

# Southwell Cathedral

## THE STATUTES

### *Office holders*

#### **The Bishop**

1. (1) The Bishop has the principal seat and dignity in the Cathedral.
- (2) The Bishop may, after consultation with the Chapter and subject to the following provisions, officiate in the Cathedral and use it in the Bishop's work of teaching and mission, for ordinations and synods and for other diocesan occasions and purposes.
- (3) The Bishop may<sup>++</sup>—
  - (a) celebrate the Holy Communion in the Cathedral on Christmas Day and Easter Day<sup>5.2</sup>;
  - (b) preach at or appoint the preacher at one of the services in the Cathedral on Christmas Day and Easter Day<sup>5.2</sup>;
  - (c) preach at or appoint the preacher at ordination services.

#### **The Dean**

2. The Dean is the principal dignitary of the Cathedral, next after the Bishop.

### *The Chapter: general*

#### **Corporate and spiritual life**

3. (1) Led by the Dean, the Chapter is responsible for nurturing the corporate and spiritual life of the Cathedral in accordance with its core values of being a place where all are welcome, a place to share learning, a place where people grow in holiness and a place which serves others. At the root and heart of everything which takes place in and around the Cathedral is the worship of God in the Daily Offices and the Eucharist, the desire to offer warm hospitality and the belief that everyone should be approached in a spirit of openness, honesty and integrity.

### *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 by email or hard copy 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 who has been on the role for at least 12 months.
- (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 at least twenty-one 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 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 twenty-one days beginning with the day on which invitations to vote are issued.
- (6) The presiding officer must issue by email or hard copy 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 five working days of the last day of the period determined under paragraph (5), and
  - (b) is sent by email or hard copy 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 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.

*Nominations Committee*

**Composition etc.**

10. (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 a non-executive member 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 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.

### **Functions**

- 11.** (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 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 Partner's 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.

### **Proceedings**

- 12.** (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 10(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 10(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.

### **Reporting**

- 13** (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.

### **Terms of reference**

- 14.** The Chapter has the power under section 15(8) 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***

### **Composition etc.**

- 15.** (1) The Finance Committee must have at least 7 and not more than 9 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 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 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 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.

### **Functions**

16. (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.

### **Proceedings**

17. (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 15(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 18(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.

### **Reporting**

18. (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.

### **Terms of reference**

19. 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 and Risk Committee***

### **Composition etc.**

20. (1) The Audit and 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 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, he or she 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.

### **Functions**

21. The Audit and Risk 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.

### **Proceedings**

22. (1) It is for either of the chief officers, at the request of the chair of the Audit and 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 20(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 23(8) above], notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) The quorum for a meeting of the Committee is three members. .
- (9) 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.
- (10) Article 13 of the Constitution (decisions without meetings) applies to a meeting of the Committee as it applies to a meeting of the Chapter.

### **Reporting**

23. (1) A draft of the minutes of each meeting of the Audit and 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.

#### **Terms of reference**

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

#### ***Other committees and sub-committees***

#### **Committees: composition etc.**

25. (1) A committee of the Chapter established under the Constitution 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 member of the Chapter, following consultation with the Nominations Committee.
- (3) It is for the Chapter to appoint the chair of the committee; and that person may, but need 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 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 election, or for appointment or co-option as a member, until at least one year has passed since the member last ceased to hold office as such.
- (6) A member of the *Senior Management Team* is entitled to attend the whole or part of a meeting of the committee and is entitled to speak but not vote.
- (7) 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.
- (8) 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.

#### **Sub-committees: composition**

26. (1) A sub-committee established under the Constitution must have at least three members.
- (2) It is for the committee under which the sub-committee sits to appoint the members of the sub-committee, with the approval of the Chapter.
- (3) It is for the Chapter to appoint the chair of the sub-committee.
- (4) At least one member of the sub-committee must be a member of the committee under which the sub-committee sits.
- (5) The Chapter may remove a member of the sub-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 Chapter resolve to remove a member by way of a written resolution.

- (6) A member of the sub-committee holds office as such for a term of up to three years and may be reappointed; but a member who has served three consecutive terms is not eligible for election, or for appointment or co-option as a member, until at least one year has passed since the member last ceased to hold office as such.
- (7) A member of the Senior Management Team is entitled to attend the whole or part of a meeting of the sub-committee and is entitled to speak but not vote.

### **Functions**

- 27. The functions of each committee or sub-committee established under the Constitution are set out in the terms of reference for that committee or sub-committee.

### **Proceedings**

- 28. (1) It is for the chief officers, at the request of the chair of a committee or sub-committee established under the Constitution, to convene a meeting of the committee or sub-committee.
- (2) Notice of a meeting of the committee or sub-committee must, unless otherwise agreed, be given to each of its members, and to each person entitled or invited to attend the meeting by virtue of Article 25(6) or (7) or 26(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.
- (3) In the case of each person invited to attend a meeting of the committee by virtue of Article 25(8) above, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
- (4) Notice of a meeting of the committee or sub-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.
- (5) In so far as it is not reasonably practicable for the relevant papers for a meeting of the committee or sub-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.
- (6) The quorum for a meeting of the committee or sub-committee is three members.
- (7) Articles 12(6) and (7) of the Constitution (remote participation) apply to a meeting of the committee or sub-committee as they apply to a meeting of the Chapter.
- (8) Article 13 of the Constitution (decisions without meetings) applies to a meeting of the Committee as it applies to a meeting of the Chapter.

### **Reporting**

- 29. (1) A draft of the minutes of each meeting of the committee or sub-committee must be reviewed by the chair and then circulated promptly to each of its members for approval. The minutes must then be approved by the committee or sub-committee at its next meeting or by written resolution.
- (2) Once the minutes of a meeting are approved and signed by its 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 or sub-committee thinks appropriate.

### **Terms of reference**

30. The Chapter has the power under section 17(6) of the Measure to set terms of reference for each committee or sub-committee established under the Constitution in relation to its functions, proceedings and reporting requirements but subject to the requirements of the Measure, the Constitution and these Statutes.

### *Advisory bodies*

#### **Terms of reference**

31. (1) The principal function of the Cathedral Partners' Forum is to advise the Chapter on the matters relating to the Cathedral which the Chapter from time to time assigns to it; and the composition and proceedings of the Cathedral Partners' Forum should be such as to support the exercise of that function.
- (2) The Chapter has the power under section 18(4) of the Measure to set terms of reference for the Cathedral Partners' Forum in relation to its composition, functions, proceedings and reporting requirements but subject to the requirements of the Measure, the Constitution and these Statutes.

### *Senior Management*

#### **Chief officers**

32. (1) The chief officers shall be the Chief Officer (**CO**) (who from time to time may also perform the role of Chief Finance Officer in accordance with Article 23 of the Constitution), and (if such role is not undertaken by the Chief Officer) a Chief Finance Officer (**CFO**)
- (2) The CO is the most senior employee of the Cathedral and is not a member of Chapter. The CO is responsible to the Chapter, attends its meetings and supports the work of Chapter. The CO shall report directly to the Dean.
- (3) The functions of the roles of the chief officers includes overseeing the operational management and financial matters of the Cathedral and reporting to Chapter accordingly on:
- a) the day-to-day operations of the Cathedral in accordance with the values, priorities and budgets set by Chapter,
  - b) managing the lay staff of the Cathedral in accordance with the business plan and strategy agreed by Chapter, and
  - c) the financial management of the Cathedral, including control and performance, working with and through the finance team.
- (4) Subject to paragraph (5) the CFO reports to the CO and shall have particular responsibility for managing the cathedral's financial resources and the staff of the finance team, and for planning, implementing and running all its financial activities.
- (5) Where the CO and CFO roles are each undertaken on a part time basis by one person, that person has responsibility for both functions

#### **Establishment of management group**

33. There is to be a group called Senior Management Team, concerned with the management of the Cathedral.

#### **Membership of group**

34. The members of the Senior Management Team are—

- (a) the Dean,
- (b) each residentiary canon with responsibility for a department of the Cathedral or for part of its operations,
- (c) the chief officers, and
- (d) such other members of staff (whether lay or clergy) as the Chapter considers appropriate.

### **Functions of group**

#### **35.**

- (1) The Senior Management Team—
  - (a) is responsible to the Chapter for the day-to-day management of the Cathedral’s affairs, and
  - (b) undertakes such roles and duties as are delegated to it in the Chapter’s schemes of delegation.
- (2) The Chapter may issue to the Senior Management Group schemes of delegation (and may update such schemes from time to time) setting out the terms on which the Senior Management Group may take decisions on behalf of the Chapter and any associated conditions or limitations.
- (3) Schemes of delegation may authorise the Senior Management Group to further delegate such authority to committees of the Senior Management Group, individual members of the Senior Management Group or employees of the Chapter.

### **Proceedings of group**

- 36. (1) It is for the chair of the Senior Management Team (CO) to convene a meeting of the Senior Management Team.
- (2) The Senior Management Team must meet at least twice a month.
- (3) Notice of a meeting of the Senior Management Team:
  - (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.
- (4) In so far as it is not reasonably practicable for the relevant papers for a meeting of the Senior Management Team 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.
- (5) The quorum for a meeting of the Senior Management Team is three members, at least one of whom must be either the Dean or the Chief Officer.

### **Accountability of group**

- 37. The Senior Management Team is accountable to Chapter and shall report to Chapter accordingly.

### **Committees of group**

- 38. (1) The Senior Management Team may establish one or more committees for dealing with matters relating to the day to day running of the Cathedral.
- (2) In the case of each committee established under this Article, the Senior Management Team must specify in writing the matters which come within the committee’s remit.
- (3) The Senior Management Team must appoint the members of each committee so established.

- (4) The chair of each committee so established must be a member of the Senior Management Team; but subject to that, the membership of the committee need not include a member of staff or a member of the Chapter.
- (5) Each committee so established must report to the Senior Management Team in accordance with such requirements as the Senior Management Team may specify in writing.
- (6) Each committee so established may regulate its own procedure, subject to such rules as the Senior Management Team may specify in writing.

### *Dignities*

#### *Honorary Ecumenical Canons*

39. (1) The Bishop may appoint up to four honorary ecumenical canons after consultation with the Dean, who hold ministerial status in a Church other than the Church of England or be Lay members of such a Church within the Diocese.
- (2) Subject to paragraphs (3) below, an honorary ecumenical canon lay canon shall hold office for an initial period of seven years but shall be eligible for re-appointment for further periods each not exceeding three years, with no limit on the number of periods of re-appointment.
- (3) An honorary ecumenical canon shall vacate the office automatically and without the execution of any instrument of resignation upon ceasing to hold the role by which they were appointed.
- (4) An honorary ecumenical canon is entitled to attend meetings of the College of Canons

#### *Emeritus Titles*

40. (1) The Bishop may confer upon a Dean, a Residentiary Canon or an Honorary Canon (whether clerical or lay), who vacates the office, the title, as the case may be, of Dean Emeritus or Canon Emeritus. A title conferred under this provision shall confer no vested interest and, in particular, the holder shall not by virtue of that title be a member of the College of Canons.

#### *High Steward*

41. (1) There shall be a High Steward of the Cathedral, being a prominent lay person resident in the Diocese. The High Steward shall be appointed by the Bishop after consultation with, and agreement of the Chapter.
- (2) The High Steward shall hold office for an initial period of seven years but shall be eligible for re-appointment for further periods each not exceeding three years, with no limit on the number of periods of re-appointment
- (3) The High Steward shall do all in their power in co-operation with the Chapter to advance the welfare of the Cathedral.

### *Residence*

#### **Residence for residentiary canons**

42. (1) At least two full-time equivalent residentiary canons must be engaged exclusively on cathedral duties.

- 2) The Dean and the residentiary canons shall consult to determine the periods of residence and shall together determine the responsibilities of the residentiary canon during each period of residence.

### *Worship*

#### **Divine Service and preaching**

43. (1) Morning and Evening Prayer are to be sung or said and the Holy Communion celebrated daily in the Cathedral according to the use of the Church of England, save in exceptional circumstances which prevents the same.
- (2) Subject to the rights of the Bishop as defined by Article 1 paragraph (3) of these Statutes, the Dean shall be responsible for ensuring there are celebrants for the Holy Communion and preachers for all services in the Cathedral.
- (3) Only a Clerk in Holy Orders of the Church of England or of a Church in communion with it, a Reader of the Church of England or other person licensed by the Bishop to preach shall be allowed to preach in the Cathedral unless consent is given by the Chapter.

#### **Order of precedence**

44. The customary order of precedence in processions at services held in the Cathedral is as follows:
  - (a) The Bishop; or a Bishop Suffragan or Assistant Bishop if representing the Bishop;
  - (b) The Chancellor of the Diocese;
  - (c) The Dean;
  - (d) The Residentiary Canons;
  - (e) Lay members of the Chapter;
  - (f) Any Bishop Suffragan or Assistant Bishop when not representing the Bishop;
  - (g) The Archdeacons;
  - (h) The Diocesan Registrar;
  - (i) The College of Canons

#### **Music, choir etc.**

45. (1) The Chapter shall appoint a Rector Chori, who shall have responsibility for the management and oversight of the music department and the selection, practice, and performance of music at such times as are agreed by the Chapter. Reporting to the Canon Precentor, the Rector Chori shall be responsible for the Choir when engaged on Cathedral duties.
- (2) An "Assistant Organist" may be appointed by the Chapter to play the organ at such times as are required and to fulfil such other duties as and when required. The Assistant Organist shall assist the Rector Chori as and when required in the performance of their duties.
- (3) An "Organ Scholar" may be appointed by the Chapter and shall assist the Rector Chori as and when required in the performance of their duties.
- (4) There shall be as many Lay Clerks and "Choral Scholars" as the Chapter considers suitable, after consultation with the Rector Chori. They shall be appointed upon such terms and conditions as may be determined by the Chapter.

- (5) The lay clerks and choral scholars shall attend such practices and take part in such sung services in the Cathedral as appointed by the Chapter and in services sung by the Cathedral choir elsewhere by agreement with the Chapter.
- (6) There shall be up to twenty boy choristers and up to twenty girl choristers and as many probationers as the Chapter may determine. The choristers shall be chosen and entered as probationers by the Rector Chori in consultation with the Canon Precentor and, if approved, shall be appointed by the Chapter on the recommendation of the Rector Chori.
- (7) The Chapter may, if it wishes, establish other choirs upon such terms as it may decide.

### *Miscellaneous*

#### **Execution of documents**

46. A document which is not required to be executed by the application of the Chapter's seal is validly executed by the Chapter if it is signed on behalf of the Chapter by two members of the Chapter, or by one member of the Chapter and one of the chief officers, each of whom is authorised to sign the document by written resolution of the Chapter (whether specially or generally).

#### **Power to establish subsidiaries**

47. (1) The Chapter may, for the purpose of securing the good government of the Cathedral, establish subsidiary companies.
- (2) The Chapter may itself become a member of a company established under this Article.
- (3) In this Article, "company" includes any body corporate.

#### **Archaeologist**

48. Section 23(2) of the Care of Cathedrals Measure 2011 requires the Chapter to appoint a cathedral archaeologist.

#### **Patronage**

49. The power of presentation or nomination to a benefice in the patronage of the Cathedral is exercisable by the Chapter or a patronage committee of the Chapter.

#### **Parish church**

50. The whole of the Cathedral is to be the Parish church.

### *Amendments to Statutes*

#### **Amendments**

51. The procedure for making amendments to these Statutes is set out in sections 31 to 34 of the Measure.

### *Interpretation*

#### **Interpretation**

52. (1) In these Statutes—  
"Assistant Organist" means the person appointed as the assistant organist by the Chapter in accordance with Article 45 paragraph (2);

- "Assistant Bishop" means a bishop assisting the Bishop of Southwell and Nottingham;
- "the Bishop" means the Bishop of Southwell and Nottingham (but see paragraph (2));
- "Canon Precentor" means a residentiary canon appointed as the Canon Precentor by the Bishop from time to time;
- "the Cathedral" means the Cathedral Church of Cathedral Church of the Blessed Virgin Mary in in Southwell;
- "CO" means Chief Officer;
- "CFO" means Chief Financial Officer;
- "Diocese" means the Diocese of Southall And Nottingham;
- "High Steward" means such person appointed as the high steward of the cathedral under paragraph 12;
- "the Measure" means the Cathedrals Measure 2021;
- "electronic means" has the meaning given to it in section 1168 of the Companies Act 2006;
- "Organ Scholar" means the person appointed as an organ scholar under Article 45 paragraph 3;
- "the Constitution" means the constitution of the Chapter adopted pursuant to the Measure and as revised from time to time;
- "the Parish" means the Parish of the Blessed Virgin Mary, Southwell, being the parish for which the Cathedral or part of it is the parish church;
- "Rector Chori" means the person appointed by the Chapter as the person having the function of supervising music in the Cathedral in accordance with Section 5(1)(g) of the Measure;
- "Suffragan Bishop" means a Suffragan Bishop in the Diocese of Southall and Nottingham;
- "working day" means a day which is not a Saturday or Sunday, Christmas Day, Good Friday or a bank holiday in England;
- (2) Where the functions of the Bishop are being exercised by another bishop in accordance with an instrument made under section 13 or 14 of the Dioceses, Pastoral and Mission Measure 2007, the references in these Statutes to the Bishop are to be read as references to that other bishop.
- (3) A reference in these Statutes to a provision of the Measure is to be read as a reference to that provision as for the time being amended, extended or applied by or under any other Measure.
- (4) Subject to that, the Interpretation Act 1978 applies to these Statutes.

### *Revocation*

#### **Revocation**

- 53.** The Statutes of the Cathedral made on March 2000 (revised January 2012) cease to have effect.