THE CHURCH OF ENGLAND
Diocese of Norwich

TERMS OF REFERENCE

BISHOP'S COUNCIL OF TRUSTEES

The Bishop's Council of Trustees Terms of Reference should be read together with the Constitution Documents for the Bishop's Council, the Norwich Diocesan Board of Finance Executive Committee, the Diocesan Mission and Pastoral Committee and the Parsonages Board. These can be found compiled in the Bishop's Council of Trustees Constitution.

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Record of Amendments

Date	Version	Reason	Section Number
May 2021	1	First Issue produced together with Norwich Diocese governance review 2020.	All
25 November 2021 and approved Synod March 2022	2	The Bishop's Chaplain added to have right of attendance.	6

Bishop's Council of Trustees

Terms of Reference

1. Statutory Constitution

The Bishop's Council of Trustees combines the functions of the Bishop's Council, the Norwich Diocesan Board of Finance Executive Committee (NDBF exec), the Diocesan Mission and Pastoral Committee (DMPC) and the Parsonages Board. The Statutory Basis for each of these bodies is set out in its respective Constitution Document, which can be found compiled in the Bishop's Council of Trustees Constitution. Should any of these Constitutions be altered in the future, this Terms of Reference document will need to be reviewed at that time to ensure consistency.

2. Role

The Bishop's Council of Trustees is the body in which all lines of Diocesan oversight, leadership and decision-making meet; the Bishop, Bishop's Staff, the Diocesan Synod and all statutory and non-statutory Diocesan Boards, Committees and working groups.

The Bishop's Council of Trustees combines four discrete functions:

a. The Bishop's Council. This is the Standing Committee of the Diocesan Synod.

b. The NDBF exec. Norwich Diocesan Board of Finance (NDBF) is a charitable company limited by guarantee, registered at Companies House and with the Charity Commission, which are its regulators. NDBF must comply with company and charity law.

   The NDBF exec acts as the board of directors (for company law purposes) and trustees (for charity law purposes) of NDBF, and oversee and manage the day-to-day business of the NDBF. The NDBF exec are accountable to the members of NDBF – who are the members of Diocesan Synod for the time being – for the governance and oversight of the activities of NDBF, as well as being required to report to and comply to its regulators regarding its obligations under charity and company law.

c. The Diocesan Mission and Pastoral Committee (DMPC). The role of the DMPC is to make or assist in making better provision for the cure of souls in the diocese, having regard to worship, mission and community, and taking note of new diocesan priorities and vision.

d. The Parsonages Board of the Diocese. This holds responsibility for the provision and maintenance of a stock of parsonage houses for incumbents across the diocese, and for overseeing transactions in parsonage properties (purchases, sales, exchanges, disposals of part etc).

3. Duties

- The Bishop's Council of Trustees (BCT) combines the four bodies noted above, which work together to advise the Bishop on Diocesan strategy and policy, supporting the Bishop in giving leadership and co-ordination to the life, mission and ministry of the Church throughout the Diocese.
- The BCT initiates proposals for action by Diocesan Synod, and provides policy advice. It is responsible for formulating and approving policies which require Diocesan funding; deciding budget priorities and presenting an annual budget to the Diocesan Synod for debate and approval.
- The BCT assists the Bishop in keeping such policies and priorities under review, approving, when necessary, adjustments to those policies; in particular, it monitors income and expenditure against budget.
- Appointing members of committees or, together with the Nominations Committee, nominating members for committees, subject to the directions of Diocesan Synod.

Certain specific duties of the Bishop's Council of Trustees in relation to each separate area of responsibility are listed below:

a. Bishop's Council

- To ensure the effective communication of priorities, strategies and policies within the Diocese.
- To oversee and co-ordinate the work of all Diocesan Boards, Committees, Forums, Working Groups and responsible individuals; to ensure regular reporting to the Bishop's Council and/or Diocesan Synod as appropriate.
- To receive an annual report from the Independent Chair of the Diocesan Safeguarding Advisory Panel about the panel's work and an assessment of all aspects of safeguarding within the diocese.
- To act as the Standing Committee of the Diocesan Synod; to approve the agenda for meetings of the Synod and ensure business is properly planned.
- To oversee and review the workings of the Synodical process, with particular attention to the connection between Deanery, Diocesan and General Synods.

b. NDBF Executive

- Management of the funds and property of the Diocese.
- Consideration and approval of the Financial Policy and Strategy for the Diocese as prepared by the Finance Committee.
- Preparation of annual estimates of expenditure and budget.
- Advising on action needed to raise the income necessary to finance expenditure.
- Oversight of expenditure by bodies in receipt of Diocesan Synod's funds against estimates of expenditure approved by Diocesan Synod.
- Advising Diocesan Synod of the financial aspects of its policy and on any other matters referred to it.
- Making the annual returns and such other statutory filings as may be required to the Charity Commission and to Companies House.

- Submitting a copy of the Parsonages Board annual report to the Church Commissioners.
- Ensuring compliance with any legal duties to which the Diocese may be subject.
- Fulfilling employer's responsibilities towards Diocesan staff.
- Holding responsibility for payment of clergy stipends.
- Carrying out any other functions delegated by Diocesan Synod.

c. Diocesan Mission and Pastoral Committee (DMPC)

- When directed by the Bishop, or when the DMPC thinks fit, to review ministry deployment in the Diocese, or in any part of it. This may include changes due to pastoral reorganisation (as outlined below), sharing agreements or mission planning.
- Where changes may be necessary, to put forward a proposed strategy to the Bishop and to Diocesan Synod for approval.
- To keep an overview of church buildings and their use, other than matters for the consistory court or the Diocesan Advisory Committee for the Care of Churches (DAC).
- To consider and encourage alternative use for church buildings, listed buildings or buildings in a conservation area, which are closed or likely to be closed for public worship (this may include making proposals to the Church Commissioners for the disposal and/or demolition of the site where the building is not listed or in a conservation area);
- To make recommendations to the bishop in respect of proposed pastoral schemes and orders effecting pastoral reorganisation such as, for example, the creation of new benefices and team ministries (other than those affecting the boundary of the diocese);
- To carry out any other functions conferred upon a mission and pastoral committee of a diocese by any enactment.

d. Parsonages Board

The Bishop's Council of Trustees, acting as the NDBF exec, acts as the Parsonages Board and provides for the responsibilities of the board to be undertaken by a committee known as the Property Committee (for which see separate TOR document).

4. Composition

The composition of the Bishop's Council of Trustees is determined by the various legal instruments (Church of England Measures, the Church Representation Rules, statutes and constitutional documents) governing all four of the component bodies, for which see the accompanying document, the Bishop's Council of Trustees Constitution.

The Bishop's Council of Trustees has members as follows:

- The Bishop of Norwich (who chairs, or who may delegate to a suffragan bishop the chair of the meeting, when dealing with Bishop's Council and DMPC business.),
- The Chair of NDBF (who chairs the meeting when dealing with NDBF and Parsonages Board business),
- The Suffragan Bishops.
- The Dean of Norwich.
- The Archdeacons.
- The Chair of the DMPC (unless a member by other means)
- The Chair of the House of Clergy and the Chair of the House of Laity. (The Vice-Presidents of the Diocesan Synod)
- Three elected members of the House of Clergy of the Diocesan Synod and three elected members of the House of Laity of the Diocesan Synod.
- 6 laity, appointed by the Board following an agreed nominations process under the oversight of the Nominations Committee or ex-officio as the appointed Chairs of sub-committees the Board has decided to have represented.

One of the members of the board will be appointed the deputy to the Chair of the NDBF, who may chair financial business in the absence of the Chair of the DBF. Similarly one of the Suffragan Bishops may be designated to chair in the absence of the Bishop of Norwich.

- Regard shall be had to the composition of the Bishop's Council of Trustees so as to achieve a balance so far as possible of clerical and lay members, gender and proper representation of the life of the Diocese and of Diocesan Boards and Committees
- Amongst the appointed lay members there is potential to identify people who would bring additional relevant skills and the needed diversity to match the Diocese's governance objective. There would be 12 members who are not ex-officio members and would therefore be able to take on specific responsibilities. Some of those people would fill the roles required by legislation.

5. Tenure

With the exception of the Bishop of Norwich and other ex officio members, all members of the Bishop's Council of Trustees shall be appointed for a three year term and may serve up to two further terms, serving no more than nine consecutive years on the Bishop's Council of Trustees. This is in accordance with the statutory requirements set out in the accompanying Constitution documents as referenced in section 1 above.

6. Meetings

The Bishop's Council of Trustees will normally meet at least six times per year.

Meetings of the Bishop's Council of Trustees may be physical or virtual,[1] and business may be conducted by email or other means between meetings if permitted by Diocesan policies. Business conducted by correspondence between meetings shall be reported and minuted at the next meeting of the Bishop's Council of Trustees.

The Bishop's Council of Trustees shall be quorate if over half of the committee members are present including the Chairs or designated Vice-Chairs.

The Diocesan Secretary shall attend all meetings of the Bishop's Council of Trustees and shall maintain a minute of discussions and resolutions of the Council.

The Finance Director of NDBF shall attend all meetings of the Bishop's Council of Trustees.

The Bishop's Chaplain shall attend all meetings of the Bishop's Council of Trustees.

7. Report

The Bishop's Council of Trustees shall make a full report to the Diocesan Synod annually, with a main section for the overall work of the Bishop's Council of Trustees, and if necessary, separate sections to cover particular issues for each of the four component bodies. This report constitutes the annual report for the purposes of Companies House and the Charity Commission. The Bishop's Council of Trustees may report to Diocesan Synod on particular matters at other times, as appropriate.

8. Professional Standards

The members of the Bishop's Council of Trustees should at all times act in accordance with relevant professional and legal standards including those for data security, safeguarding, and respectful treatment of all colleagues and those they interact with. Up to date guidance on the relevant policies may be found in the Diocese of Norwich Handbook for Committee Members.

[1] At the time of drafting, wholly or partially virtual meetings amongst the membership of the NDBF – i.e. Diocesan Synod – either in general meeting or as an AGM may not be possible under company law or the Memorandum and Articles of Association. However the NDBF exec may regulate their meetings as they see fit and there is no bar to their being held virtually.