

## THE REPRESENTATIVE BODY OF THE CHURCH IN WALES

An extraordinary meeting of the Representative Body of the Church in Wales was held via video conference on 14 May 2021.

### **Present:**

#### Ex officio members

##### *Chairs of the Diocesan Boards of Finance*

St. Asaph: Mrs H R Jones  
Bangor: The Venerable M K R Stallard  
St. Davids: Mr N C P Griffin  
Llandaff: Mr M A Lawley  
Swansea & Brecon: Sir E P Silk

#### Elected members

St. Asaph: The Very Reverend N H Williams, Mrs H Wiseman  
Bangor: The Very Reverend K L Jones, Dr H Parry-Smith  
St. Davids: Mrs J A P Hayward, the Venerable P R Mackness  
Llandaff: Mr G I Moses, the Venerable M Komor  
Monmouth: Miss P R Brown, the Venerable J S Williams  
Swansea & Brecon: Mr J M Watson

#### Nominated members

Mr R Davies

#### Co-opted members

Mr J J Turner (Chair)  
Mrs J Heard

### **Apologies:**

Apologies were received from Mr Peter Lea, Mr Peter Kennedy, the Venerable Alan Jevons and Mr Thomas Lloyd.

The Chair noted that following the recent retirement of the Archbishop of Wales he had invited the Bishop of Bangor, the senior bishop who would be undertaking the provincial roles of the archbishop during the archiepiscopal interregnum, to attend the meeting as an observer. The bishop was however unable to attend.

### **In attendance:**

The following members of staff were present for the whole meeting: the Chief Executive, the Head of Finance, the Head of Legal Services and the Governance Officer.

### **Prayers:**

Opening prayers were led by the Very Reverend Kathy Jones.

### **Conflicts of interest:**

None were declared.

## **Charity Commission**

21/22

The Head of Legal Services reminded the Representative Body that a letter had been received from the Charity Commission, a letter which had immediately been forwarded to all trustees for their information.

A comprehensive response had been drafted by the Head of Legal Services which was discussed in detail and, subject to some minor amendments and suggestions for the text of a covering email, agreed for submission to the Charity Commission.

The Head of Legal Services was thanked for the thoroughness of the response prepared.

The final version of the response letter would be circulated to all trustees upon its being sent to the Charity Commission: the Representative Body would be kept abreast of developments.

## **Segregation of the Clergy Pension Scheme**

21/23

[redacted from public minutes – confidential business]

## **OneFamily Additional Voluntary Contribution (AVC) Scheme**

21/24

[redacted from public minutes – confidential business].

## **Finance Committee**

21/25

The Representative Body was reminded that at its meeting in March 2021 (minute 21/09) it had decided to form an additional committee to scrutinise finance-related matters such as budget formation, financial strategy and expenditure. Draft powers and duties and membership criteria for the Finance Committee had been prepared and were discussed.

### Membership criteria

It was proposed the membership of the Finance Committee consisted of trustees only, with no additional external appointees. Also, it was proposed that no members of the Audit and Risk Committee should also be a member of the Finance Committee to ensure the Audit and Risk Committee was able review and interrogate any budgetary proposals and proposals for expenditure emerging from the Finance Committee with a sufficient sense of independence. The Chair of the Finance Committee would have the right to attend meetings of the Audit and Risk Committee.

Also, while it was not felt necessary for the Chair of the Investment Committee to be a member of the Finance Committee, a similar right of attendance would be granted.

A total membership of five was proposed, to include the deputy-chair of the Representative Body, who would act as the Finance Committee's Chair, with at least one Chair of a Diocesan Board of Finance.

## Working methods

It was proposed the Finance Committee met four times per year, in person or via video conference as agreed with the Chair. No specific authority was delegated to the Committee's Chair, but the Committee may wish to make specific proposals to the Representative Body for consideration if necessary in the future.

## Membership

In line with the proposed membership criteria the Representative Body discussed the appointment of members of the Finance Committee. Mr Michael Lawley, Archdeacon Mary Stallard and Archdeacon Paul Mackness had indicated that they would be willing to be considered for appointment to the Committee: it was proposed that Archdeacon Jonathan Williams also be appointed. All proposed appointees withdrew from the meeting while the Representative Body discussed their appointments.

Following discussion, the Representative Body appointed Mr Lawley and archdeacons Mary Stallard, Paul Mackness and Jonathan Williams to the Finance Committee for the remainder of the triennium.

It was noted that Mr Lawley's appointment to the Finance Committee would necessitate his stepping down from his current appointment to the Audit and Risk Committee.

## Committee Chair

In line with the proposal that the Representative Body's deputy-chair was the Chair of the Finance Committee, Mrs Hilary Wiseman was appointed as the Committee's Chair.

## Summary

Following discussion the Representative Body:

- i. Agreed the powers, duties and membership criteria of the Finance Committee as set out in annex I;
- ii. Agreed it would review the powers, duties and membership criteria in six months' time;
- iii. Appointed Mrs Hilary Wiseman, as deputy-chair of the Representative Body, as the Finance Committee's Chair;
- iv. Appointed Mr Michael Lawley, Archdeacon Mary Stallard, Archdeacon Jonathan Williams and Archdeacon Paul Mackness to the Committee;
- v. Agreed that both the Chair of the Investment Committee and the Chair of the Representative Body would have the right to attend meetings of the Finance Committee as observers; and
- vi. Confirmed the Chair of the Finance Committee would have the right to attend meetings of the Audit and Risk Committee as an observer.

## **Next meeting**

The Chair confirmed the Representative Body's next ordinary meeting was scheduled to take place on Monday 14 June 2021.

## **Closing prayers**

The Very Reverend Nigel Williams closed the meeting with prayer.

## COMMITTEE POWERS AND DUTIES

Name of committee	<b>Finance Committee</b>						
Current Chair	<b>Mrs Hilary Wiseman</b>						
Provincial staff contact	<b>Head of Finance</b>						
Date of issue	<b>14 May 2021</b>						
Purpose of committee	To be the principal place of detailed engagement and interface between the Representative Body and its staff on matters of financial strategy development; financial planning and budgeting; scrutiny of un-budgeted expenditure proposals; financial arrangements with the Diocesan Boards of Finance; and matters relating to the staff and clergy pension schemes.						
Accountability	The Finance Committee is accountable to the Representative Body and reports its business to each meeting of the Representative Body, either for approval or for information.						
Membership	<p>The Finance Committee is made up of up to 5 members all of whom are also members of the Representative Body. The membership will include the Representative Body's deputy-chair and at least one Chair of a Diocesan Board of Finance.</p> <p>No member who is a member of the Audit and Risk Committee may also be a member of the Finance Committee.</p> <p>The Representative Body's deputy-chair will Chair the Finance Committee.</p> <p>The Committee will be invited to select its own deputy-chair at the beginning of each triennium of membership for report to the Representative Body.</p> <p>(The Chair of the Finance Committee has the right to attend meetings of the Audit and Risk Committee.)</p>						
Current membership	<p><i>(Up to 5 members, all of whom are RB members.)</i></p> <table> <tr> <td><i>Chair</i></td> <td><i>Mrs Hilary Wiseman</i></td> </tr> <tr> <td><i>DBF Chairs</i></td> <td><i>Archdeacon Mary Stallard</i> <i>Mr Michael Lawley</i></td> </tr> <tr> <td><i>Other members</i></td> <td><i>Archdeacon Paul Mackness</i> <i>Archdeacon Jonathan Williams</i></td> </tr> </table> <p>(The Chair of the Representative Body and the Chair of the Investment Committee both have the right to attend meetings as observers.)</p>	<i>Chair</i>	<i>Mrs Hilary Wiseman</i>	<i>DBF Chairs</i>	<i>Archdeacon Mary Stallard</i> <i>Mr Michael Lawley</i>	<i>Other members</i>	<i>Archdeacon Paul Mackness</i> <i>Archdeacon Jonathan Williams</i>
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Quorum	Half of all appointed members present.
Review	<p>The powers and duties for the Committee will be reviewed by the Representative Body at the beginning of each triennium of membership.</p> <p>The powers and duties were last reviewed and approved in May 2021.</p> <p>The powers and duties will be next reviewed in November 2021.</p>
Working methods	<p>The Committee will ordinarily meet four times per year with additional meetings being called in consultation with the Chair, if necessary. Meetings may be held in-person or via video conference, as agreed with the Chair.</p> <p>An agenda, papers and supporting documentation for each meeting will be circulated to members a week before the date of the meeting, either by email or by post.</p> <p>Non-members may be invited to attend meetings and may be invited to speak: non-members may not vote. Committee meetings will be attended by relevant provincial staff who will provide meeting support.</p> <p>Minutes will be taken of all Committee meetings with any points of follow-up action and matters arising monitored and referred to other bodies as necessary.</p>
Sub-groups	The Committee has no sub-groups for which it is responsible.
Chair's action	The Chair has no specific delegated authority.
Provincial staff attendance	Ordinarily, the following members of provincial staff will be present at Finance Committee meetings: the Head of Finance and the Deputy Head of Finance. The Chief Executive also has the right to attend Committee meetings.

### **Definition of powers and duties**

The Finance Committee shall:

1. In consultation with the Investment Committee, advise the Representative Body on prudent levels of structural expenditure taking into account both the principles of intergenerational fairness and the need to support the mission and ministry of the Church in Wales.
2. Advise the Representative Body on the appropriate level of triennial Block Grant funding for dioceses and review these funding arrangements annually.
3. Keep under review the formula used to allocate Block Grant funding to each diocese and, if necessary, advising the Representative Body on any changes to the formula.

4. Propose, to the meeting of the Representative Body in March each year, budget construction principles for provincial staff to use in detailed preparations for the following year's budget.
5. On behalf of the Representative Body, scrutinise in detail the RB's draft budget for the following year.
6. Receive proposals for and advise the Representative Body on exceptional grant funding, loans or expenditure not included in the annual budget.
7. Receive a report of the quarterly management accounts.
8. Review and monitor the financial consequences of decisions the Representative Body has taken.
9. Exercise governance oversight of the operational management of the clergy and staff pension schemes.
10. Consider other relevant matters referred to it by the Representative Body.