



Leicester Cathedral

Terms of Reference:

The Chapter

28/02/2023

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1.	Introduction
1.1	<p>The Cathedral's Constitution and Statutes set out the composition, functions and proceedings of the Chapter.</p> <p>These Terms of Reference are intended to be used as a working document for Chapter's role and responsibilities.</p> <p>Please refer to the prevailing Constitution and Statutes for full details.</p>
2.	Objects and Responsibilities
2.1	<p>The objects of Chapter are—</p> <ol style="list-style-type: none"> a) to advance the Christian religion in accordance with the faith and practice of the Church of England; b) to care for and conserve the fabric and structure of the Cathedral Church building; c) to advance any other charitable purposes as defined in section 2(1) of the Charities Act 2011 (see Appendix 1) which are ancillary to the furtherance of the purpose referred to in sub-paragraph (a) or (b). <p>In furthering advancing the above objectives, the Chapter must also act for the public benefit.</p>
2.2	<p>Non-executive members and executive members of Chapter are the charity trustees and hold responsibility for the general control, management and oversight of the Cathedral's administration.</p> <p>Both non-executive and executive members of Chapter are expected to share in prayer and worship and members who are residentiary canons are expected to join together in regular offering of the daily office.</p>
2.3	<p><i>Financial statements:</i> The Chapter must, within ten months of the end of its financial year, send a copy of its accounts and annual report to the Church Commissioners, the Bishop and the Charity Commission.</p>
2.4	<p><i>Investment:</i> In relation to money (including stocks, shares, annuities and other securities) which forms part of the permanent endowment of the Cathedral or is otherwise vested in the Chapter, the Chapter may (pursuant to section 24 of the Cathedrals Measure 2021:</p> <ol style="list-style-type: none"> a) with the Church Commissioners' consent, invest it in the acquisition of land; b) invest it in an investment fund or deposit fund constituted under the Church Funds Investment Measure 1958; c) invest it in any investments in which trustees may invest (i.e. under the general power of investment permitted by sections 3 to 5 of the Trustee Act 2000); and d) in case of an emergency which justifies using the money to repair and with the Church Commissioners' consent, use it for the improvement or development of property vested in the Chapter (except for any property which does not itself form part of the endowment).
2.5	<p>The Chapter is <u>not</u> permitted to use the power to make social investments conferred on other incorporated charities than cathedrals by section 292B of the Charities Act 2011.</p>

3.	Membership
3.1	The members of the Chapter are the Dean (or interim dean), the residentiary canons and whichever other persons are appointed or elected in accordance with the Constitution.
3.2	The executive Chapter members are the Dean (or interim dean) and each residentiary canon who carries out cathedral duties. The other Chapter members are the non-executive members.
3.3	The Chapter must have: <ul style="list-style-type: none"> a) more non-executive members than executive members; b) at least eight members but no more than twelve or such larger number as is necessary to comply with sub-paragraph (a).
3.4	The following persons are not eligible to be a Chapter member: <ul style="list-style-type: none"> a) a person aged under 16 years; b) a chief officer of the Cathedral; c) a person who is disqualified under section 36 of the Cathedrals Measure 2021 (safeguarding) (see Appendix 3) or from being a charity trustee under the Charities Act 2011.
3.5	A person is eligible to be a non-executive member only if the person is an actual communicant 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.
4.	Non-executive Members
4.1	<i>SNEM</i> : The senior non-executive member (“SNEM”) shall be appointed by the Bishop, after consulting the Chapter, from amongst the non-executive members who are not residentiary canons.
4.2	<i>Other non-executive members</i> : The other non-executive members who are not residentiary canons shall be appointed by the Chapter members, with the Bishop’s prior approval. Up to one-third of non-executive members may be elected by: <ul style="list-style-type: none"> a) the persons who are included on the church electoral roll of the Parish; and b) if there is a community roll, the persons who are included on that roll, in accordance with Articles 4 to 9 of the Statutes (see Appendix 2).
4.3	Amongst the non-executive members: <ul style="list-style-type: none"> a) at least two-thirds of must be lay persons; b) a majority must have the skills which the Nominations Committee considers essential or desirable; and c) at least one must have recent and relevant financial experience.

4.4	<p><i>Term of office:</i> Non-executive members may serve for a term not exceeding three years and up to three consecutive terms.</p> <p>A non-executive member who has served three consecutive terms is not eligible to be re-appointed or re-elected until at least twelve months have passed since they last ceased to hold office, unless there are exceptional circumstances as recommended by the Nominations Committee that the re-appointment or re-election is in the interests of the Cathedral.</p>
4.7	<p><i>Resignation:</i> A non-executive member may resign by giving notice in writing to the Dean (or interim dean).</p> <p>The SNEM may resign by giving notice in writing to the Bishop and the Dean (or interim dean).</p>
5.	Quorum of Meetings
5.1	The quorum of the Chapter is seven members and must include at least one executive member and at least one non-executive member.
6.	Frequency of Meetings
6.1	The Chapter must hold at least four meetings in each financial year.
7.	Attendance at Meetings
7.1	Chapter meetings are to be chaired by the Dean (or interim dean) or: <ul style="list-style-type: none"> a) if the Dean (or interim dean) is absent, the SNEM; b) if the Dean (or interim dean) and the SNEM are absent, a non-executive member who has been chosen by the Chapter members.
7.2	<p>A decision at any meeting is to be taken by a majority vote of both non-executive members and executive who are present at the meeting.</p> <p>If there is a tied vote, the Dean (or interim dean) has a second, casting vote.</p>
7.3	<p>The quorum and votes of any member who attends by a conference or video call (which enables everyone taking part in the meeting to hear each other) shall count.</p> <p>The meeting is to be documented as being held at the place where the largest number of members is present or if there is no one place meeting such description, where the chair is present.</p>
7.4	The chief officers must attend each meeting unless the Chapter considers that there are circumstances which justify excluding or excusing either or both of them; and a chief officer, when attending a meeting, may speak but may not vote.
8.	Notice of Meetings
8.1	A meeting of the Chapter may be called at any time by the Dean (or interim dean), the SNEM or four other Chapter members by giving written notice to each Chapter member and to the chief officers no later than fourteen days before the date of the meeting.

8.2	The notice period under paragraph 8.1 may be waived for a particular meeting if each Chapter member agrees or there are urgent circumstances which justify a shorter period.
9.	Decisions Without Meetings
9.1	A written resolution agreed by a majority of Chapter members as follows is as valid and effective as if it had been passed at a meeting duly convened and held: <ul style="list-style-type: none"> a) by signing a hard copy; or b) by email sent from the email address usually used in connection with the affairs of the Chapter; or c) by such electronic means as may be approved by the Chapter for this purpose.
9.2	A written resolution referred to in paragraph 9.1 shall be treated as having been passed on the date at which the last member required to vote in favour of such resolution signifies their agreement.
9.3	If a majority of the Chapter members indicate a common view on a matter by electronic means, it must be duly reported and minuted at the next Chapter meeting and may (but need not) take the form of a written resolution passed in accordance with paragraph 9.1.
10.	Special Meeting with Bishop
10.1	Each year, the Chapter must hold a special meeting at which the Bishop is consulted on the general direction and mission of the Cathedral. The Bishop may seek the advice of the Chapter on any particular matter.
10.2	The Chapter must consult the Bishop before deciding who to invite to the above special meeting (apart from the Chapter members and the Bishop).
11.	The Chapter's Seal
11.1	The application of the Chapter's seal must be authorised by the Chapter and authenticated by two authorised persons, who must include at least one Chapter member (the other being either another Chapter member or a chief officer).
11.2	A document purporting to be duly executed under the Chapter's seal is to be received in evidence and, unless the contrary is proved, taken to be so executed.
12.	Benefits and conflicts of interest
12.1	A member of the Chapter is permitted to receive only those emoluments and expenses permitted by paragraph 4 of Schedule 1 of the Cathedrals Measure 2021 (see Appendix 4).
12.2	Chapter members must declare relevant interests (direct or indirect) in accordance with the Cathedral's Conflict of Interest Policy.

13.	Safeguarding
13.1	The Bishop has power under section 37 of the Cathedrals Measure 2021 (see Appendix 3) to suspend a Chapter member on grounds relating to the safeguarding of children and vulnerable adults.
13.2	A member who is suspended under paragraph 13.1 must not, for so long as they are suspended, attend any Chapter meeting or receive or have access to the papers for any such Chapter meeting.
13.3	The Chapter shall comply with any guidance, code of practice and requirements issued by the House of Bishops relating to the safeguarding of children and vulnerable adults.
14.	Review
14.1	The Chapter shall review these Terms of Reference as and when the law or the Constitution and Statutes change(s).

DOCUMENT CONTROL INFORMATION

Document status

Title	Terms of Reference: The Chapter
Version	I
Review date	See paragraph 14.1 above

Appendix I

Sections 2, 3, 4 and 11 of the Charities Act 2011

2 Meaning of “charitable purpose”

- (1) For the purposes of the law of England and Wales, a charitable purpose is a purpose which—
 - (a) falls within section 3(1), and
 - (b) is for the public benefit (see section 4).
- (2) Any reference in any enactment or document (in whatever terms)—
 - (a) to charitable purposes, or
 - (b) to institutions having purposes that are charitable under the law relating to charities in England and Wales,is to be read in accordance with subsection (1).
- (3) Subsection (2) does not apply where the context otherwise requires.
- (4) This section is subject to section 11 (which makes special provision for Chapter 2 of this Part onwards).

3 Description of purposes

- (1) A purpose falls within this subsection if it falls within any of the following descriptions of purposes—
 - (a) the prevention or relief of poverty;
 - (b) the advancement of education;
 - (c) the advancement of religion;
 - (d) the advancement of health or the saving of lives;
 - (e) the advancement of citizenship or community development;
 - (f) the advancement of the arts, culture, heritage or science;
 - (g) the advancement of amateur sport;
 - (h) the advancement of human rights, conflict resolution or reconciliation or the promotion of religious or racial harmony or equality and diversity;
 - (i) the advancement of environmental protection or improvement;
 - (j) the relief of those in need because of youth, age, ill-health, disability, financial hardship or other disadvantage;
 - (k) the advancement of animal welfare;
 - (l) the promotion of the efficiency of the armed forces of the Crown or of the efficiency of the police, fire and rescue services or ambulance services;
 - (m) any other purposes—
 - (i) that are not within paragraphs (a) to (l) but are recognised as charitable purposes by virtue of section 5 (recreational and similar trusts, etc.) or under the old law,
 - (ii) that may reasonably be regarded as analogous to, or within the spirit of, any purposes falling within any of paragraphs (a) to (l) or sub-paragraph (i), or
 - (iii) that may reasonably be regarded as analogous to, or within the spirit of, any purposes which have been recognised, under the law relating to charities in England and Wales, as falling within sub-paragraph (ii) or this sub-paragraph.
- (2) In subsection (1)—
 - (a) in paragraph (c), “religion” includes—
 - (i) a religion which involves belief in more than one god, and
 - (ii) a religion which does not involve belief in a god,
 - (b) in paragraph (d), “the advancement of health” includes the prevention or relief of sickness, disease or human suffering,
 - (c) paragraph (e) includes—
 - (i) rural or urban regeneration, and

- (ii) the promotion of civic responsibility, volunteering, the voluntary sector or the effectiveness or efficiency of charities,
 - (d) in paragraph (g), “sport” means sports or games which promote health by involving physical or mental skill or exertion,
 - (e) paragraph (j) includes relief given by the provision of accommodation or care to the persons mentioned in that paragraph, and
 - (f) in paragraph (l), “fire and rescue services” means services provided by fire and rescue authorities under Part 2 of the Fire and Rescue Services Act 2004.
- (3) Where any of the terms used in any of paragraphs (a) to (l) of subsection (1), or in subsection (2), has a particular meaning under the law relating to charities in England and Wales, the term is to be taken as having the same meaning where it appears in that provision.
- (4) In subsection (1)(m)(i), “the old law” means the law relating to charities in England and Wales as in force immediately before 1 April 2008.

4 The public benefit requirement

- (1) In this Act “the public benefit requirement” means the requirement in section 2(1)(b) that a purpose falling within section 3(1) must be for the public benefit if it is to be a charitable purpose.
- (2) In determining whether the public benefit requirement is satisfied in relation to any purpose falling within section 3(1), it is not to be presumed that a purpose of a particular description is for the public benefit.
- (3) In this Chapter any reference to the public benefit is a reference to the public benefit as that term is understood for the purposes of the law relating to charities in England and Wales.
- (4) Subsection (3) is subject to subsection (2).

11 Charitable purposes

In the rest of this Act, “charitable purposes” means, except in so far as the context otherwise requires, purposes which are exclusively charitable purposes (as defined by section 2(1)).

Appendix 2

Articles 4 to 9 of the Cathedral's Statutes

The Chapter: election of non-executive members

Appointment of presiding officer

4. Where the Constitution requires there to be an election of a non-executive member of the Chapter, the Chapter must appoint a presiding officer for the election.

Role description

5. (1) The Chapter, having appointed a presiding officer for an election, must direct the Nominations Committee to prepare a description of the post to be filled by the election (a "role description").
 - (2) The role description must list the skills which the Nominations Committee considers essential in the post and skills which it considers desirable.
 - (3) The Nominations Committee must submit the role description to the Chapter for approval.
 - (4) The Chapter, having approved the role description, must direct the presiding officer to ensure that notice of an election to fill the post is displayed on the Cathedral's website for a period of at least four weeks.

Invitation to nominate candidate

6. (1) The presiding officer must, within the first five working days of the period for which the notice is displayed under Article 5(4) above, send an invitation to nominate to—
 - (a) each member of the Chapter,
 - (b) each member of a committee or sub-committee of the Chapter who is not also a member of the Chapter,
 - (c) each person listed on the church electoral roll of the Parish] , and
 - (d) each person listed on the Cathedral community roll.
- (2) The invitation to nominate must specify—
 - (a) the criteria for eligibility for membership of the Chapter,
 - (b) the role description prepared for the post under Article 5 above,
 - (c) information about what a candidate would need to demonstrate to fit the role description,
 - (d) how to submit a completed nomination to the presiding officer, and
 - (e) the period for submitting a completed nomination.
- (3) Subject to that, it is for the Chapter to determine the form of the invitation to nominate.
- (4) It is for the presiding officer to determine the length of the period to be specified under paragraph (2)(e); and the period determined must be at least fourteen days but no more than twenty-eight days.

Nomination of candidate

7. (1) A nomination in response to an invitation to nominate under Article 6 above must be supported by a proposer and a seconder, each of whom must come within Article 6(1).
- (2) A nomination is valid only if the person nominated—
 - (a) is eligible to be a member of the Chapter,
 - (b) is not disqualified from being a charity trustee, and
 - (c) confirms his or her or their willingness to stand for election and, if elected, to serve as a member of the Chapter and a charity trustee.

- (3) A person is not to be included as a candidate for the election unless—
 - (a) a valid nomination for the person is submitted to the presiding officer before the end of the period determined under Article 6(4) above, and
 - (b) the Bishop, the Chapter and the Nominations Committee, each being satisfied that the person is suitable to be a member of the Chapter, approve the person’s candidacy.
- (4) If a person’s candidacy is not approved under paragraph (3)(b), the person is entitled to be given the reasons for the decision not to approve it.

Conduct of election

- 8. (1) If the number of persons included as candidates under Article 7 above does not exceed the number of posts to be filled, each candidate is elected.
- (2) If the number of such persons exceeds the number of posts to be filled, an election must take place under the following provisions.
- (3) The election is to be conducted by the first past the post system.
- (4) The presiding officer must ensure that a suitable mechanism for conducting the election by electronic means is in place.
- (5) The presiding officer must determine the period within which votes may be cast; and that period must be at least fourteen days beginning with the day on which invitations to vote are issued.
- (6) The presiding officer must issue to each person entitled to vote in the election an invitation to vote; and the invitation to vote must be accompanied by—
 - (a) instructions on how to vote, including the date on which the period determined under paragraph (5) ends, and
 - (b) if a candidate has prepared an election address that is suitable for circulation, a copy of that election address.
- (7) A vote in the election is valid only if it is cast by following the instructions on how to vote accompanying the invitation to vote.
- (8) The presiding officer must cause the votes to be counted, must declare the result of the election and must ensure that the result—
 - (a) is published on the Cathedral’s website within two working days of the last day of the period determined under paragraph (5), and
 - (b) is sent to each candidate and each person entitled to vote in the election.
- (9) If there is a tied vote between candidates for a single post, the candidate to be elected is chosen by lot.

Election appeals

- 9. (1) An appeal against the result of an election under Article 8 above may be made on the grounds that the conduct of the election was such as to adversely affect the outcome of the election.
- (2) An appeal under this Article may be brought by a candidate or voter in the election; and the appeal is to be determined by the Bishop.
- (3) The provisions in the Church Representation Rules relating to appeals apply, with whatever modifications are necessary, to an appeal under this Article as if it were a summary election appeal within the meaning of those Rules.

Appendix 3

Sections 36 and 37 of the Cathedrals Measure 2021

36 Disqualification

- (1) If a person is included in a barred list, the person is disqualified from being appointed or elected as, or from serving as, a member of the Chapter of a cathedral.
- (2) If a person is convicted of an offence mentioned in Schedule 1 to the Children and Young Persons Act 1933, the person is disqualified from being appointed or elected as, or from serving as, a member of the Chapter of a cathedral.
- (3) If a person disqualified under subsection (1) or (2) is a member of the Chapter of a cathedral, the member's seat is vacated.
- (4) A person's disqualification under subsection (2) may be waived by the bishop giving the person notice in writing; and the notice must specify the bishop's reasons for giving the waiver.
- (5) Where a person whose seat is vacated under subsection (3) has his or her disqualification waived under subsection (4), the person may resume his or her seat if it has remained vacant.
- (6) A waiver under subsection (4)—
 - (a) is of unlimited duration, and
 - (b) has effect in relation to the Chapter of every cathedral.
- (7) Before deciding whether to give a waiver under subsection (4), the bishop must consult—
 - (a) the diocesan safeguarding advisor, and
 - (b) such other persons as the bishop considers appropriate.
- (8) On giving a notice under subsection (4), the bishop must give a copy of the notice to the registrar of the diocese; and the registrar must file the copy in the diocesan registry.

37 Suspension

- (1) This section applies where a member of the Chapter of a cathedral—
 - (a) is arrested on suspicion of committing an offence mentioned in Schedule 1 to the Children and Young Persons Act 1933, or
 - (b) is charged with an offence mentioned in that Schedule without being arrested.
- (2) This section also applies where the bishop of a diocese is satisfied, on the basis of information provided by a local authority or the police, that a member of the Chapter of a cathedral presents a significant risk of harm.
- (3) The bishop may suspend the person from the Chapter by giving the person notice in writing; and the notice must specify the bishop's reasons for imposing the suspension.
- (4) The bishop may at any time revoke the suspension by giving the person notice in writing.
- (5) For the purposes of subsection (2), a person presents a significant risk of harm if there is a significant risk that the person may—
 - (a) harm a child or vulnerable adult,
 - (b) cause a child or vulnerable adult to be harmed,
 - (c) put a child or vulnerable adult at risk of harm,
 - (d) attempt to harm a child or vulnerable adult, or
 - (e) incite another person to harm a child or vulnerable adult.

- (6) Before deciding whether to suspend a person under subsection (3), or to revoke a suspension made under that subsection, the bishop must consult—
 - (a) the diocesan safeguarding advisor, and
 - (b) such other persons as the bishop considers appropriate.
- (7) A suspension in a case within subsection (1) continues (unless revoked under subsection (4)) until the earlier of—
 - (a) the expiry of three months beginning with the day on which the notice is given, and
 - (b) the conclusion of the matter.
- (8) Where a person is suspended in a case within subsection (1) and the matter is not concluded before the expiry of the three-month period referred to in subsection (7)(a), a further notice of suspension may be given under subsection (3); and subsection (7) and this subsection apply to the further suspension as they applied to the earlier suspension or suspensions.
- (9) A suspension in a case within subsection (2) continues (unless revoked under subsection (4)) until the expiry of three months beginning with the day on which the notice is given.
- (10) Where a person is suspended in a case within subsection (2), a further notice of suspension may be given under subsection (3); and subsection (9) and this subsection apply to the further suspension as they applied to the earlier suspension or suspensions.
- (11) Having given a notice of suspension or revocation under this subsection, the bishop must give each of the following written notification—
 - (a) the members of the Chapter,
 - (b) the registrar of the diocese,
 - (c) the diocesan safeguarding advisor,
 - (d) any person appointed by the Chapter to advise it on matters relating to safeguarding children and vulnerable adults, and
 - (e) such other persons as the bishop considers appropriate.
- (12) The registrar must file a notification given under subsection (11)(b) in the diocesan registry.
- (13) For the purposes of this section, a matter is concluded when—
 - (a) a decision is taken not to charge the person with the offence in question, or
 - (b) where the person is charged with the offence, the proceedings for the offence are concluded.

Appendix 4

Paragraph 4 of Schedule I to the Cathedrals Measure 2021

Emoluments and expenses

- 4 (1) An executive member is entitled to receive stipends or any other emoluments in accordance with section 26 or 28.
- (2) An executive member who is a residentiary canon and does not receive stipends or any other emoluments in accordance with section 26 or 28 is entitled to receive stipends or any other emoluments from the Chapter or from any other person in respect of any functions (other than as a charity trustee) relating to the cathedral.
- (3) Neither a non-executive member nor a connected person is entitled to receive any emoluments from the Chapter.
- (4) Neither a non-executive member nor a connected person is entitled to receive any emoluments from the Church Commissioners in respect of any functions (whether as a charity trustee or otherwise) relating to the cathedral.
- (5) A member of the Chapter is entitled to reimbursement of reasonable expenses incurred in exercising functions as such and as a charity trustee.
- (6) Section 185 of the Charities Act 2011 (remuneration for charity trustee providing services to a charity) does not apply to a member of the Chapter.
- (7) “Connected person”, in relation to a non-executive member, has the meaning it has in accordance with section 188 of the Charities Act 2011 in relation to any charity trustee.