

A guide to the Bishop's Diocesan Council

“to do justice, to love kindness, and to walk humbly with your God”

Micah 6.8

This paper is divided into four parts, please familiarise yourself with each section.

[Page 2: What is the Bishop's Diocesan Council \(BDC\)?](#)

[Page 5: What does a member of the BDC do?](#)

[Page 6: Once you are a member of BDC](#)

[Page 9: Overall Structure of Governance](#)

1. What is the The Bishop's Diocesan Council (BDC)?

The BDC is a key part of the leadership of the Diocese of Truro. At this level the diocese operates in three main legal and regulatory frameworks:

- as a registered charity,
- as a company limited by guarantee, and
- as a diocese under ecclesiastical law,

The main functions of the BDC relate to these three frameworks. The BDC is chaired by the Bishop of Truro and reports to Diocesan Synod.

As a charity - Members are Trustees of the registered charity

The BDC forms the trustee body of the registered charity “Truro Diocesan Board of Finance Limited” (TDBF Ltd). Members of the BDC are therefore charity trustees and accountable to the Charity Commission, to the Members of the charity, and to others with a legitimate interest. In our case, the Members of the charity are the members of Diocesan Synod.

Like any other charity, we have legal “Objects” or aims; basically, they are to promote the work of the Church of England in the diocese, and to organise and provide funds to that end.

As a company - Members are Directors of the limited company

The BDC forms the board of the company, “*Truro Diocesan Board of Finance Limited*” (TDBF Ltd). Members of the BDC are therefore company directors and operate under company law as well as charity law. The company has “Members” and again these are the same as the Members of the charity. The Directors, BDC, have control of the company.

Company structure allows us to do things like own property and enter into contracts, it also provides one part of our legal and regulatory framework.

As a diocese - Members share leadership of the diocese

The diocese existed in church law before charity or company law. As well as being the body of trustees and the board of directors, the BDC is the Bishop's Council, and the Standing Committee of Diocesan Synod. Members share with the bishop in aspects of the leadership of the church in Cornwall and are accountable to God and their consciences, as well as to the people of Cornwall.

The diocese has a number of committees and boards that sit under either the

BDC or Diocesan Synod. An overview of this is provided in section 4. When meeting as the BDC, the members sit concurrently as the following:

- Diocesan Board of Education
- Standing Committee of Diocesan Synod
- Diocesan Mission & Pastoral Committee
- Diocesan Parsonages Board
- Diocesan Glebe Committee

Members will be guided by the agenda as to when they are acting/ sitting in each capacity.

How does the BDC exercise leadership?

The familiar distinction between executive and non-executive roles in a company or charity can be complicated in church structures because of the role of clergy who hold ex-officio leadership roles. In our case, the archdeacons, dean and bishops are ex-officio members of the BDC and hold roles within the diocese that are obviously aligned with executive leadership. Other members of the BDC (the majority of members) exercise a vital non-executive leadership function including accountability and challenge.

The Episcopal College is responsible for the strategic leadership of the diocese and reports to the BDC and to Diocesan Synod. Episcopal College is accountable to the BDC for the resources made available to support ministry in the diocese.

The TDBF employs five senior executive officers who attend and are accountable to the board in different ways for the conduct of the company. Together these five officers form the Senior Leadership Team of the Board of Finance.

- The Diocesan Secretary has a role similar to that of a Chief Executive Officer and is the Company Secretary.
- The Director of Finance and Assets is the chief finance officer of the company.
- The Diocesan Director of Education reports to the Diocesan Board of Education (which is a statutory Board reporting to the BDC).
- The Director of Change & Renewal reports to the Programme Board for Change & Renewal.
- The Director of Ministry works with the bishops and archdeacons leading the team that oversees the core work of the TDBF in supporting lay and ordained ministry

In this context, the BDC exercises leadership in a number of ways:

- By contributing to and agreeing the strategy of the diocese as a whole. This work is done with the Episcopal College, which has overall responsibility for strategy at diocesan level.
- By fulfilling the role of charity trustee and company director. This relates

to the conduct and work of the TDBF, ensuring that we are fulfilling our Objects and protecting the interests of the board.

- Establishing the policy framework within which the TDBF operates, ensuring that policy is fit for purpose and that it is compliant with law and effective in its intent.
- In supporting some of the roles bundled into the BDC, for instance the Finance, Assets and Risk Committee, the Property Management Committee, Investment Management Committee and the Glebe Management Committee.

Much of this leadership takes place in meetings with tight agendas and work streams. Members of the BDC are also encouraged to be curious outside of the formal cycle of meetings, to raise questions and to suggest lines of enquiry that relate to the responsibilities of the BDC.

The principal role of the TDBF is to raise, hold and manage the funds to fulfill the intentions of the episcopate and Synod. The TDBF achieves its Objects through various functions, the main ones are:

- Organising and providing funds for stipendiary ministry
- Providing training for ministry
- Providing housing to support stipendiary ministry
- Supporting the work of the Diocesan Board of Education
- Providing the legal and statutory framework to support various activities and functions, including the Diocesan Synod, Deanery Synods, and Parochial Church Councils

These functions require us to do things like:

- Receive income, such as MMF, investment income and fees
- Manage investments including land and property
- Manage houses, including parsonages and houses owned outright by the TDBF
- Work with National Church Institutions
- Employ lay staff
- Support parishes and act in various statutory roles in respect to safeguarding, parish property, finance, trust arrangements and faculty jurisdiction

You can find more information about the Vision and strategy of the Diocese of Truro here: [Our Vision Archives - Truro Diocese : Truro Diocese](#)

2. What does a member of the BDC do?

The general responsibilities of a charity trustee and company director include:

- To ensure that we comply with our Articles of Association, charity and company law, and the various compliance and regulatory requirements of our work.
- Within the law, to work in the best interests of the charity.
- Avoid conflicts of interest; either personal to you or where you owe another duty or interest in another capacity elsewhere. This is particularly important if a matter is directly relevant to your parish or church.
- Maintain appropriate confidentiality
- Act collectively with other trustees honouring collective responsibility.

More guidance on this is in the Charity Commissions '[The Essential Trustee](#)'.

Individuals wishing to stand for election or nomination 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](#).

What we ask from members of the BDC

- To exercise prayerful leadership in the church
- To attend meetings having carefully read and considered the papers
- To participate actively in an objective and prudent manner
- To promote the Objects of the charity

Person specification for a member of BDC

- To be called to leadership in the church
- To have integrity and to demonstrate sound judgement
- To have the capacity to deal with complex issues while maintaining a clear focus on God's call to the church in Cornwall
- An understanding and acceptance of the duties and responsibilities of a charity trustee and company director
- Willingness to promote the [Diocesan Plan for Change and Renewal](#)
- Commitment to prioritise safeguarding
- A willingness to challenge and question, particularly on behalf of the powerless and otherwise unheard
- The ability to listen carefully, both within and beyond the BDC

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

- Charity law and governance
- Trusteeship or management of a complex organisation with multiple layers
- Financial management
- Investment management
- The management of change
- Monitoring and evaluating performance
- Data analysis and/or research
- Recruitment and human resources
- Business development
- Fundraising
- Risk management
- Health and safety
- Safeguarding
- Education
- Property and estate management
- Communications, marketing, media and PR

Membership of the BDC should reflect the breadth and diversity of the communities that we serve; we are committed to supporting those from groups otherwise under-represented in leadership.

Trustees are asked to be proactive in encouraging skilled and talented people to stand for election or nomination.

There are two specific roles on the BDC. The Trustees for Safeguarding and for Health and Safety.

3. Once you are a member of the BDC

Induction programme

The diocese will ensure the following are provided as induction to joining the BDC:

- Meeting with Chair (The Bishop of Truro)
- Briefing from Diocesan Secretary
- Allocation of a buddy (an experienced member)
- Provision of the Trustee Pack including all key documents
- Tour of Church House (if appropriate)
- How to claim expenses

The following documents will be completed by the new trustee:

- New director form
- Volunteer confidentiality and data protection agreement
- Declaration of interests form

- Skills audit
- Expenses form (as and when necessary)

Trustees will be offered, and expected to complete the following training:

- Appropriate level Safeguarding
- Data protection
- Cyber security
- Responsibilities of a trustee (min. read Charity Commission guide)
- Introduction to risk management (in house)
- Individual training plan based on skills audit (may including courses, workshops, mentoring, meeting with other trustees or reading)

What we offer our trustees

Our diocese depends on its volunteers, and we know that being a member of the BDC is not a commitment to be taken lightly. We are immensely grateful for the time, thought and effort each member gives the work of the board. We offer:

- training necessary for your role
- regular support in your role including a ‘buddy’ if you are new
- a named contact who will support you in your role
- to treat you in line with our equal opportunities policy
- reimburse any out-of-pocket expenses you incur whilst volunteering for us*
- provide insurance cover for you
- implement good health and safety and safeguarding practice and provide appropriate training in keeping yourself safe
- a diocesan email address (if required)

Expenses for costs incurred in order to carry out the role may include:

- Travel to and from meetings (fuel, public transport tickets or similar)
- Childcare (your own arrangements)
- Printing and stationary
- Telephone calls
- Accommodation (where pre-approved)
- Items/services that reflect a reasonable adjustment to remove barriers to participation (e.g. alternative formats, accessibility tools or additional support costs)

Meeting venue and timings

There are five meetings of the BDC a year plus a full-day away day in November. Meetings last around 2-3 hours and times vary between daytime and evening to endeavor to work around busy lives. You will receive a copy of the Diocesan Calendar with the dates for 2024 and 2025.

It is intended that we will continue with a ‘hybrid’ approach to meetings, with some members attending in person and some via Zoom, as suits them. Meetings, other than the away day, are held at the Old Cathedral School in Truro.

It would be helpful if you could let us know if we can assist you with any access requirements to enable you to fully participate in the meetings.

Communication and information

You will be given access to the BDC Dropbox - which is a 'cloud' based storage for the files you will need, it is similar to iCloud, OneDrive or Google Drive. In the Dropbox there is a 'bible' of documents directly relevant to your role. Please work your way through these as they will inform the work of the BDC and your part in it

All papers for the meetings will be uploaded to the BDC Dropbox and we will email you to let you know when they are available. It is usually the Friday before the meeting.

If you require documents or resources in an accessible format, please do not hesitate to ask Kate (kate.cortez@truro.anglican.org or 01872 360023).

Attendance and Apologies

If you are unable to attend the meeting, please let Kate know so that we can record your apologies.

Regular attendance at Board and committee meetings is essential in order to maintain continuity and cohesion in the management and governance of the Truro Diocesan Board of Finance. Board and committee members are expected to demonstrate their commitment to the organisation by unbroken attendance at the Board or committee on which they sit, except when prevented by unforeseeable events. A member who fails to attend any meetings within a year will have their term of office automatically terminated.

Declaration of Interest

It is important that members of Councils and Committees should not derive inappropriate benefits from their membership of those bodies, nor appear to do so. Members derive no financial benefit for their services as directors other than the re-imbursment of out-of-pocket expenses, which are not benefits. Please see details provided by the Charity Commission on Conflicts of Interest: [Conflicts of Interest; A Guide for Charity Members](#). We have a Conflict of interest policy and all members will be asked to declare any relevant interests at meetings.

Decisions

Decisions made by the BDC should be considered highly confidential and done under the principle of collective responsibility in decision making.

Although the BDC's remit is largely to focus on medium to longer term matters, there may be an occasion when there is something that is brought to its attention which requires an urgent decision. Because of timing reasons it may not be possible to convene a meeting and therefore we may invite members to give their approval to a specific matter by email. Full documentation and background information will be provided on these occasions. A record will be kept and circulated of responses.

Confidentiality

BDC members are asked to make a working presumption that the papers, minutes and discussion of the Council are confidential, unless otherwise agreed. Other than items that are highlighted as being of particular sensitivity, in practice and with experience, members may find that the need for confidentiality depends to a degree on the precise business in question. A report on the work of the BDC is circulated to all members of the Diocesan Synod at its meetings and these regular reports to Diocesan Synod provide a clear opportunity for the BDC business to be communicated to a wider audience.

If sitting on a committee there will be an additional induction:

Property Management & Glebe Management:

- Meet with Chair and Savills
- Access to Dropbox and add to meeting list (Savills)

Investment:

- Meet with Chair and Director of Finance and Assets
- Access to Dropbox and add to meeting list (Savills)

Finance, Assets and Risk:

- Meet with Chair and Director of Finance and Assets
- Access to Dropbox and add to meeting list
- Meet with Head of Operations & Governance for induction to risk management

4. Overall structure of governance

Governing documents

Standing Orders of the Truro Diocesan Synod Appendix B Section X

These set out the membership of the Bishop's Council and Standing Committee as well as its function and term of office. Please familiarise yourself with this document and its contents. A copy is available [here](#).

Articles of Association

These set out the 'rules' for running the company and include key items such as the objects, powers, membership and how meetings operate. A copy is available [here](#).

Importantly for members, it limits individual liability.

About the other boards and committees

The Finance, Assets and Risk Committee (FAR)

FAR is appointed by the BDC and is responsible for overseeing those matters of implementation which are formally delegated to it, particularly matters relating to finance, assets, risk and policy. On a practical basis FAR may consider other matters but these then have to be referred to BDC for action. FAR may also be consulted for advice on particular matters by Executive Directors.

The Diocesan Board of Education (DBE)

The DBE is a committee of the BDC and has delegated responsibility for the delivery of the DBE Measure:

1. **Promotion of Education:** DBEs are responsible for promoting education within the diocese that aligns with the faith and practice of the Church of England.
2. **Religious Education and Worship:** They promote religious education and worship in schools within the diocese.
3. **Support for Church Schools:** DBEs support the establishment and maintenance of church schools.
4. **Cooperation:** They foster cooperation between the DBE and other educational bodies and stakeholders.
5. **Advice and Consent:** DBEs provide advice on matters affecting church schools and must be consulted on certain decisions, such as capital works.
6. **Safeguarding:** They have responsibilities related to safeguarding within church schools.

Glebe*, Investment and Property Management committees

The committees are appointed by the BDC and are responsible for overseeing those matters of implementation which are formally delegated to it. On a practical basis the committees may make decisions as delegated, based on agreed policy and objectives that have been set by the BDC. Where there are decisions outside of policy they are referred back to the BDC.

* *Glebe means land held by the TDBF*

Mission and Pastoral Committee

This committee acts as an advisory body for when it sits as the Diocesan Mission and Pastoral Committee (DMPC). The DMPC is a statutory body and matters are included within the BDC agenda. Business is usually to consider pastoral schemes such as changes to patronage rights and make up of benefices.

Diocesan Environment Board

This committee acts as an advisory body, making recommendations as it holds oversight responsibility but no delegated powers. It oversees the development and implementation of the diocesan environment strategy.

Diocesan Safeguarding Advisory Panel (DSAP)

This statutory committee acts as an advisory body, making recommendations as it holds oversight responsibility but no delegated powers. It oversees the development and implementation of the diocesan safeguarding strategy and provision, and acts in an advisory capacity on general safeguarding matters to the Bishop and the BDC.

Programme Board for Change & Renewal

This committee acts as an oversight body, making recommendations and advising Episcopal College and senior offices, but no delegated powers. It oversees the development and implementation of the Diocesan Plan for Change & Renewal and deanery plans.

Remuneration committee

This committee acts as an advisory body, making recommendations as it holds oversight responsibility but no delegated powers. It considers remuneration levels for clergy (stipends) and senior lay staff.

Redundant Church Uses Committee (CUC) and Diocesan Advisory Committee (DAC)

These committees are appointed by Diocesan Synod and are required and governed by statute. They are responsible for overseeing those matters relating to parish churches. DAC can be thought of as the diocesan planning committee.

Key roles

Chair of the TDBF and the purpose of their role

The role of the Chair of TDBF is to oversee the operation of the TDBF and to advise the BDC on financial matters. The executive functions of TDBF are carried out by the Diocesan Secretary, Director of Finance and Assets, Director of Change & Renewal, Director of Education and Director of Ministry and other staff under their direction.

The chair of the TDBF does not engage in the day-to-day management of the organisation, but is involved in policy making and the development of financial policies for the BDC to consider.

The meetings of the BDC are chaired by the Bishop of Truro and the Chair is accountable to Synod through the Bishop of Truro.

Responsibilities of the TDBF Chair

- To lead the Directors in developing strategic financial plans for the Diocese.
- To provide support and leadership to the finance department working through the Diocesan Secretary
- To attend BDC and FAR and other appropriate management committee meetings
- To assist the Bishop in supporting and appraising the work of the Diocesan Secretary
- To meet with the Diocesan Secretary on a regular basis
- To be involved in the appointment of the Diocesan Secretary

Diocesan Secretary

The Diocesan Secretary is the senior member of staff. The role is to ensure the efficient and effective administration of the Diocese. In addition, to work with and to be responsible to the Bishop and the Executive Chair.

Role of the Diocesan Secretary

- To contribute to developing and communicating Diocesan policy
- To implement Diocesan policy
- To provide a secretariat and the financial services to the diocesan boards and committees
- To act as Company Secretary for the TDBF
- To manage the activities of Church House
- To be a member of FAR
- To be a member of the Episcopal College

The Director of Finance and Assets

The Director of Finance and Assets acts as the principal finance officer for the TDBF. They monitor and administer the financial matters of the Diocese both current and future, in line with good practice and in accordance with the Memorandum and Articles and legal requirements.

Role of the Director of Finance and Assets

- To oversee the compilation and presentation of the budgets, accounts and financial statements to FAR and BDC
- To monitor and advise on the financial viability of the Diocese
- To be instrumental in the development and implementation of financial, reserves and investment policies
- To ensure financial controls and systems are in place and adhered to

- To ensure that proper accounts and records are kept, ensuring financial resources are spent and invested in line with good governance, legal and regulatory requirements
- To advise FAR and the BDC on the financial implications of the Diocesan Strategy
- To be a member of FAR

A governance diagram follows on the next page



