

## The Bishop's Diocesan Council - Role Description & Person Specification

The **Bishop's Diocesan Council (BDC)** is responsible for considering matters of policy; advising the diocesan bishop, and determining how matters should be taken forward to the diocesan synod for further consideration.

Its members also form the Executive Committee of the diocesan synod and the board of directors of the Truro Diocesan Board of Finance (**TDBF**). So in summary, to fulfil its synodical and statutory responsibilities, the BDC has the following functions:

- core strategic leadership for the whole of our diocesan life;
- holding executive officers to account, including the episcopacy; and
- acting as the board of directors of the TDBF.

"Trustee" is used in this Role Description to describe the role.

### The TDBF

The TDBF is a company limited by guarantee and registered charity. As it is not legally possible for the diocesan synod to hold property, the TDBF manages and provides stewardship of diocesan assets and resources. It holds and manages the funds and properties of the diocese, including parsonages and other properties, glebe land and investments. The TDBF also collects the Mission and Ministry Fund (**MMF**) and ensures that the clergy receive their stipends and pensions. The TDBF also employs individuals.

The TDBF acts as the custodian of PCC property and trust funds.

The role of the TDBF is to promote and assist the work, objectives and purposes of the Church of England for the advancement of the Christian Religion in the Diocese of Truro and in particular to organise and provide funds in aid of the work of the church, including:

- training for ministry;
- financial support and assistance of ministry.

It is also there to provide:

- housing for clergy;
- pensions for the clergy & for lay workers;
- sites for church buildings, mission rooms;
- religious education;
- expenses of diocesan and central organisation;
- such other objects and purposes as from time to time may be expedient for the advancement of the Church's work.

Like all companies, the TDBF has a two tier governance structure. A group of members, who have certain rights under company law and a board of directors. In the TDBF's case, its members are the members of the diocesan synod.

The members of the BDC also form the board of directors of the TDBF. Accordingly, members have duties and responsibilities as company directors under company law and as charity trustees under charity law.

### **What does the TDBF do?**

The TDBF:

- receives income - MMF, investment income, fees;
- manages investments - glebe (land), investments, education trust funds, parochial funds;
- manages property - both parsonages and TDBF corporate property;
- supports parishes and also has a number of statutory functions.

It is responsible for:

- its staff;
- developing policy and strategy;
- preparing and implementing plans and budgets;
- monitoring and reviewing performance;
- ensuring compliance with relevant laws and regulations.

### **Executive and Non-Executive functions**

As already stated, members of the BDC are directors / trustees of TDBF and as such are normally responsible for discharging the functions of the TDBF, apart from those that are required to be exercised by the members (for the purposes of company law) of the TDBF (see above).

For sake of clarity, the members of the BDC are non-executive directors without the responsibilities of daily management or operations of the organisation. Their role is to focus on board matters and not stray into the arena of operational responsibilities, thereby providing a valuable independent view that is removed from the day-to-day running of the TDBF. That said, their role is to ensure that the TDBF is managed as effectively as possible and its charitable purposes are advanced for the benefit of the public.

Their role as non-executive directors and members of the board should not be confused with those of the employed, executive directors who are the "executives" of the TDBF.

## TRUSTEE

Members of the BDC are expected to:

- Attend meetings of the board of Trustees having carefully read and considered the agenda and briefing papers.
- Participate in board meetings in a reasonable, objective and prudent manner, not allowing prejudice to impinge on the debate and decision-making process.
- Participate in other tasks related to the work of the BDC / board of Trustees as may arise from time-to-time.
- Contribute actively in giving firm strategic direction to the TDBF, setting overall policies, defining goals and setting targets and evaluating performance against agreed targets.
- Monitor the TDBF's financial position and ensure total accountability.
- Assist in the formulation of budgets and strategic plans.
- Abide by the equal opportunities policy.
- Ensure that the TDBF is properly insured against all reasonable liabilities.

As company directors and charity trustees, members of the BDC have various responsibilities, including to:

- Ensure that the TDBF complies with its Articles of Association, charity law, company law, ecclesiastical and other relevant legislation or regulations, including to ensure that all administrative obligations to Companies House and the Charity Commission are complied with.
- Ensure that the TDBF pursues its charitable purposes for the public benefit, acting within its powers at all times.
- Exercise the TDBF's powers only in the best interests of the TDBF.
- Avoid any conflict between the TDBF's interests and your personal interests or the duties you may owe in another capacity, and to declare any relevant interests.
- Maintain appropriate confidentiality.
- Protect the assets of the TDBF and to ensure that the TDBF applies its assets and resources exclusively in pursuance of its charitable purposes, i.e. not spending money on activities which fall outside of these purposes, no matter how worthwhile or charitable those activities are.
- Safeguard the good name, reputation, ethos and values of the TDBF.
- Ensure the financial stability of the TDBF.
- Protect and manage the property of the organisation and to ensure the proper investment of the TDBF's funds.

- Act collectively with the other Trustees and to honour the collective responsibility for decisions and actions properly taken.
- Ensure the effective and efficient administration of the TDBF as well as its financial stability, including by supporting the Diocesan Secretary (COO<sup>1</sup>), and the TDBF's employees, in ensuring the effective, efficient and economically prudent administration of the TDBF.

## **TRUSTEE PERSON SPECIFICATION**

The following are essential skills and attributes for appointment as a member of the BDC (and director / trustee of the TDBF):

Individuals should have:

- Commitment to the ethos and values of the Church of England and its objectives
- Integrity
- An understanding and acceptance of legal duties and responsibilities of trusteeship
- Commitment to the education and welfare of children and young people in all our schools throughout Cornwall
- Commitment to equal opportunities and the promotion of diversity
- Strategic vision
- Independence of thought and sound judgement
- Ability to work as part of a team and to think creatively
- Commitment to seeking and taking account of the views of stakeholders (clergy and laity)
- Respect for the work and views of other Trustees and staff
- Willingness and commitment to devote time, enthusiasm and effort to the duties and responsibilities of a Trustee
- An ability to question and challenge as appropriate
- A willingness to listen and appropriately speak their mind
- Willingness to make and stand by collective decisions, even if s/he offered an alternative view during discussions
- An understanding of, and commitment to, the importance of placing safeguarding at the heart of all our activities.

**Collectively, the members of the BDC need skills and experience in the following areas:**

- Charity law and governance
- Church law and governance
- Trusteeship or management of a complex organisation with multiple layers
- Financial expertise

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<sup>1</sup> Chief Operating Officer

- Legal expertise
- Extensive expertise of school education in England
- Data analysis and/or research expertise
- The management of change
- Monitoring and evaluating performance in the commercial and/or not-for-profit organisations
- Recruitment and human resources expertise, including employment legislation
- Business development experience/expertise
- Fundraising
- Risk management experience/expertise
- Property and estate management
- Communications, marketing, media and PR
- Information Technology

Membership of the BDC should reflect the breadth of the diocese and the membership of the diocesan synod. All trustees are asked to be proactive in encouraging appropriately skilled and talented persons to stand for election to the BDC and appointment to the various management committees and/or other committees at the appropriate times.

Individuals wishing to stand for election to the BDC (and therefore be appointed as a director / trustee of the TDBF) must ensure that they not disqualified from acting as a charity trustee. Further information on the various issues that would result in an individual not being eligible for appointment as a charity trustee can be found [here](#).

EP

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