacon** commented that as the Governance and Nominations Committee plays a key role in ensuring CENS and its committees have strong membership, operate effectively and have a positive culture, it would be appropriate that the majority of its members are on General Synod and he proposed that at least one of the two CENS members appointed under Clause 4(2)(b) must be a General Synod member. He also observed that the operation of the Governance and Nominations Committee would be enhanced by having a close working relationship with General Synod’s Appointments Committee and proposed that that at least one of the two persons elected under Clause 4(2)(c) must be a member of General Synod’s Appointments Committee.
90. **Rebecca Chapman** proposed that clause 4(4) which provides that a person is not eligible for election to the Governance and Nominations Committee from the Houses of Clergy and Laity if the person is a member of CENS or of another National Institution should be deleted, or alternatively, that it should be also apply to appointed members.
91. The Committee noted that if clause 4(4) were removed, it would be possible for up to two of the elected members of the Governance and Nominations Committee to be members of CENS (or of another NCI). That would mean that five of the seven members of the Committee could be members of CENS. That would significantly affect the balance as between members of CENS and other elected and independent members of the Committee, as currently only 3 out of 7 could be members of CENS. The Committee therefore rejected the proposal.
92. **Ian Johnston** proposed that the reviews required in Clause 4(7) (CENS to keep certain matters under review) should be made available to the Synodical Scrutiny Committee in a timely manner. The Committee noted that the

submission made an assumption that a formal review (resulting in a formal report) would be carried out. However, a *duty to keep under review* does not require the production of anything that could be made available to the Scrutiny Committee. The Committee therefore rejected the proposal.

93. **Ian Boothroyd** proposed the inclusion of a quorum of four for the Governance and Nominations Committee, so that it would need to obtain the agreement of at least one of the independent and General Synod members in addition to the three from CENS. A decision was deferred pending the Committee's decision on the membership of the Governance and Nominations Committee.
94. **The Reverend Paul Benfield** queried what action could be taken if, when keeping the structure or scope of the activities of the Governance and Nominations Committee, CENS considered that they should be changed. He queried whether a Measure or some other legislative provision would need to follow. The Committee was advised that it would, in principle, be possible to include a power in clause 4 for the CENS to amend those provisions by order (following the procedure in clause 23) and it decided to amend the provisions to provide an order-making power to enable CENS to amend clause 4.
95. Following its discussions, the Committee took the view that further work needed to be done on clause 4. It deferred making a decision on clause 4 to a later date and invited the Steering Committee to carry out further work and return with revised proposals having taken into account the (i) independence of the Governance and Nominations Committee, (ii) the possibility of members of both committees sitting *ex-officio* on each other's committees; and (iii) the proper balance of members and the representation of members of Synod on the committee.
96. The revised clause was considered by the Committee in detail at its meeting on 25th November. It gives effect to suggestions made about the Committee's membership by providing that it comprises the deputy chair of CENS, two other members of CENS - one of whom should be an elected member of Synod, the Chair of the Appointments Committee, one other member of the Appointments Committee and two independent members. A new subsection (4) provides that the deputy chair of CENS will chair the Governance and Nominations Committee. As requested by the Committee, clause 4 (1)(c) of the current draft includes a diversity monitoring provision similar to that contained in s15(6)(a) of the Cathedrals Measure 2021.
97. Following the meeting on the 25th November, a further amendment was made to the provisions in clause 4(3) relating to members of the Appointments Committee being members of the Governance and Nominations Committee, to enable the Appointments Committee to decide itself who those members should be. Provision was also made for a quorum, in line with the other statutory committees.

Clause 5 Audit and Risk Committee

98. **Debrah Mclsaac** and **Robert Zampetti** both proposed a joint Audit and Risk Committee for CENS and the Church Commissioners. Mr Zampetti argued that a joint Audit and Risk Committee would mitigate the current governance difficulties including the difficulty that stakeholders such as General Synod, Dioceses and parishes have in understanding the spending by the National Institutions. He suggested as an alternative, a provision requiring that members of each of the Audit and Risk Committees attend the meetings of the other Audit and Risk Committee as non-voting observers.
99. The Committee was advised that it would be inappropriate for CENS and the Church Commissioners to have a joint Audit and Risk Committee. CENS and the Church Commissioners are separate charities with different functions, and each will require its own Audit and Risk Committee whose members are competent to deal with the specific functions that are exercised by the different bodies. Each Audit and Risk Committee is to carry out the functions delegated to it in relation to auditing the charity's accounts and risk management (including financial risk) in respect of the charity. For the reasons set out above in relation to the Governance and Nominations Committee, a body exercising the functions envisaged by clause 5(1) needs to be part of and owe fiduciary duties to the particular charity it is acting for, and to be subject to the oversight of the relevant charity trustees. A single body could not fulfil that function in respect of two different charities.
100. In oral submissions, **Robert Zampetti** recognised that his suggestion of joining the committees may have been a step too far and proposed that the ability to sit as observers might lead to better risk management on the part of the trustees.
101. The Committee was not persuaded that CENS and the Church Commissioners should have a joint Audit and Risk Committee and it rejected the proposal. The Committee also decided that the provisions of the Measure should not be amended to allow the members of the CENS Audit and Risk Committee to attend the meetings of the Church Commissioners' Audit and Risk committee as observers and vice versa.
102. Several members proposed that to increase transparency, accountability and trust, the duties of the Audit and Risk Committee in clause 5(1)(a) should be amended so that it should not recommend an external auditor but should appoint the external auditor of CENS. The Committee was advised that the trustees of CENS were legally responsible for the appointment to fulfil their duties in relation to the charity. The Committee did not consider there to be a need to amend the provision and rejected the proposals.
103. It was also proposed that the Audit and Risk Committee should review the ongoing performance of CENS' external auditor. The Committee was of the view that if the auditor was underperforming, their performance would be

reviewed, and the continuation of their contract would be discussed. It considered that it was preferable not to go beyond what was already provided for in clause 5(1)(b) since this might risk compromising the ability of the auditor to operate independently and it rejected the proposal.

104. **Nigel Bacon** proposed that areas of concern rather than *grave* concern should be notified to the Synodical Scrutiny Committee. **Tim Fleming** suggested that the term 'grave' concern be replaced with 'significant' concern. The Steering Committee opposed the proposals on the basis that the reporting of matters which were not of serious concern would be excessive. The Committee was advised that the word 'grave' had its natural meaning, and it would be for the Audit and Risk Committee to decide whether the concern raised was of such seriousness that it should be reported to the Synodical Scrutiny Committee. Following discussion, the Committee rejected the proposed amendments.
105. **Ian Johnston** suggested a preamble be inserted to clause 5 stating that the Audit and Risk committee must act in accordance with best practice from the Charity Commission and from other appropriate organisations. He was of the view that the chair should not be a member of CENS and argued that to ensure its independence the Audit and Risk Committee needed to be an entirely separate committee outside of the auspices of CENS.
106. **The Reverend Paul Benfield** observed the differences between proposed constitution of the Audit and Risk Committee of CENS and that of the Archbishops' Council. The Archbishops' Council's Audit and Risk committee had six members; only two of whom were AC members; whereas this committee would have seven members, three of whom would be members of CENS. He proposed that clause 5(3)(a) be amended to decrease that number from three members to two. Fr. Benfield also proposed that the chair of the Audit and Risk Committee should be approved by the General Synod.
107. **Adrian Greenwood** had concerns about the membership and noted that out of a total of seven, three members were from CENS elected by the General Synod and two were independent persons appointed by CENS. He proposed that the two independent members would join the committee by a different route, possibly through the Appointments Committee. He also proposed the deletion of 7(2)(c).
108. **Nigel Bacon** expressed concern that the General Synod was not properly represented on the Audit and Risk Committee, a body which was supposed to give Synod confidence. He proposed a requirement that at least one of the CENS members appointed under Clause 5(3)(a) must be a General Synod member and the number of Synod members elected under Clause 5(3)(b) should be increased to three.
109. **John Brydon (Norwich)** suggested that the membership of the Audit and Risk Committee in subsection (3) should be amended so that one member is appointed by and from CENS and four persons elected by and from the

House of Clergy and the House of Laity taken together so as to constitute a single electorate. He also proposed that the chair of the committee is appointed by the committee from among the members of the committee under subsection (3)(a).

110. **Ian Johnston** proposed that the chair of the Audit and Risk Committee should be appointed from among the independent members of the Audit and Risk Committee under subsection (3) (c) and after appointment become a non-voting in attendance member of CENS. The Committee agreed that Clause 5(4) be amended to provide that the chair is appointed by CENS from among the independent members of the Committee under subsection (3)(c) and that Chair should be an “observer member” of the CENS Board.
111. **Nigel Bacon** argued that there should be effective working between the Audit and Risk Committee and the Synodical Scrutiny Committee and that it was essential to make sure that information flowed between these bodies. He proposed that provision should be added to clause 5(1) to require the Audit and Risk Committee to provide copies of its meeting minutes to the Synodical Scrutiny committee. He also proposed that in clause 5(3)(b), one of the persons elected from the House of Clergy and the House of Laity should be a member of the Synodical Scrutiny Committee. The Committee agreed to consider these points when considering clause 19 of the First Consideration draft.
112. The Committee requested that more work be carried out on the membership of the Audit and Risk Committee.
113. Accordingly, at the meeting on 13th November, the Steering Committee proposed a revised clause 5 which amended the membership of the Audit and Risk Committee so that membership of the committee comprised two members of CENS - at least one of whom must be an elected member of CENS, 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 three independent persons appointed by CENS. A new subsection (4) provided that the chair was to be appointed from the independent members and the appointment be subject to the approval of the General Synod.
114. However, the Steering Committee considered that an additional amendment was necessary in order to provide additional flexibility and the clause was revised further to enable CENS to select the chair of the Audit and Risk Committee from among any of the categories of the committee’s members set out in subsection (3) so that it could select one of the CENS members of the committee as its chair, or one of the elected or independent members. Provision was made so that if CENS selected an elected or independent member as chair, that person would be entitled to attend and speak, but not vote, at CENS meetings (but would not become a member of CENS). The Committee accepted the Steering Committee’s proposals.

Clause 6 Mission and Pastoral Adjudication Committee

115. **The Reverend Marcus Walker and the Reverend Paul Benfield** proposed the deletion of clause 6 in its entirety on the basis that the determinative and adjudicatory functions in respect of church property consultations, clergy and episcopal housing appeals and the determination of representations in relation to pastoral reorganisation and closed church property disposals which currently lie with the Church Commissioners are best retained by the Commissioners and should not transfer to the MPAC. Fr. Benfield argued that alternatively the functions should transfer to some other statutory body entirely separate from CENS. He also suggested that there was a need for greater clarity around MPAC's functions.
116. **Fr Walker** argued that neither GS 2239 nor GS 2307 unconditionally recommended the transfer of the Commissioners' functions under the Mission and Pastoral Measure 2011. Maintaining the existing position would ensure independence and the retention of existing expertise. It would also maintain the safeguard that the Commissioners have both a fiduciary duty and charitable object towards applying funds for the cure of souls and supporting parish clergy. **Ian Johnston** was concerned that the new Committee would not be truly independent of CENS and suggested a statutory independent body similar to a commission instead.
117. The Steering Committee opposed the proposal that the clause be removed, noting that the clause implements a key policy decision on the transfer of non-investment functions from the Commissioners. The policy has been endorsed by General Synod and unanimously accepted by the House of Bishops, the Archbishops' Council, and the Commissioners themselves. The Steering Committee acknowledged that there were concerns about the independence and funding of MPAC.
118. In oral submissions some members reiterated their concerns about the independence of MPAC. **Fr Walker** noted that when the Mission and Pastoral Adjudication Committee reviewed a decision, it was essential that it was seen to be completely separate from the body that had taken a decision regarding the future of that parish. He was concerned that placing MPAC within CENS, which has responsibility for national direction for mission, could break down the trust that actually exists today. **Fr Benfield** observed that MPAC must not only be independent but appear to be independent. He feared that otherwise it would not have the confidence of parishes.
119. The Committee considered the suggestion that the functions should transfer to an independent statutory body. The Committee was advised it would in principle be possible to create a free-standing statutory commission to exercise the transferred functions. However, such a body would have to be staffed and funded. The financial resources for this would need to be provided either by the Church Commissioners (in which case there would be little practical change from the current position) or by CENS. If it were the latter, it is difficult to see how in practice this would be different from an arms-length

committee. In addition, the body exercising the adjudicatory functions must be capable of being a Respondent in appeals proceedings or challenges by way of judicial review – making it desirable therefore that it should have a legal personality. In all the circumstances making it a statutory committee of CENS would be the most straightforward option.

120. Following discussion, the Committee agreed with the Steering Committee and rejected the proposal to delete the clause by 8 votes to 2.
121. The Committee rejected the proposals to transfer the functions to a Statutory Commission which is wholly independent of CENS. It also rejected the proposal to describe the adjudicatory and determinative functions of the Committee in detail.
122. **Rebecca Chapman** observed that she was uncomfortable with the clause in principle and would prefer the functions to remain with the Commissioners. She proposed that the power given to Synod to amend the clause so as to add, vary or remove a function of MPAC by resolution in subsection (4) should be removed. The Committee was advised that subsection (4) gives Synod the power to change the functions of the MPAC by way of secondary legislation. Whilst this was similar to some of the decisions which the Committee had already taken about whether there should be order-making powers, this was a resolution of the Synod itself, and Synod could amend any resolution in a way it saw fit, provided it was within the resolution making power. This power provides flexibility and would enable changes to be made to the clause within a shorter period of time. Otherwise, changes would have to be given effect by Measure, which would take considerable time and resources. The Committee rejected Ms Chapman's proposal to remove the order-making power.

Clause 7 Membership of MPAC

123. **Fr Walker and Fr Benfield** both raised concerns about the independence of MPAC and proposed that CENS should not appoint any members of MPAC. Fr. Benfield also proposed that subsection (4)(a) should be deleted so that no member of CENS should be a member of MPAC.
124. **Robert Zampetti** proposed that CENS should not make six of the appointments to MPAC as this would dilute the independence of the Committee. **Ian Johnston** proposed that in subsection (1)(b) "six" should be replaced with "twelve" and the words "who are not members of CENS" inserted after "... Committee" in order to secure the independence of MPAC.
125. The Committee recognised the concerns regarding the independence of MPAC and requested that further work be carried out on the membership of MPAC.
126. Accordingly, the Steering Committee proposed amendments regarding the membership of the MPAC in subsection (1). Subsection (1)(b) now provides that eight persons are to be appointed by the Appointments Committee, and paragraph (c) provides for an additional four persons to be appointed by the

Appointments Committee on the recommendation of the Governance and Nominations Committee. Consequently, all members (apart from the Chair who is appointed by the Crown) are appointed by the Appointments Committee.

127. A new subsection (2) provides that in making a recommendation, the Governance and Nominations Committee must have regard to the desirability of securing a range of skills, knowledge and experience and diversity on the MPAC. Subsection (3) now provides that the persons appointed by the Appointments Committee must include at least two persons in episcopal orders, at least two clerks in Holy Orders and at least two lay members of the House of Laity of General Synod - one from each of the Provinces.
128. The provisions in subsection (3) of the First Consideration draft which stipulate mandatory requirements for the composition of the Committee's membership are now contained in subsections (4) and (5). These provide that the membership of the MPAC must include at least one archdeacon, one diocesan secretary and one person nominated by the Secretary of State.
129. The Committee accepted all the Steering Committee's amendments to clause 7.

Clause 8 Payments by the Church Commissioners

130. There were a large number of submissions on clause 8 by members who were opposed to the substance of these provisions on the basis that they considered that they departed from the restrictions currently placed on the Archbishops' Council regarding the application and distribution of funds received from the Church Commissioners. Those concerns and the Committee's consideration of them is set out above, under **Major Issues**.
131. Concerns were also raised around the practical operation of the framework governing the application and distribution of the funds.
132. **Robert Zampetti** proposed that the provisions should identify the different spending strands of CENS and suggested that the difference between amounts needed to fund CENS' internal operational costs and amounts needed to fund grants (or other schemes) which CENS administers and allocates should be highlighted in order to provide clarity. In his submission he sets out a number of detailed amendments he proposed in that regard. These proposals were not pursued when the Steering Committee brought a revised version of clause 8 for consideration by the Revision Committee.
133. It was argued in some of the submissions that there should be synodical oversight over the Church Commissioners' payments, and it was proposed that CENS obtain the approval of General Synod before it put its annual financial framework to the Church Commissioners under clause 8(3). It was also proposed that the Church Commissioners should not be able to make a determination on the amount to pay CENS unless, in addition to consulting CENS as required under subsection (6), they had consulted Synod. The

Committee concluded that the Steering Committee's proposed revised clause 8 with provision for the Synod to express a view on CENS's financial proposals represented a better approach. See above under **Major issues**.

134. It was also suggested that clause 8(1) be amended to require the Church Commissioners to determine from time to time with the approval of Synod the amount to pay, if any, directly to other charitable object bodies, including parishes without using CENS as an intermediary. The Committee did not accept this proposal as clause 8 was concerned with the Commissioners' funding of CENS.
135. Concern was also expressed regarding the provisions of Clause 8(5)(b). The Committee noted that there was a perception that the clause, as currently worded, enabled the House of Bishops to make major financial decisions without properly consulting Synod. It proposed that the wording be amended to state that the Commissioners must have due regard to the principles set out by the House of Bishops and General Synod. However, this was overtaken by the adoption of the revised version of clause 8 proposed by the Steering Committee.
136. In oral submissions, **Fr Walker** proposed an amendment to insert a provision to require that CENS must have particular regard to section 67 of the Ecclesiastical Commissioners Act 1840 (additional provision for the cure of souls in parishes where such assistance is most required) when allocating any funding received from the Commissioners (rather than just funding provided for that particular purpose). The Committee rejected that proposal as being too restrictive. While it was right that it would apply to funding provided under that particular funding stream, the Committee considered that it would not make sense to prevent the Commissioners providing funding to CENS for a wider set of purposes.

Clause 9 Archbishops' Council's functions

137. **Fr Benfield** suggested that subsection 9(4) which places a restriction on the power of the Synod to amend a draft order in a way that would vary the amount to be paid to CENS by the Church Commissioners under clause 8 be deleted. He argued that this provision would mean that Synod would have no effective power over CENS. **Fr Walker** proposed that the word "not" should be deleted for the same reason.
138. The Committee was advised that the restriction was imposed to prevent a transfer of functions order being used for an ulterior purpose, namely, to decide matters that, in accordance with clause 8 and section 4(4) of the 1998 Measure, must be decided independently by the Church Commissioners and CENS. The Committee rejected the proposals and no amendments were made to the subsection (now clause 10(6)).
139. The Steering Committee proposed the insertion of provisions which make it clear that the Archbishops' Council's existing responsibilities regarding safeguarding and racial justice would be taken over by and given priority by

CENS. The Committee accepted the amendments and a new clause 10 (3)(a) and (b) specifically provides that the functions of the Archbishops' Council relating to children and vulnerable adults and the functions of the Council carried out by its Racial Justice Unit shall transfer to CENS as soon as reasonably practicable.

Clause 10 ChECS functions

140. **Robert Zampetti** withdrew his proposed amendments on clause 10 of the First Consideration draft (now clause 11).

Clause 11 Transfer of Church Commissioners' Functions

141. **Robert Zampetti** withdrew his submissions on clause 11 of the First Consideration draft (now clause 12).

Clause 13 Transfer of employees etc

142. **Robert Zampetti** withdrew his submissions on clause 12 of the First Consideration draft (now clause 13).

Clause 14 Further provisions on transfers

143. **Robert Zampetti** withdrew his submissions on clause 14 of the First Consideration draft (now clause 15).
144. **The Church of England Pensions Board (CEPB)** submitted that the reduction of the number of NCIs under the draft Measure was likely to create an employer cessation event. Under Pensions legislation this would trigger employer exit debts which would be payable by the discontinuing NCIs. The CEPB proposed the insertion of an additional provision in the draft Measure so that, if so requested by the relevant NCIs before they ceased to exist, CENS will become responsible for the pension liabilities that would otherwise be the responsibility of those NCIs. This would mitigate the risk of employer exit debts arising. The Committee accepted the proposal.
145. **The CEPB** also expressed concern that CENS should set an appropriate service standard and meet these standards and proposed that provision be made for the Board of CENS to define and monitor appropriate service standards for its services to other bodies as well as a means by which CENS would compensate another Church Body to which it provides services in the event of a failure by CENS resulting in loss or damage to the party to which it provides services.
146. The Committee was of the view that this was a matter more appropriately dealt with in service level agreements and therefore rejected the proposal.
147. **Clause 15 Church Commissioners' Constitution**
148. Following the Committee's decision not to amend clause 7, **Robert Zampetti's** proposal on this clause (now clause 16) fell away and was not therefore considered by the Committee.

Clause 16 Assets Committee membership

149. No submissions were received on this clause.

Clause 17 Eligibility for membership of the National Institutions

150. **Fr Benfield** proposed that the Archbishop of York should serve either on the board of CENS or of the Church Commissioners, but not on both. The Committee rejected this proposal.
151. **Adrian Greenwood** and **Andrew Presland** proposed that the provisions in clause 17(2) which prohibit the Prolocutors and the Chair and Vice-chair of the Convocations of Canterbury and York from being elected, be deleted. **Nigel Bacon** proposed that subsection (2) be amended so that the prohibition only applied to appointed members.
152. The Steering Committee opposed the amendments on the basis that this would undermine the policy behind the Synodical Scrutiny Committee. Their exclusion was to ensure that there was a strong synodical voice in the Synodical Scrutiny Committee. The Committee agreed with the Steering Committee and rejected the proposals.
153. **Ian Johnston** argued that no NCI should have the power to remove from its membership a member elected to it by the General Synod and proposed the insertion of a new clause that would require any such removal to be given effect by resolution of the General Synod. He was of the view that if the Synod elected a member to an NCI board, it must be responsible for their removal. The Committee considered that a debate in Synod about an individual member would be uncomfortable and that the time between sessions of Synod would be too long for such a process to be effective. It noted that should General Synod have concerns about the removal of a member it could raise this with the Synodical Scrutiny Committee.
154. **Robert Zampetti** suggested that the words ‘present and voting’ be removed from clause 17(3) so that a decision could not be made at a barely quorate meeting and only be made at a properly attended meeting. The Committee noted that an inquorate meeting is not a meeting. Present and voting meant those physically present or actively taking part via arrangements for remote attendance where those were in operation, and it rejected the amendment.
155. **Tim Fleming** suggested that clause 17(4) (now clause 18(4)) be amended to make provision for removal if a member “acts contrary to any code of conduct in place from time to time as adopted by the National Institution for members of the National Institution and its committees” for good governance and to build trust. The Committee did not consider that this was necessary as the general power to remove a member would cover this situation. It rejected the proposal.
156. **Robert Zampetti** and **Nigel Bacon** argued that subsection (4) – which disqualifies from election to any NCI a person who has been removed as a member of an NCI – should also disqualify from appointment such a member.

The Committee considered that as the objective of the subsection (which was to prohibit unsuitable persons from serving on a Board) was already covered under Charity law, the subsection was unnecessary, and it deleted the subsection. These submissions, together with **Ian Johnson's** proposal to insert a sunset clause after Clause 17(4) (now clause 18(4)) - so that an elected member removed from a National Institution would not be barred from membership indefinitely - therefore fell away.

Clause 18 Belonging and Inclusion

157. **Fr Walker** proposed that clause 18 (belonging and inclusion) be omitted in its entirety. He argued that there are existing obligations under the Equality Act 2010, and this additional duty would create unnecessary administrative bureaucracy during a time of collapsing congregations, financial giving and vocations. In oral submissions he informed the Committee that his submissions were included so that General Synod could, at the Revision Stage, discuss the issues surrounding Belonging and Inclusion. He proposed further that should clause 18 not be deleted, clause 18(6) should be amended to include 'diversity of thought'. This, he argued would encompass diversity of church traditions and church politics and would take the sting out of concerns that one group would become more dominant.
158. **Ian Johnston** proposed that clause 18(6) should be amended to include diversity of opinion to avoid 'group-think'.
159. The Committee was advised that the word 'diversity' in clause 18(6) had its ordinary meaning. It was for each NCI to decide which aspect of diversity it wished to address and once this had been addressed move on to others. Following discussion, the Committee voted 2 in favour and 8 against the proposal to explicitly refer to 'diversity of thought' or 'diversity of opinion' in the clause. The Committee therefore rejected the proposal.
160. **Adrian Greenwood** proposed that the clause be amended to impose a duty on the NCIs to refer their diversity charters to the Governance and Nominations Committee and a corresponding duty on the Governance and Nominations Committee to advise the National Institutions on their Diversity Charters. The Committee did not consider that this was necessary and rejected the proposal.

Clause 19 Synodical Scrutiny Committee

161. **Nick Land, the Reverend Paul Benfield, Adrian Greenwood, Robert Zampetti, Nigel Bacon, Ian Johnston, Ian Boothroyd, Paul Waddell and the CEPB** all made submissions in relation to clause 19 (now clause 20) which requires General Synod to make provision in its Standing Orders for a Synodical Scrutiny Committee (SSC).
162. The concerns focused primarily on the fact that the Committee as constituted in the First Consideration draft was weak. The submissions made proposals for amendments which would provide members of the SSC with the right to

attend NCI meetings in order to evaluate how the NCIs are functioning, and give it powers including the power to:

- a. require the attendance of trustees of National Institutions and to require them to produce minutes and documents of their meetings in a timely manner,
 - b. require National Institutions to furnish it with such further information as it might request,
 - c. scrutinize the conduct of the members of NCIs,
 - d. create sub-committees,
 - e. consider and investigate in particular matters of misconduct, dishonesty, or lack of integrity, and
 - f. impose sanctions with the approval of the General Synod. This may include the power to remove a member from a National Institution or one of its committees.
163. The Steering Committee opposed the amendments. It observed that there had been a misunderstanding and explained that the purpose of the SSC and the Committee of Inquiry was to provide two new mechanisms to hold the NCIs to account. This was an attempt to make things work better, not to create a regulatory body, which would not be appropriate under charity governance provisions. The Committee requested that the Steering Committee look again at the provisions on membership to ensure that the Committee had the right balance.
164. It was proposed that the provisions of clause 19(8) (now clause 20(8)) be amended to specify what should be contained in the annual report to General Synod. The Committee considered that this should be left to the Synod Standing Orders, not prescribed in the legislation, and rejected the proposal. It was also proposed that clause 19(9) (now clause 20(9)) should be amended to allow questions to be asked of the Chair of the Synodical Scrutiny Committee in Synod. The Committee was advised that it is not legally necessary for such provision to be included in the Measure, as the Synod can simply amend its Standing Orders to this effect without the need for any specific statutory authority. The Committee therefore rejected the proposal.
165. Clause 19 (now clause 20) was amended to provide for two additional members elected by and from the House of Clergy and House of Laity of the General Synod taken together so as to form a single electorate.
166. The decisions taken by the Revision Committee are set out above under **Major issues**.

Clause 20 Committee of Inquiry

167. **The CEPB** was concerned that the provisions in clauses 19 and 20 of the First Consideration draft (now clauses 20 and 21) amounted to double regulation and potentially gave rise to conflicts with its duties under trust law and in relation to confidential data. It suggested amendments which would set out explicitly that provisions made in Standing Orders may not apply to the CEPB's functions under the Pensions Measure 2018 and to clause 20(11) specifically providing that provision made under clause 20, and provisions made in Standing Orders may not apply to the Church of England Pensions Board's functions under the Pensions Measure 2018.
168. The Committee noted that it had made it very clear that the arrangements for the Synodical Scrutiny Committee and Committee of Inquiry do not set up a regulatory regime and accordingly rejected the proposed amendments.
169. Following discussion, the Committee requested that the Steering Committee revisit the provisions for convening a Committee of Inquiry. Subsection (2) of clause 20 now (clause 21) was amended so that any member of the SSC can move a motion for a Committee of Inquiry and to make it obligatory for a motion for a Committee of Inquiry to be moved if the committee so decides or on the request of at least 100 members of Synod. It provides further in subsection (5) that the NCI concerned must as soon as practicable and in any event within 6 months of receiving the report to publish its own report in response.
170. A new clause 21(6) makes provision in subsection (4) for the SSC to arrange for the SSC to publish the report of the Committee of Inquiry. It also makes provision in subsection (6) which allows a member of the SSC who has ceased to be a member of that committee to continue on the Committee of Inquiry in order to complete work on an inquiry that has begun.
171. See further above, under **Major issues**.

Clause 21 Accounts, Reports etc

172. **The CEPB** questioned the practicality of the reporting requirements for NCIs set out in clause 21 of the First Consideration draft (Accounts, Reports etc, (now clause 23). The Committee acknowledged that the NCIs have different reporting requirements, which made the provisions for reporting that appeared in the First Consideration draft impracticable, and the draft was amended to remove the requirement for the reports to be laid before the end of June.
173. The Committee accepted the proposal and amended subsection (1) (now clause 23(1)) to remove the reference to the end of June. The different accounting practices across the NCIs meant that it was not practical to apply this to all NCIs.

Clause 22 Interpretation etc

174. The Committee made a drafting amendment to subsection (6) (now clause 24(6)) by adding a definition of the Mission and Pastoral Adjudication Committee.

Clause 23 Procedure on orders

175. **Paul Waddell** proposed a sunset clause to the order making powers in clause 23 (now clause 25). Following its discussions on the order making powers in the draft Measure generally, the Committee rejected the proposal.

Clause 24 Short title, commencement and extent.

176. The Committee made a drafting amendment by inserting in clause 24 provision extending the application of the draft Measure to the Diocese in Europe (now clause 26(8)).

Schedule 1

Paragraph 1 Membership

177. Submissions were received from **Ian Boothroyd, Nigel Bacon, Robert Zampetti, Rebecca Chapman, Ian Johnston, Adrian Greenwood, the Reverend Dr Sean Doherty, Jane Evans** and **the Reverend Paul Benfield** on the membership of CENS in Paragraph 1.
178. Mr Zampetti withdrew his proposal that the words 'voting members' should be added at the end of paragraph 1(1).
179. Several options were raised in the submissions regarding the membership of the Archbishops of Canterbury and York in paragraph 1(2):
- i. that the Archbishops should be ex- officio members of CENS.
 - ii. that only one of the Archbishops should be a trustee of CENS.
 - iii. that the Archbishop of Canterbury should be removed from the membership.
 - iv. that the Archbishop of York should be removed from the membership.
 - v. that both Archbishops should be removed from membership.
180. It was argued in the submissions that it would release them to focus on their roles, create distance so that they could maintain reputational independence and avoid reputational damage and enable them to intervene if there were problems. The Committee was not persuaded by the arguments in relation to the Archbishops' membership for the reasons set out above under Major Issues. The Committee decided on a vote of 8 to 1 not to remove both Archbishops from the membership of CENS.

181. The submissions on CENS membership raised the following additional issues:
- a. It was proposed that the number of members of CENS be varied so that:
 - i. one additional member be appointed from the House of Clergy and the House of Laity with at least one from each of the Provinces of Canterbury and York;
 - ii. the six appointed members in in paragraph 1(2)(g) should be reduced to five;
 - iii. the appointed members should be reduced to no more than four;
 - iv. the number of appointed members be increased; and
 - v. provision should be made to ensure a balance of representation from the two Provinces of Canterbury and York.
 - b. A number of members expressed concern about the first appointments of the Chair of CENS under paragraph 1(2)(f) and the six additional members of CENS under paragraph 1(2)(g) being made by the archbishops. It was suggested that the first appointments of appointees under paragraph 1(2)(g) are made following consultation with the Synodical Scrutiny committee. It was also suggested that the first appointments of the chair and the appointees are made by or after consultation with the Appointments Committee. It proposed further that paragraph 1(5) is amended so that all subsequent appointments under subparagraphs 1(2)(f) and (g) were made with the approval of General Synod. The proposal by **the Reverend Dr Sean Doherty** that the current chair of CENS should not be involved with subsequent appointments of the chair under paragraph 1(5) fell away as a result of the Committee's earlier decision that the Chair of CENS will not chair the Governance and Nominations Committee.
 - c. It was suggested that the chair of CENS should be an ex-officio member of General Synod.
182. Following discussion, the Committee rejected the proposal to increase the number of elected members of CENS or to reduce the number of appointed members.
183. The Committee amended paragraph 1(3) and paragraph 1(4) to provide for consultation with the Appointments Committee. Paragraph 1(5) was amended to provide that all subsequent amendments are to be subject to the approval of Synod.
184. The Committee rejected the proposal to make provision to ensure a balance of representation from the two Provinces of Canterbury and York. It noted that if there were too many elected CENS members from the Southern Province, the better way to deal with this would be to make this an important

consideration in the appointments process for the six additional members, rather than to put constraints on the election process.

185. The Committee inserted a new paragraph (7) which provides for the chair of CENS to be an ex-officio member of Synod.
186. **Jane Evans** observed that the provisions in paragraph 1(10) did not make it clear whether the chair of the MPAC will be a member of CENS or have any role on the governance of Cathedrals. She proposed that provisions should be amended to provide clarity on these points. The Committee noted that the draft Measure does not provide for the Chair of the MPAC to be a member of CENS or to have any role other than as Chair of the MPAC. The Third Church Estates Commissioner has a transitional role to ensure the smooth transfer of functions from the Church Commissioners to CENS, and for these purposes paragraph 1(10) provides that the Third Church Estates Commissioner will be a trustee of CENS until the appointment of the chair of MPAC. The Committee was informed that future consideration may be given to ensuring that one of the CENS trustees represents the interests of Cathedrals.

Paragraph 2 Eligibility

187. **Adrian Greenwood** and **Andrew Presland** proposed that paragraph 2 which deals with eligibility should be amended to state explicitly in subparagraph (1) that the chair of CENS should be a lay person.
188. The Committee rejected the proposal that the chair of CENS should be a lay person. It considered that this condition would be unduly restrictive and disqualify excellent non-stipendiary ministers who would be suitable for the role.

Paragraph 3 Term of office

189. **Ian Boothroyd** queried why CENS should have the power to determine the length of elected positions. He proposed that paragraph 3(1) should be amended so that “each member of CENS elected under paragraph 1(2)(c) to (e) is to hold office for such period not exceeding three years; and each election is to be conducted in accordance with the Standing Orders of General Synod.
190. The Committee rejected the amendment on the basis that the provision enables the staggering of appointments to CENS so that all the appointments do not expire at the same time.
191. **Adrian Greenwood** proposed that the term of office should be a five-year period with a maximum of two terms. **Rebecca Chapman** approved of the three-year term but suggested that should a five-year term of office be considered, then this should be on staggered terms.
192. Following discussion, the Committee rejected the proposal for a 5-year term.

Paragraph 4 Vacating Office

193. There were no submissions from members in relation to paragraph 4.

Paragraph 5 Casual Vacancies

194. There were no submissions from members in relation to paragraph 5.

Paragraph 6 Committees

195. **Ian Johnston** suggested that the approval of General Synod should be required for the creation of committees and sub-committees and proposed that a new paragraph 6(8) is inserted to require such prior approval from the General Synod.
196. The Committee considered that it is for the charity trustees to decide what committee structures to create to best enable the charity to carry out its objects and it rejected the proposal.
197. The Committee amended the provisions of the paragraph to provide in a new subparagraph (6) that each of the statutory committees in subparagraph (1) must publish their terms of reference, with a proviso that the terms of reference must be compatible with the other provisions in the measure relating to the committee.

Paragraph 7 Chief executive officer

198. **Robert Zampetti** proposed that paragraph 7(3) which makes provision for the CEO to report to the chair of CENS is substituted by “the chief executive officer shall formally report to the chair of CENS while being accountable to and serving the interest of all members of CENS” in order to emphasize that the CEO serves and responds to all the CENS members.
199. The Committee considered that this amendment was not necessary and rejected the proposal.
200. **Adrian Greenwood** proposed that paragraph 7(4) is amended so that the first appointment of the CEO is made by the Appointments Committee following an open recruitment process. The Committee was advised that the creation of CENS and the abolition of the Archbishops’ Council will likely involve a transfer to CENS of the Archbishops’ Council employees under the Transfer of Undertakings (Protection of Employment) Regulations 2006 (TUPE). That is likely to have a bearing on whether it will in fact be possible to have an open recruitment process for the Chief Executive of CENS, as the employment contract of the Secretary General will transfer to CENS. Amending Schedule 1 in this way could conflict with TUPE. The Committee therefore rejected the proposal.
201. **Adrian Greenwood** proposed that the CEO should fulfil the eligibility criteria of the chair in paragraph 2(1) (only eligible for appointment if the person is an actual communicant within the meaning of Rule 83(2) of the Church Representation Rules) or alternatively that of the appointees in paragraph 2(2) (only eligible for appointment if the person is a member of the Church of England or a Church which subscribes to the doctrine of the Holy Trinity).

202. Having discussed the proposal in some detail the Committee rejected the proposal. It considered that while there is a clear expectation that the person should be a Christian it was not necessary to stipulate that this post would have a genuine occupational requirement under the Equality Act 2010, just as it was not necessary to do so in the National Institutions Measure 1998.
203. **Adrian Greenwood** proposed in addition that the CEO should be a lay person. **Ian Johnston** suggested that that provision should be made which will prevent the CEO from holding any appointment or license remunerated or not, which is in the gift of either Archbishop or a member of the House of Bishops.
204. The Committee rejected both proposals on the basis that this would place undue restrictions on who might occupy the role.
205. It was proposed that the General Synod should approve the appointment of the CEO. The Committee was advised that there is a clear difference between the role of the CEO and that of the Secretary-General of the General Synod. The Committee noted that whilst there was clear justification for General Synod approving the role of the Secretary-General who is an officer of Synod, there is no such justification for General Synod to approve the CEO, an employee who has no role in relation to General Synod.

Paragraph 8 Delegation

206. There were no submissions from members in relation to paragraph 8.

Paragraph 9 General Incidental power

207. There were no submissions from members in relation to paragraph 9.

Paragraph 10 Proceedings

208. **Rebecca Chapman** proposed that the quorum is reduced from eight to seven. The Committee rejected the proposal.
209. **Robert Zampetti** withdrew his proposals in relation to this paragraph 10.

Paragraph 11 Remuneration etc

210. **Ian Boothroyd** and **Robert Zampetti** both questioned why compensation for loss of office is necessary for the chair and would like this to be clarified. Legislative Counsel informed the Committee that the provision merely conferred a discretionary power on CENS to do something which it otherwise would not have the power to do.

Paragraph 12 Execution of documents

211. There were no submissions from members in relation to paragraph 12.

Schedule 2

212. There were no submissions from members in relation to Schedule 2. The Committee was advised that there remained some uncertainty over whether it was necessary to include specific provision in relation to the Transfer of Undertakings in the Measure. The Committee noted that if it is necessary to make any amendments to clause 14 (Transfer of employees, property etc) and Schedule 2 this would be done at the Final Drafting stage.

Submissions of a General Nature

213. **Professor Roy Faulkner (Leicester)** asked the Committee to consider his comments that GS2307 over emphasizes the importance of racial justice, safeguarding and diversity in the governing bureaucracy, rather than in promoting good governance. He added that Paula Vennells was heavily consulted when these ideas were generated. He suggested that both reports underpinning the draft measure GS 2307 and GS2360 are re-visited.
214. The Committee noted that the General Synod has accepted the proposals contained in GS 2307 and GS2360. It would keep in mind Prof. Faulkner's comments as it considered the draft Measure.
215. **Mr Ian Johnston** observed that the Church of England is a unique organisation comprising numerous independent charities which accordingly needs a unique structure which will ensure that there is efficient and fair oversight. He highlighted both the difficulties of interaction between the charities and the problem of how Synod, a non-charitable body, can be given the necessary authority to provide oversight. He suggested that some of the difficulties could be resolved by defining in statute a Church Charity, which would have all the characteristics of the secular one with the additional requirement for the subject charity to accept and respond constructively to the opinions of its oversight body and, ultimately, Synod.
216. The Committee was advised that creating a church charity would amount to creating a new creature in English law. The General Synod is a legislative and deliberative body whose functions are to legislate by Measure, Canon or Regulation and express an opinion on other matters of interest to the church. It does not have a governmental role, and Mr Johnston's proposals will change the nature of the General Synod's role. Furthermore, giving the General Synod the role as suggested would impose some sort of super trustee role on the General Synod which would be unworkable.
217. The Committee noted Mr Johnston's submissions and observed that these were issues that could not be considered within the scope of the Committee's deliberations.
218. **Jonathan Baird** observed that the growing shortage of stipendiary ministers in the Church as a result, he says, of retirements and a fall in ordinand numbers. He asked whether the draft Measure (particularly in clauses 3 and 4) recognised this of being of paramount importance and if so whether this

was prioritized and addressed adequately. He also noted that the scrutiny and accountability of boards was an issue and said that addressing these issues will be essential in restoring trust in the Church. He suggested that it might be helpful to consider models from the corporate world.

219. The Committee noted Mr Baird's comments.

Other Submissions to the Committee

220. **The CEPB** suggested that that it could introduce amendments to the Church of England Pensions Measure 2018 through the draft National Church Governance Measure. The proposed amendments would broaden the CEPB's objects so that it has express power to carry out actions to address risk, deliver more holistic retirement services, manage pension schemes share its expertise on responsible investment matters and receive income from doing so.

221. The Committee noted that it could see the value in using the draft Measure as a legislative vehicle for the changes. However, it considered that it was not in a position to decide if one or more of the proposed objects should be included, not least because there was likely be a need to be consultation with the Charity Commission on this which could potentially cause delay. It noted that there was still the possibility of further amendments being made to the draft Measure and therefore did not make a decision on this.

Stephen Hogg
Chair, Revision Committee
January 2025