



Southwell  
Minster  
Cathedral ♦ Gardens ♦ Palace

# Committee Membership Briefing Pack

## Introduction

As a Charity, Southwell Cathedral has a number of opportunities for volunteers to be involved in its governance.

The **Cathedral Chapter** and its **Nominations Committee, Finance Committee, Audit & Risk Committee** and **Cathedral Partners' Forum** provide the robust strategic governance necessary to ensure the Cathedral's thriving future.

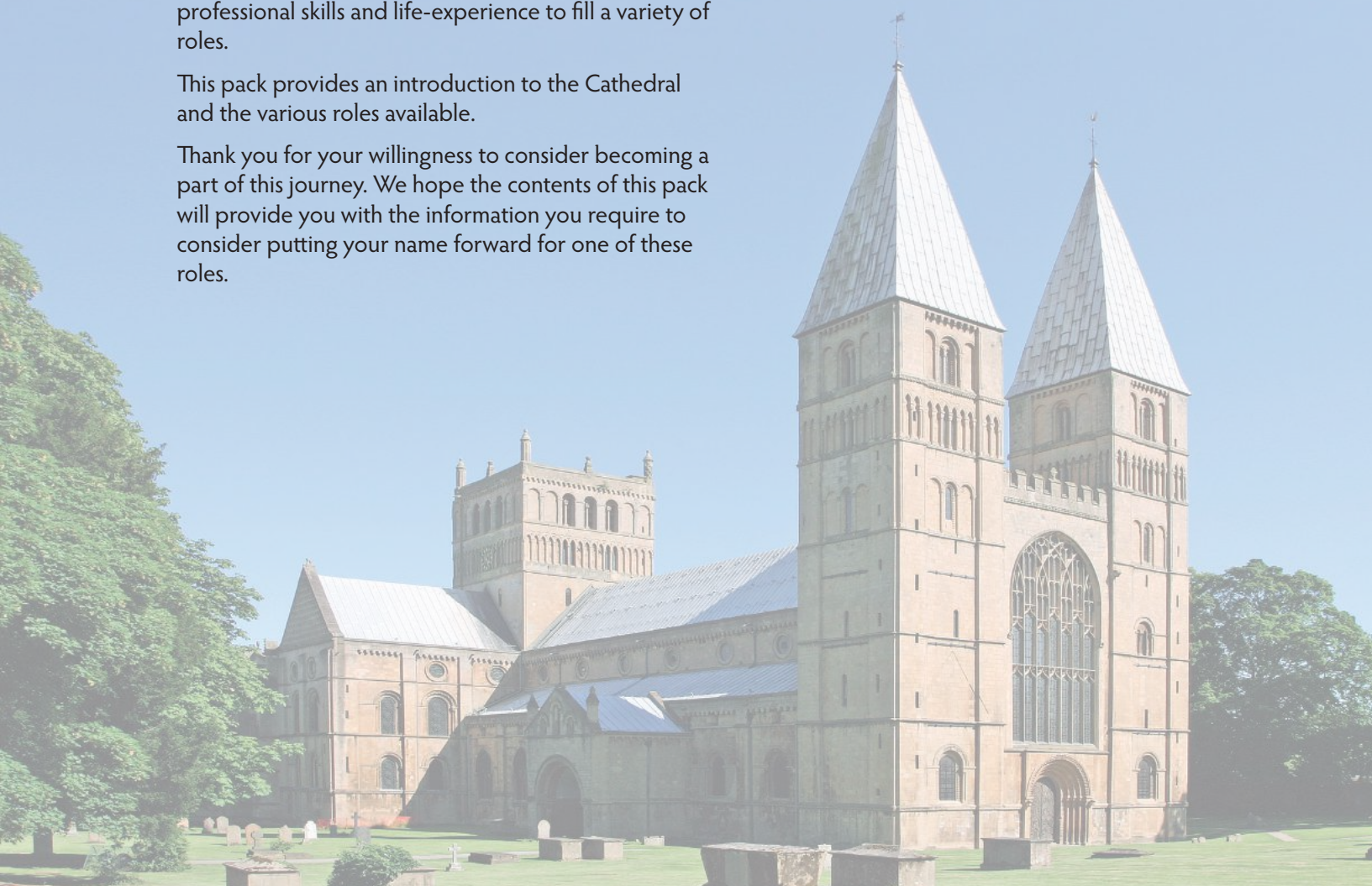
We are seeking gifted individuals with a range of professional skills and life-experience to fill a variety of roles.

This pack provides an introduction to the Cathedral and the various roles available.

Thank you for your willingness to consider becoming a part of this journey. We hope the contents of this pack will provide you with the information you require to consider putting your name forward for one of these roles.

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## Brief history

The present Romanesque building replaced an Anglo-Saxon Minster church which in turn had been built on the site of an abandoned but significant Roman Villa. St Paulinus baptised nearby in the River Trent, evangelising this part of England in the early 7th century. Later, successive Archbishops of York developed the Palace near to the Minster, strategically positioned as the last stopping off place in the York Province on the Great North Road (now the A1). Southwell became an important seat of ecclesiastical power and influence as a Collegiate Church. Since 1884 the Minster has been the Cathedral church for Nottinghamshire (and, until 1927, East Derbyshire) although some 15 miles northeast of Nottingham. It is arguably the most beautiful 12th-century building in England and perfect in its setting. It was one of only a dozen cathedrals mentioned in the Lonely Planet's Ultimate UK Travelist. It is a prayerful place and a spiritual resource to the 307 parishes of the Diocese of Southwell and Nottingham. Daily worship is at the centre of our life. Southwell Minster – as a cathedral with a parish – offers all who come here an opportunity for celebration, learning and discovery.

## Southwell Minster or Southwell Cathedral?

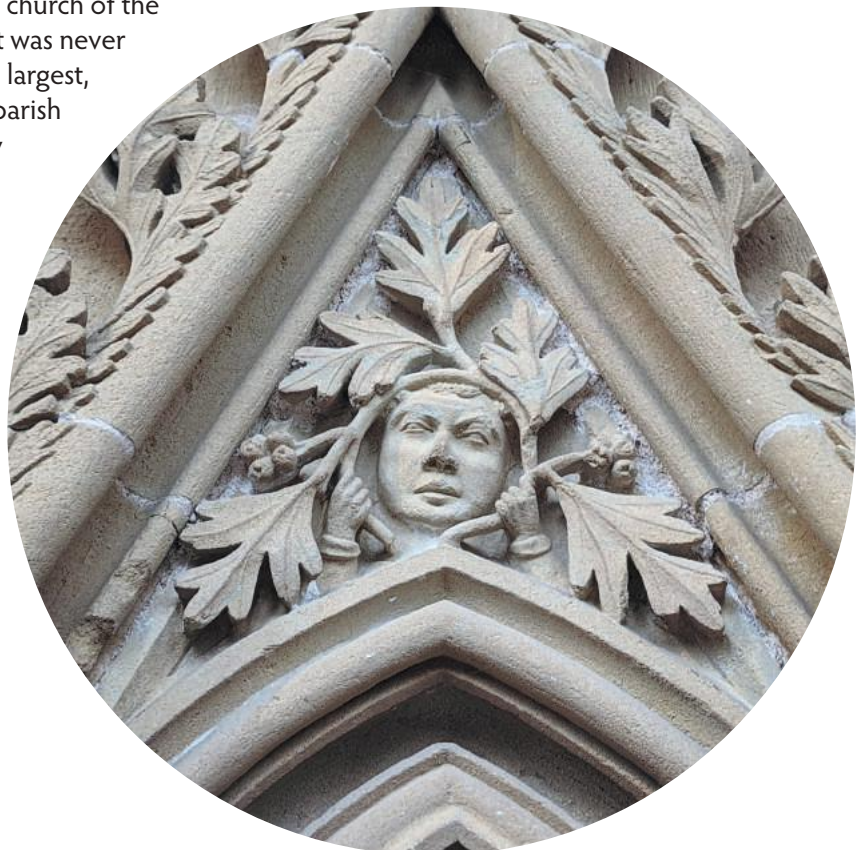
In 1040 Southwell became the mother church of the southern part of the diocese of York; it was never a monastery. 'Minster' means the main, largest, church in an area (around which local parish churches were established, particularly during the medieval period). In 1884 the Minster became mother church of the new diocese, now Southwell and Nottingham. As the seat of the Bishop, it is now properly 'Southwell Cathedral' but the historic name – Southwell Minster – is still used. However, legally it is a cathedral and hence the trustees are the Southwell Cathedral Chapter.

## A working Cathedral

Alongside the normal round of the daily office and Eucharist, in 'normal times' the Minster is in demand for some 50 or so special services and events of many kinds including ordinations, confirmations, Memorial Services, County and Civic services, school and college services, and presentation and degree ceremonies. Our outward focused ministry with the County and external organisations is essential and we work hard to ensure that all who are hosted in the Cathedral are welcomed and involved in the planning and delivery of the service. We regularly host art exhibitions and theatre productions, and a series of organ recitals and concerts.

## Visitor/tourist experience

The Leaves of Southwell have been voted the Nation's number one Cathedral Treasure. We are increasing the resourcing of staff and volunteers to welcome a greater number than the 55,000 who visited annually pre-Covid. Visitor services (welcomers, stewards, honorary chaplains, guides, shop and the verger team) play an important role in the life of the Minster. The welcome extended to each visitor is an expression of the Cathedral's purpose as a place of prayer and Christian worship. We rely heavily on volunteers.





## What we are

Our property/land consists of the following:

- Cathedral
- Minster Centre (offices)
- Refectory and Shop
- Trebeck Hall (parish hall and let offices)
- Sacrista Prebend (retreat centre)
- Vicars Court (clergy housing)
- Bishop's Manor (residence of Bishop and flats)
- offices (leased to third parties)
- over 10 acres of grounds and gardens.

## Who we are

The Cathedral has 34 employees, split between full-time and part-time posts, across a diverse range of functions including visitor welcome, learning and participation, music and worship, finance and central services, facilities, shop, fundraising, events and marketing. There are also 300+ volunteers.

The **Dean**, who chairs Chapter, has overarching responsibility for the work of the Cathedral.

The **Chief Officer** has executive responsibility and oversight of all operational and business aspects of the Cathedral, including safeguarding.

The **Canon Precentor** has executive responsibilities for the music department as well as overseeing worship and congregational activity.

The **Canon Missioner** has executive responsibility for learning and outreach teams.

Together with the **Head of Finance**, these posts form the core membership of the Senior Management Team who are responsible for the day-to-day operations of the Cathedral under the governance and oversight of Chapter.

The Cathedral seeks to be 'a living well of spiritual refreshment' – Extending Welcome : Exciting Faith : Embracing Community.

## Southwell Cathedral – the Challenge

The Cathedral has an annual turnover of £1.4 million, which is expended on ministry, cathedral and grounds upkeep, property (both functional and investment), education and outreach, staffing, and support costs.

In the recent past the Cathedral has posted a six-figure deficit and its free reserves are being depleted. Our near-term plans are focused around the consolidation of our activities, refining our property portfolio, and increasing the number of visitors – both tourists and those attending events. This is in order to deliver a sustainable future.

## Process for Applications

Recruitment for all of the roles is undertaken by the Nominations Committee.

Further information can be obtained by contacting the Chief Officer, Canon Nigel Spraggins:

[nigel.spraggins@southwellminster.org.uk](mailto:nigel.spraggins@southwellminster.org.uk)

The Cathedral is committed to a safer recruitment process and you will note that some roles require Enhanced DBS.



# Non-Executive Lay Chapter Member

Chapter is the governing body of the Cathedral. Chaired by the Dean, it comprises members who are lay and ordained, executive and non-executive, as set out in the Cathedral's Constitution. Non-Executive Lay Chapter Members provide constructive challenge, input and support to the Cathedral's strategic direction and operational implementation.

The role of a Lay Chapter Member is comparable to the role of the non-executive director in the corporate sphere. Alongside the Dean and the two Residentiary Canons (the ordained members of Chapter), lay members oversee and direct the mission and work of the Cathedral.

The Cathedral's Measure 2021 requires Lay Chapter Members to be Trustees of the Cathedral charity. Legislation and compliance governing the

Cathedral will be both via the Charity Commission (for all charity related matters) and the Church Commissioners (for ecclesiastical matters).

Chapter members hold overall responsibility for the governance and management of the Cathedral, with an overview of all its activities. Day-to-day management of the Cathedral is carried out by executive staff overseen by the Senior Management Team, comprising the Dean, Residentiary Canons, Chief Officer and Head of Finance.

Lay Chapter Members are full, non-executive members of Chapter, sharing in governance and oversight across the whole of the Cathedral's work, attending regular meetings and key Cathedral services during the course of the year. Each lay member will have experience and expertise to offer to the Cathedral's life and work.

## Summary of Responsibilities

A Non-Executive Lay Member of Chapter takes a full part in discussions and decision-making of Chapter as it fulfils its statutory responsibilities:

- to order the worship and promote the mission of the Cathedral
- to formulate proposals in connection with the strategic direction and mission of the Cathedral
- to manage all property vested in the Cathedral and the income accruing from it
- to ensure that necessary repairs and maintenance of the Cathedral and its contents and other buildings and monuments are carried out
- to attend to all matters concerning the appointment of senior staff to the Cathedral
- to prepare an annual report and accounts
- to keep under review the Constitution and Statutes of the Cathedral
- to ensure legal and regulatory compliance
- to exercise the power if necessary to provide for the incorporation of limited companies for the better management of the Cathedral
- to provide external perspectives on the Cathedral, helping build and strengthen links with the wider community
- holding to account Chapter's executive members and cathedral senior officers
- attending and participating fully in Chapter meetings and meetings of Chapter sub-committees as appropriate
- advising and supporting Chapter's executive members and senior officers on such issues as are within a non-executive lay member's area of particular expertise.

## Person Specification

In order to be a Lay Chapter Member you must be:

- a Communicant member of the Church of England (within the meaning given in Rule 83(2) of the Church Representation Rules), or a communicant member of a Church which is not in communion with the Church of England but subscribes to the doctrine of the Holy Trinity
- committed to the Cathedral's Christian vision, mission, values and ministry
- able to carry out legal duties as set out in the Charity Commission's *CC3 – The Essential Trustee* and make decisions in accordance with the guidance provided in *CC27 - It's Your Decision*
- willing to follow Chapter's Code of Conduct and to uphold all of Chapter's safeguarding responsibilities.

We are looking for Lay Chapter Members who:

- have demonstrable strategic leadership and management skills (previous experience volunteering as a trustee is welcome but not essential)
- can show empathy in dealing with others and can engage diplomatically and with authority in dialogue and debate on critical issues
- possess the highest level of integrity
- are willing to attend to professional personal development including undertaking training
- are able to commit a minimum of 15 hours a month to attending Chapter meetings (or other business on behalf of Chapter) including preparation for meetings.



## Charities Act requirements

Chapter members must be eligible to be trustees under the Charities Act.

The reasons for ineligibility are shown in the disqualifying reasons table issued by the Commission and include:

- being bankrupt or having an individual voluntary arrangement (IVA)
- having an unspent conviction for certain offences (including any that involve dishonesty or deception)
- being on the Sex Offenders Register.

## Time Commitment

The time commitment each week will vary according to attendance at worship and at Chapter, but as an indication an average of 15 hours a month across the year would be typical.

You are expected to be willing, and able, to give time to attendance at the regular full meetings of Chapter; these take place 10 times per year. In addition, attendance at some sub-committee meetings will be expected. Meetings will usually occur during 'normal business hours'.

## Nature of Appointment

Appointment is made by Chapter, with the approval of the Bishop of Southwell and Nottingham, initially for a three-year period. Reappointment for a further three-year term is possible, but not assumed, and will depend upon the needs of the Cathedral at the time.

The role is voluntary and unremunerated. Expenses are paid in respect of some travelling costs, in accordance with the Cathedral's policies (for example meetings and conferences).

Appointment is subject to satisfactory references, completion of a Confidential Declaration and Enhanced DBS disclosure (the latter paid for by the Cathedral).



# Nominations Committee Member

The Nominations Committee is a sub-committee of Chapter which advises Chapter on the recruitment and appointment of non-executive members to Chapter, and to the various committees of Chapter.

The Terms of Reference for the Nominations Committee may be found as an appendix on page 10 of this document.

## The Role

The Nominations Committee comprises at least 7 members appointed by Chapter. At least two of them must also be non-executive members of Chapter. Chapter appoints the Chair of the Committee.

The role of the Nominations Committee is to advise Chapter on:

- recruitment and appointment of non-executive members
- recruitment and appointment of members of committees of Chapter
- training needs of members of Chapter
- recruitment and appointment of members of the Cathedral Partners' Forum

The Nominations Committee is tasked with keeping a watching brief on the diversity, skills, knowledge and experience of members of Chapter and of its committees and sub-committees (including the Nominations Committee itself). Where, in light of a review, the Committee identifies areas where improvement is required, the Committee makes recommendations to Chapter on how to make those improvements.

The Nominations Committee will liaise and cooperate with every other committee and sub-committee of Chapter.

## Person Specification

Successful candidates must possess the following competencies and person attributes:

- commitment to the Cathedral's Christian vision, mission, values and ministry
- willingness to follow Chapter's Code of Conduct and to uphold all of Chapter's safeguarding responsibilities
- possess the highest level of integrity
- demonstrable networking skills and good connections with the local business, commerce, and professional life of the Diocese
- empathy in dealing with others and ability to engage diplomatically and with authority in dialogue and discussion.

## Nature of Appointment

Appointment is made by Chapter, initially for a three year period, and members may be reappointed. After two consecutive terms of office, at least one year must pass before the member may be re-appointed.

The role is voluntary and unremunerated. Expenses are paid in respect of some travelling costs, in accordance with the Cathedral's policies (for example meetings and conferences).

## Time Commitment

The time commitment will vary according to vacancies becoming available on Chapter committees; as an indication, an average of 8 hours per quarter across the year is typical. You are expected to be willing, and able, to give time to attendance at the meetings of the Nominations Committee and for interviews to positions on Chapter committees. Meetings usually occur during 'normal business hours'.

It is envisaged that the Committee will meet at least three times each year or more frequently if required to fulfil its functions.



# Finance Committee Member

The Finance Committee is a sub-committee of Chapter which advises Chapter on the financial aspects of the activities and management of the Cathedral.

## The Role

The Finance Committee comprises at least 7 members and not more than 9 appointed by Chapter. Chapter appoints the Chair of the Committee and that person must have recent and relevant financial experience and must be a non-executive member of Chapter.

Its role is one of oversight, monitoring and review – with a view to making recommendations to Chapter regarding the Annual Budget, management accounts, capital expenditure and major projects, and all other such matters as are specified in the Terms of Reference, which may be found as an appendix on page 12 of this document.

## Person Specification

Successful candidates must possess the following competencies and person attributes:

- commitment to the Cathedral's Christian vision, mission, values and ministry
- willingness to follow Chapter's Code of Conduct and to uphold all of Chapter's safeguarding responsibilities
- possess the highest level of integrity
- appropriate knowledge and skills in several of the following areas: accounting, risk management, audit, financial governance, investment, general management and any other technical issues relevant to the business and strategic management of the Cathedral
- empathy in dealing with others and ability to engage diplomatically and with authority in dialogue and discussion.

## Nature of Appointment

Appointment is made by Chapter, initially for a three-year period, and members may be reappointed. After three consecutive terms of office, at least two years must pass before the member may be re-appointed.

The role is voluntary and unremunerated. Expenses are paid in respect of some travelling costs, in accordance with the Cathedral's policies (for example meetings and conferences).

## Time Commitment

The time commitment will vary according to the Committee's workload but, as an indication, an average of 3 hours per month across the year would be typical. You are expected to be willing, and able, to give time to attendance at the meetings of the Finance Committee and to read and study finance and investment reports. Meetings usually occur during 'normal business hours.

It is envisaged that the Committee will meet at least six times each year or more frequently if required to fulfil its functions.





# Audit & Risk Committee Member

The Audit & Risk Committee is a sub-committee of Chapter and advises Chapter on the appropriate governance of the Cathedral (including management of risk) and appropriate oversight of its internal and external audit.

## The Role

The Audit & Risk Committee comprises at least 4 members appointed by Chapter. Chapter appoints the Chair of the Committee and that person must have recent and relevant financial experience and must not be a member of Chapter.

The role of the Audit & Risk Committee is to enable Chapter members to meet their responsibilities by providing independent oversight of the Cathedral's systems of internal control (including compliance with procurement rules and procedures as laid down in the Statement of Delegated Authority), risk management and financial reporting, and through supervision of the quality, independence and effectiveness of both the internal and external auditors.

The Terms of Reference for the Audit & Risk Committee may be found as an appendix on page 15 of this document.

## Person Specification

Successful candidates must possess the following competencies and person attributes:

- commitment to the Cathedral's Christian vision, mission, values and ministry
- willingness to follow Chapter's Code of Conduct and to uphold all of Chapter's safeguarding responsibilities
- possess the highest level of integrity
- appropriate knowledge and skills in several of the following areas: accounting, risk management, audit, financial governance, and any other technical issues relevant to the business and strategic management of the Cathedral

- empathy in dealing with others and ability to engage diplomatically and with authority in dialogue and discussion.

## Nature of Appointment

Appointment is made by Chapter, initially for a three-year period, and members may be reappointed. After three consecutive terms of office, at least one year must pass before the member may be re-appointed.

The role is voluntary and unremunerated. Expenses are paid in respect of some travelling costs, in accordance with the Cathedral's policies (for example meetings and conferences).

## Time Commitment

The time commitment will vary according to the Committee's workload but, as an indication, an average of 8 hours per quarter across the year would be typical. You are expected to be willing, and able, to give time to attendance at the meetings of the Audit & Risk Committee and to read and study Audit & Risk reports. Meetings usually occur during 'normal business hours'.

It is envisaged that the Committee will meet four times each year or more frequently if required to fulfil its functions.







# Cathedral Partners' Forum Member

The Cathedral Partners' Forum is an advisory body set up by Chapter.

## The Role

The purpose of the Cathedral Partners' Forum is:

- to provide perspectives from beyond the cathedral community in order to expand the Cathedral's understanding of its mission to the city, region and diocese
- To share with Chapter their insight on the life of the region and how this affects the mission and work of the Cathedral.

In addition, the members will act as ambassadors for the Cathedral to the town, city county and Diocese.

The Terms of Reference for the Cathedral Partners' Forum may be found as an appendix on page 17 of this document.

## Person Specification

Successful candidates must possess the following competencies and person attributes:

- commitment to the Cathedral's Christian vision, mission, values and ministry
- willingness to follow Chapter's Code of Conduct and to uphold all of Chapter's safeguarding responsibilities
- possess the highest level of integrity
- appropriate knowledge and skills and able to represent the wider community as described in the Terms of Reference
- empathy in dealing with others and ability to engage diplomatically and with authority in dialogue and discussion.

## Nature of Appointment

The appointment is made by Chapter initially for a four-year period and members may be reappointed for a further term.

The role is voluntary and unremunerated.

## Time Commitment

It is envisaged that the Forum will meet usually twice per year in the evening.



## Nominations Committee

### Terms of Reference

#### 1. Composition etc.

- (1) The Nominations Committee must have at least seven members.
- (2) It is for the Chapter to appoint the members of the Committee, at least two of whom must be non-executive members of the Chapter.
- (3) It is for the Chapter to appoint the chair of the Committee; but that person may not be an executive member of the Chapter.
- (4) The Chapter may remove a member of the Committee from office if—
  - (a) there is a good reason for the removal including breach of any applicable code of conduct, and
  - (b) at least 75% of members present and voting vote in favour of the removal or if 75% of the members of the Chapter resolve to remove a member by way of a written resolution.
- (5) A member of the Committee holds office as such for a term of up to three years and may be reappointed; but a member who has served more than two consecutive terms is not eligible for appointment as a member until at least one year has passed since the member last ceased to hold office as such.
- (6) If, at the invitation of the Committee, a chief officer or any member of the Chapter attends the whole or part of a meeting of the Committee, the person may speak but not vote.
- (7) If, at the invitation of the Committee, any other person attends the whole or part of a meeting of the Committee, the person may speak, but only at the discretion of the chair, and may not vote.

#### 2. Functions

- (1) The Nominations Committee must advise the Chapter on—
  - (a) the recruitment and appointment of non-executive members,
  - (b) the recruitment and appointment of members of committees of the Chapter,
  - (c) the training needs of members of the Chapter,
  - (d) the recruitment and appointment of members of the Cathedral Partners' Forum, and
  - (e) the procedure for the selection and approval of candidates for election as non-executive members.
- (2) The Nominations Committee must—
  - (a) keep under review the skills, knowledge and experience of, and the diversity among, members of the Chapter, members of each committee (including the Nominations Committee itself) and members of each sub-committee and members of the Cathedral Partners' Forum, and
  - (b) where, in light of a review under sub-paragraph (a), the Committee identifies areas where improvements are required, make recommendations to the Chapter on how to make those improvements.
- (3) The Nominations Committee must liaise and co-operate with each other committee and each sub-committee of the Chapter.
- (4) The Nominations Committee must recommend to the Bishop candidates for the role of Senior Non-Executive Member.

### 3. Proceedings

- (1) It is for either of the chief officers, at the request of the chair of the Nominations Committee, to convene a meeting of the Committee.
- (2) The Committee must meet at least three times each year.
- (3) Notice of a meeting of the Committee must, unless otherwise agreed, be given to each member of the Committee, and to each person invited to attend the meeting by virtue of Article 1(6) above, at least five working days before the date of the meeting, provided that in exceptional or urgent circumstances and with the agreement of the majority of the Committee a meeting may be called at shorter notice.
- (4) In the case of each person invited to attend a meeting of the Committee by virtue of Article 1(7) above, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
- (5) Notice of a meeting of the Committee—
  - (a) must specify when and where the meeting is to be held,
  - (b) must include an agenda for the meeting, and must, subject to paragraph (6), be accompanied by the relevant papers for the meeting.
- (6) In so far as it is not reasonably practicable for the relevant papers for a meeting of the Committee to accompany the notice of the meeting, the papers must as soon as reasonably practicable be given to each person to whom the notice was given.
- (7) The quorum for a meeting of the Committee is three members, at least one of whom must be a non-executive member of the Chapter.
- (8) Articles 12(6) and (7) of the Constitution (remote participation) apply to a meeting of the Committee as they apply to a meeting of the Chapter.
- (9) Article 13 of the Constitution (decisions without meetings) applies to a meeting of the Committee as it applies to a meeting of the Chapter.

### 4. Reporting

- (1) A draft of the minutes of each meeting of the Nominations Committee must be reviewed by the chair and then circulated promptly to each member of the Committee for approval. The minutes must then be approved by the Committee at its next meeting or by written resolution.
- (2) Once the minutes of a meeting of the Committee are approved and signed by the chair as an accurate record of proceedings, the minutes—
  - (a) must be sent to every member of the Chapter, and
  - (b) may be sent to such other persons as the Committee thinks appropriate.
- (3) The Chapter must consider any matters arising from the minutes of a meeting of the Committee.

### 5. Terms of reference

The Chapter has the power under section 16(11) of the Measure to set terms of reference for the Nominations Committee in relation to its functions, proceedings and reporting requirements but subject to the requirements of the Measure, the Constitution and these Statutes.

## Finance Committee Terms of Reference

### 1. Composition etc.

- (1) The Finance Committee must have at least seven and not more than nine members.
- (2) It is for the Chapter to appoint the members of the Committee, following consultation with the Nominations Committee.
- (3) It is for the Chapter to appoint the chair of the Committee; and that person must have recent and relevant financial experience and must be a non-executive member of the Chapter.
- (4) The Chapter may remove a member of the Committee from office if—
  - (a) there is a good reason for the removal including breach of any applicable code of conduct, and
  - (b) at least 75% of members present and voting vote in favour of the removal or if 75% of the members of the Chapter resolve to remove a member by way of a written resolution.
- (5) A member of the Committee holds office as such for a term of up to three years and may be reappointed; but a member who has served more than three consecutive terms is not eligible for appointment as a member until at least two years have passed since the member last ceased to hold office as such.
- (6) The Dean is not entitled to be a member of the Committee but is entitled to attend the whole or part of a meeting of the Committee; and at any meeting which the Dean attends, he or she may speak but may not vote.
- (7) The chief officers must each attend each meeting of the Committee unless the Committee considers that there are circumstances which justify excluding or excusing either or both of the chief officers from the whole or part of the meeting; and a chief officer, when attending the whole or part of a meeting of the Committee, may speak but not vote.
- (8) If, at the invitation of the Committee, any member of the Chapter attends the whole or part of a meeting of the Committee, the person may speak but not vote.
- (9) If, at the invitation of the Committee, any other person attends the whole or part of a meeting of the Committee, the person may speak, but only at the discretion of the chair, and may not vote.

### 2. Functions

- (1) The Finance Committee must keep under review the activities and management of the Cathedral in relation to such matters as the Chapter specifies in terms of reference for the Committee.
- (2) Section 16(8) of the Measure requires the Chapter, in providing the terms of reference referred to in paragraph (1), to have due regard to any guidance issued by the Church Commissioners on the responsibilities of a Finance Committee.
- (3) The Committee is responsible for:
  - (a) Monitoring and reviewing the overall financial strategies and financial policies of the Chapter and making recommendations as appropriate to the Chapter.
  - (b) Exercising oversight of the financial procedures and delegations across the Cathedral and making recommendations to the Chapter as required.
  - (c) Reviewing the Chapter's draft budget, including proposed capital expenditure and major projects, and providing advice to the Chapter to assist the Chapter's consideration and approval of the budget.

- (d) Monitoring the most recently prepared financial management information including monthly management accounts, performance against budget, relevant key performance indicators, forecasts and cash flow forecasts, and reporting to the Chapter.
- (e) Exercising oversight of financial implications of proposed and actual major projects and developments, including scrutinising judgements and financial management systems, and making recommendations to the Chapter as appropriate.
- (f) Considering and recommending to the Chapter all banking arrangements including selection of bank counterparties and bank mandate arrangements.
- (g) Monitoring borrowing requirements, including any overdraft facilities and any loans taken out by the Cathedral and reviewing compliance against covenants, and reporting regularly to the Chapter.
- (h) Monitoring and reviewing the Chapter's arrangements in relation to investments to yield the best financial return within the level of risk considered acceptable by the Chapter, including review of the investment policy, ensuring that investment arrangements are aligned with the Chapter's long-term objectives and ethical policy and ensuring compliance with endowment restrictions.
- (i) Monitoring performance of investment managers and making recommendations to the Chapter in relation to the appointment, reappointment and removal of the Chapter's investment advisors and managers.
- (j) Receiving periodic performance reports covering the main income-generating activities of the Cathedral and those activities where significant costs are incurred and reporting to the Chapter as required.
- (k) Reviewing the Chapter's arrangements in relation to reserves, including its reserves policy and making recommendations to the Chapter.

### 3. Proceedings

- (1) It is for either of the chief officers, at the request of the chair of the Finance Committee, to convene a meeting of the Committee.
- (2) The Committee must meet at least six times each year.
- (3) Notice of a meeting of the Committee must, unless otherwise agreed, be given to each member of the Committee, and to each person entitled or invited to attend the meeting by virtue of Article 1(6) or (7) above, at least five working days before the date of the meeting. Provided that in exceptional or urgent circumstances and with the agreement of the majority of the Committee a meeting may be called at shorter notice.
- (4) In the case of each person invited to attend a meeting of the Committee by virtue of Article 1(8) above, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
- (5) Notice of a meeting of the Committee—
  - (a) must specify when and where the meeting is to be held,
  - (b) must include an agenda for the meeting, and
  - (c) must be accompanied by the relevant papers for the meeting.
- (6) In so far as it is not reasonably practicable for the relevant papers for a meeting of the Committee to accompany the notice of the meeting, the papers must as soon as is reasonably practicable be given to each person to whom the notice was given.
- (7) The quorum for a meeting of the Committee is five members, at least one of whom must be a non-executive member of the Chapter.
- (8) Articles 12(6) and (7) of the Constitution (remote participation) apply to a meeting of the Committee as they apply to a meeting of the Chapter.
- (9) Article 13 of the Constitution (decisions without meetings) applies to a meeting of the Committee as it applies to a meeting of the Chapter.

#### 4. Reporting

- (1) A draft of the minutes of each meeting of the Finance Committee must be reviewed by the chair and then circulated promptly to each member of the Committee for approval. The minutes must then be approved by the Committee at its next meeting or by written resolution.
- (2) Once the minutes of a meeting of the Committee are approved and signed by the chair as an accurate record of proceedings, the minutes—
  - (a) must be sent to every member of the Chapter, and
  - (b) may be sent to such other persons as the Committee thinks appropriate.
- (3) The Chapter must consider any matters arising from the minutes of a meeting of the Committee.

#### 5. Terms of reference

The Chapter has the power under section 16(11) of the Measure to set terms of reference for the Finance Committee in relation to its functions, proceedings and reporting requirements but subject to the requirements of the Measure, the Constitution and these Statutes.

## Audit & Risk Committee Terms of Reference

### 1. Composition etc.

- (1) The Audit & Risk Committee must have at least four members.
- (2) It is for the Chapter to appoint the members of the Committee, at least one of whom must be a non-executive member, following consultation with the Nominations Committee.
- (3) It is for the Chapter to appoint the chair of the Committee; and that person must have recent and relevant financial experience and must not be a member of the Chapter.
- (4) The Chapter may remove a member of the Committee from office if—
  - (a) there is a good reason for the removal including breach of any applicable code of conduct, and
  - (b) at least 75% of members present and voting vote in favour of the removal or if 75% of the members of the Chapter resolve to remove a member by way of a written resolution.
- (5) A member of the Committee holds office as such for a term of up to three years and may be reappointed; but a member who has served more than three consecutive terms is not eligible for appointment as a member until at least one year has passed since the member last ceased to hold office as such.
- (6) The Dean is not entitled to be a member of the Committee but is entitled to attend the whole or part of any meeting of the Committee; and at any meeting which the Dean attends, he or she may speak but may not vote.
- (7) The chair may invite either or both chief officers to attend the whole or part of each meeting of the Committee; and a chief officer, when attending the whole or part of a meeting of the Committee, may speak but not vote.
- (8) If, at the invitation of the Committee, any member of the Chapter attends the whole or part of a meeting of the Committee, the person may speak but not vote.
- (9) If, at the invitation of the Committee, any other person attends the whole or part of a meeting of the Committee, the person may speak, but only at the discretion of the chair, and may not vote.

### 2. Functions

- (1) The purpose of the Audit & Risk Committee is to enable Chapter members to meet their responsibilities by providing independent oversight of the Cathedral's systems of internal control, risk management and financial reporting, and through supervision of the quality, independence and effectiveness of both the internal and external auditors.
- (2) The Committee must keep the activities and management of the Cathedral under review in relation to such matters as the Chapter has specified in these Terms of Reference.
- (3) The Committee is responsible for:
  - (a) reviewing the annual report and financial statements, paying particular attention to accounting policies, areas involving significant judgement or estimation and compliance with financial reporting requirements and accounting standards, and recommending them to the Chapter for approval,
  - (b) reviewing the scope and results of internal and external audit work, including the adequacy of management responses,
  - (c) reviewing the performance of internal and external auditors, including recommending the appointment and remuneration of internal and external auditors to the Chapter when required,
  - (d) monitoring the processes for assessing, reporting, mitigating and owning business risks and their financial implications, including financial, governance and safeguarding risks,

- (e) reviewing the risk register at least annually, and ensuring that the Chapter's internal processes facilitate the prompt reporting of serious incidents, control failures and emerging risks,
- (f) reviewing and recommending to the Chapter the organisation's policies for counter-fraud, anti-money laundering, whistle-blowing and cyber and information security, and
- (g) reviewing arrangements by which staff may, in confidence, raise concerns about possible improprieties relating to finance or other aspects of the Cathedral's operations to ensure that arrangements are in place for the investigation of such matters and for appropriate follow-up action.

### 3. Proceedings

- (1) It is for either of the chief officers, at the request of the chair of the Audit & Risk Committee, to convene a meeting of the Committee.
- (2) The Committee must meet at least four times each year.
- (3) Notice of a meeting of the Committee must, unless otherwise agreed, be given to each member of the Committee, and to each person entitled or invited to attend the meeting by virtue of Article 1(6) or (7) above, at least five working days before the date of the meeting. Provided that in exceptional or urgent circumstances and with the agreement of the majority of the Committee a meeting may be called at shorter notice.
- (4) In the case of each person invited to attend a meeting of the Committee by virtue of Article 1(8) above, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
- (5) Notice of a meeting of the Committee—
  - (a) must specify when and where the meeting is to be held,
  - (b) must include an agenda for the meeting, and
  - (c) must be accompanied by the relevant papers for the meeting.
- (6) In so far as it is not reasonably practicable for the relevant papers for a meeting of the Committee to accompany the notice of the meeting, the papers must as soon as is reasonably practicable be given to each person to whom the notice was given.
- (7) The quorum for a meeting of the Committee is three members.
- (8) Articles 12(6) and (7) of the Constitution (remote participation) apply to a meeting of the Committee as they apply to a meeting of the Chapter.
- (9) Article 13 of the Constitution (decisions without meetings) applies to a meeting of the Committee as it applies to a meeting of the Chapter.

### 4. Reporting

- (1) A draft of the minutes of each meeting of the Audit & Risk Committee must be reviewed by the chair and then circulated promptly to each member of the Committee for approval. The minutes must then be approved by the Committee at its next meeting or by written resolution.
- (2) Once the minutes of a meeting of the Committee are approved and signed by the chair as an accurate record of proceedings, the minutes
  - (a) must be sent to every member of the Chapter, and
  - (b) may be sent to such other persons as the Committee thinks appropriate.
- (3) The Chapter must consider any matters arising from the minutes of a meeting of the Committee.

### 5. Terms of reference

The Chapter has the power under section 16(11) of the Measure to set terms of reference for the Audit & Risk Committee in relation to its functions, proceedings and reporting requirements but subject to the requirements of the Measure, the Constitution and these Statutes.



## Cathedral Partners' Forum

### Terms of Reference

The Cathedral Partners' Forum is an Advisory Body established by the Chapter in its Constitution pursuant to section 18 of the Cathedrals Measure 2021 ("the 2021 Measure").

The Cathedral Partners' Forum has the functions and composition set out in, and must conduct its proceedings in accordance with, the Constitution and Statutes, as supplemented by these Terms of Reference.

#### 1. Composition etc.

- (1) The Cathedral Partners' Forum will have a minimum of twelve and maximum of fifteen members.
- (2) The chair will be a lay person appointed by the Chapter (though not a member of the Chapter) on the recommendation of the Nominations Committee.
- (3) The Dean shall be a member.
- (4) The Chapter shall appoint all other members of the Cathedral Partners' Forum following recommendations from the chair and in consultation with the Nominations Committee and shall include representation from the wider community across some or all of the following areas:
  - a. Legal
  - b. Business/commerce
  - c. Media/communications
  - d. Culture and the arts
  - e. Primary/secondary education
  - f. Tertiary/further education
  - g. The third sector
  - h. Local government
  - i. Other denominations
  - j. Public bodies not otherwise included (eg police, health & social care)
  - k. Tourism
  - l. Diocese
- (5) All members shall be recruited on the basis of relevant experience and skills and shall be briefed on duties and responsibilities prior to confirmation of appointment.
- (6) Whilst members need not necessarily be practising Christians, they shall be expected to respect and work with the Cathedral's purpose and support the pursuance of its mission.
- (7) Members of the Cathedral Partners' Forum shall serve for a period of four years.
- (8) A member of the Forum may be reappointed, provided that any member who has served more than two consecutive terms is not eligible for re-appointment as a member without the approval of the Nominations Committee.
- (9) The Chapter may remove a member of the Cathedral Partners' Forum from office if there is a good reason for the removal, and at least 75% of Chapter members present and voting vote in favour of the removal.
- (10) Members of the Cathedral Partners' Forum may resign at any time by notice in writing to the chair and Dean.

## 2. Functions

- (1) The purpose of the Cathedral Partners' Forum is:
  - (a) to provide perspectives from beyond the Cathedral community in order to expand the Cathedral's understanding of its mission to the city, region and Diocese, and
  - (b) to share with the Chapter their insights into the life of the region and how this affects the mission and work of the Cathedral.

In addition, the members will act as ambassadors for the Cathedral to the town, city, county and Diocese.

- (2) The Cathedral Partners' Forum will have the following functions in relation to the Chapter:
  - (a) As trusted advisors, to provide appropriate and supportive challenge and encouragement to the Chapter.
  - (b) As experienced and networked ambassadors, to promote the place and contribution of the Cathedral in wider society.
  - (c) To be available individually and collectively for specific skills, insights and introductions to further the work of the Chapter.

## 3. Proceedings

- (1) The Cathedral Partners' Forum will meet as and when it is necessary to do so, usually twice each year or as needed and able to interact between times.
- (2) Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the items to be discussed and any relevant papers should be sent to members of the Cathedral Partners' Forum, and those invited, no later than five days before the date of the meeting.
- (3) All meetings will be chaired by the chair of the Southwell Cathedral Partners' Forum. In the absence of the chair, the remaining members present shall elect one of their number to chair the meeting.
- (4) The chair may invite any member of the Chapter or the chief officer to attend the whole or part of a meeting and to speak at the meeting.
- (5) The chair of the Cathedral Partners' Forum may invite any other person to attend the whole or part of a meeting and speak at the discretion of the chair.
- (6) If, at the invitation of the chair of the Cathedral Partners' Forum, the chief officer or any member of the Chapter who is not a member of the Forum is invited to attend the whole or part of the meeting, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
- (7) If it is not reasonably practicable for the relevant papers for a meeting of the Cathedral Partners' Forum to accompany the notice of the meeting, the papers must be given to each person who received the notice of the meeting as soon as reasonably practicable.
- (8) The quorum necessary for a meeting of the Cathedral Partners' Forum shall be one third of the members for the time being.
- (9) The Articles of the Constitution on remote participation apply to meetings of the Cathedral Partners' Forum as they apply to a meeting of the Chapter.

#### 4. Reporting

- (1) The chief officer will ensure that a record of proceedings of each meeting is made, including the names of those present and in attendance.
- (2) A draft of the minutes of each meeting must be circulated within 10 working days to each member of the Southwell Cathedral Partners' Forum for approval. Once the minutes of a meeting are approved, the minutes must be sent to—
  - (a) every member of the Chapter, and
  - (b) the chief officer,
 and may be sent to other persons as the Dean or chair of the Forum thinks appropriate.

#### 5. Terms of reference

The Chapter has the power under section 16(11) of the Measure to set terms of reference for the Cathedral Partners' Forum in relation to its functions, proceedings and reporting requirements but subject to the requirements of the Measure, the Constitution and these Statutes.

## Process for Applications

Recruitment for all of the roles is undertaken by the Nominations Committee.

Further information can be obtained by contacting the Chief Officer, Canon Nigel Spraggins:

[nigel.spraggins@southwellminster.org.uk](mailto:nigel.spraggins@southwellminster.org.uk)

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