

Appendices 1 and 2 of the Report of the Special Commission on Structural Reform as amended and agreed by the General Assembly on 20 May 2019, further amended (clauses 66, 67, 68 and Schedule D) by the General Assembly on 21 May 2022, further amended (clauses 10 and 33, Schedule B and Schedule D with deletion of clauses 34, 35, 36 without renumbering and addition of Schedule B.B) by the General Assembly on 22 May 2023 and again amended (clause 10, addition of new clauses 12A and 16A and addition of Schedule G) by the General Assembly on 20 May 2024. Amended Constitution and Remit of the Assembly Trustees as agreed by the General Assembly on 19 May 2025.

**CONSTITUTION AND REMIT
OF THE
CHARITY TRUSTEES OF THE CHURCH OF SCOTLAND,
(the Unincorporated Entities),
SCOTTISH CHARITY NO SC011353**

Introduction

1. The Charity Trustees of the Church of Scotland (the Unincorporated Entities) Scottish Charity No. SC011353 (the “Charity”) are known as the “Assembly Trustees” (hereafter, the “Trustees”).
2. The general work of the Church of Scotland (the “Church”) beyond the local spheres of Congregations and Presbyteries is directed and controlled by the General Assembly of the Church (the “General Assembly”) through Standing Committees appointed for the purpose.
3. The assets of the Charity are those held for the Standing Committees of the General Assembly (the “Unincorporated Entities”) and include the assets of the Church of Scotland Housing and Loan Fund. Other Church assets are held by the General Trustees, Scottish Charity SC014574, the Church of Scotland Investors Trust, Scottish Charity SC022884 and the Church of Scotland Trust, Scottish Charity SC020269 (together, the “Statutory Corporations”).
4. This Constitution makes provision as to the constitution, powers and duties of the Trustees, confirms their charitable purposes, makes specific provision as to the nature of the matters to be carried out by the Trustees and confirms the extent to which day to day management of the work of the Standing Committees is to be carried out under the aegis of the Trustees and as part of the remit to them.

Trustees

5. The Trustees shall be members of the Church. In selection processes, due consideration shall be given to ensuring that the diversity of Church membership is reflected in their selection, this to include consideration of an appropriate gender balance and level of youth representation.
6. Trustees shall hold office for a term of three years, renewable for one further term of three years only, whether consecutive or not. The Trustees first appointed shall be eligible to serve a second term of three years, non-renewable, after an interval of three years.
7. The appointment of a new Trustee upon the occurrence of a vacancy by reason of death, resignation or otherwise, and any re-appointment, shall be determined by the Trustees, subject to approval by the General Assembly, through the adoption of the policy set out in Schedule A below. In the event that a new Trustee is appointed to replace a Trustee whose term of office has not expired, such new Trustee shall hold office for a term of three years, renewable for one further term of three years only, whether consecutive or not. There shall be twelve appointed Trustees except in time of vacancy or as provided for in terms of clause 2 of Schedule B. In addition to appointed Trustees, the Business Committee of the General Assembly and the Church of Scotland General Trustees shall each appoint one of their members as a representative who shall be entitled to attend all meetings as a corresponding member but without a right to vote or make a motion, such member being eligible to serve for a maximum period of four years.
8. Up to one half of the Trustees may be ministers and deacons of the Church. No employee of the Church (other than Presbytery or congregational employees) and no member of any Agency will be eligible for appointment as a trustee.
9. There shall be a Convener, two Vice-Conveners (one of whom shall be a minister of the Church) and an Administrative Trustee, chosen as provided for in Schedule B below.
10. A Trustee will automatically cease to hold office if:-
 - a. He or she becomes incapable for medical reasons of carrying out his or her duties as a charity trustee – but only if that has continued (or is expected to continue) for a period of more than six months; or
 - b. He or she gives to the Convener a signed notice of resignation;
 - c. He or she is absent (without good reason, in the opinion of the Trustees) from more than three consecutive board meetings (but only if the board resolves to remove them from office);
 - d. He or she ceases to be a member of the Church of Scotland; or
 - e. He or she is removed from office following the procedure set out in paragraph 12 below.
11. The Trustees shall report to the General Assembly each year on the outcome of the board appraisal carried out in the previous year and agreed action plans to address any issues identified.
12. If it appears to the Convener, a Vice-Convener or the Administrative Trustee that a trustee may be in material breach of her or his duties as a Trustee or if a complaint is made by another Trustee or by an interested party alleging such a breach, the Administrative Trustee (or, if necessary, another Office Bearer) shall report the matter to the Trustees’ Governance Group at the first reasonable opportunity, with a request that the Governance Group take such steps as are appropriate within the provisions of Schedule D below.

13. In all aspects of their work as Trustees, each of the Trustees shall be indemnified by the Church in respect of any liability incurred as one of the Trustees arising from acts or omissions save where a Trustee has acted in a breach of trust amounting to wilful default or recklessness.
14. The Trustees have and may exercise all the functions and powers held formerly by the Faith Action Programme Leadership Team (formerly the Faith Impact Forum and previously the World Mission Council and its Middle East Committee) under the Constitution of the Scots Memorial, Jerusalem (St. Andrew's Church and Hospice) Trust. The Convener of the Trustees and the Chief Officer shall be the successors in office of the Convener and Secretary of the World Mission Council and as such are trustees *ex officio* under the said Constitution.

Charitable Purposes

15. The Trustees shall hold the entire heritable and moveable property, assets, securities, investments and income held by or for the Charity (the "Charitable Estate") for the following objects:
 - a. to offer Christian worship, fellowship, instruction, mission and service;
 - b. to bring the ordinances of religion to the people in every parish of Scotland through a territorial ministry;
 - c. to labour for the advancement of the Kingdom of God throughout the world.
16. In doing so the Trustees –
 - a. shall seek to build and strengthen local congregations as centres of worship, care, nurture, service, witness and mission;
 - b. shall promote, in partnership with other churches, the ministry and mission of the Church throughout all of Scotland, with particular reference to its poorest and most remote areas;
 - c. shall support the work of ecumenical bodies and other agencies in Scotland and elsewhere in the world; and
 - d. may make such provision of support, if any, to other charitable bodies having similar aims as those foregoing, as may seem appropriate in a common pursuance of the foregoing objects.
17. As regards the investments and income held by or for the Trustees as part of the Charitable Estate, the Trustees shall have sole and absolute authority to give instructions to the Church of Scotland Investors Trust as to the management of and dealing with those assets, declaring that the Trustees shall maintain, and in consultation with the General Treasurer keep under review, a list of nominated persons by whom such instructions may be given.

Work of the Trustees

Governance

18. The Trustees shall exercise the supervisory function required by the Church's Designated Religious Charity status; in particular, they shall –
 - a. maintain a Code of Conduct for the Trustees, adhere to it and supervise compliance with that Code by all Trustees;
 - b. maintain a Code of Conduct for all Agencies, adhere to it and supervise compliance with that Code by all members of such Agencies;
 - c. carry out the work of trusteeship in accordance with the provisions of Schedule B below; and
 - d. maintain and implement such internal audit functions and risk management strategies as appear to the Trustees, upon proper advice, to be appropriate.
19. The Trustees shall liaise with the Principal Clerk of the General Assembly (the "Principal Clerk") as necessary and in particular insofar as the work required in that post interacts with the work of the Trustees. The Trustees shall request the Principal Clerk to attend such parts of such meetings of the Trustees as appear to the Trustees and to the Principal Clerk to be appropriate; but without the Principal Clerk being entitled to participate in any vote or other form of determination by the Trustees. The Solicitor of the Church shall attend meetings for the purpose of giving such advice as may be necessary on the legal implications of matters being discussed.
20. The Trustees shall approve the reports to the General Assembly of all Agencies prior to submission. Before approving reports for submission to the General Assembly the Trustees shall discuss with Agencies any apparent inconsistencies with the policies, priorities and strategic objectives of the General Assembly, with the Financial Strategy of the Trustees and as between or among reports of various Agencies.
21. There shall be a Governance Group as provided for in Schedule D below.
22. There shall be an Israel Palestine Sub-Committee with the remit and powers set out in Schedule E below.
23. The Trustees shall have power to set up such additional sub-groups or working groups as they may consider necessary or desirable.

Powers

24. In carrying out their work in terms of this constitution the Trustees have power to do all such things as are necessary or incidental to the attainment of the Charitable Purposes.
25. In particular, the Trustees shall have all powers necessary to put into effect the matters hereinafter specified and set out in the Schedules below.
26. At a meeting of the Trustees at which the appropriate quorum (as set out in Schedule B below) is present, those Trustees present may exercise all powers exercisable by the Trustees.

Duties

27. The Trustees shall seek to ensure the implementation of the policies, priorities and strategic objectives of the General Assembly through working with the Agencies to achieve a collaborative approach to the nurturing of the people of the Church in their witness, worship and service and through assisting the General Assembly to determine strategy for the Church.

28. The Trustees shall have oversight of the work of the Agencies and shall seek to ensure that the use and proposed use by the Agencies of the Charitable Estate is in accordance with the policies, priorities and strategic objectives of the General Assembly and the Financial Strategy of the Trustees.

Administration of the work of the Trustees

29. The Trustees shall appoint one of their number as the Administrative Trustee who shall support the Convener and Vice-Conveners and liaise with the Chief Officer, the General Treasurer and, when necessary, the Principal Clerk, as to the proper conduct of the administration of the Charity. In carrying out this work, the Administrative Trustee shall be assisted by the Solicitor of the Church.

Finance and Stewardship

30. The Trustees shall have overall responsibility for the effective financial management and strategy of the Church.
31. The Trustees shall ensure that Church resources are used wisely and effectively and in accordance with the policies, priorities and strategic objectives of the General Assembly; and in particular, they shall –
- adhere to the policies, priorities and strategic objectives of the General Assembly;
 - adopt, maintain and keep under review a financial strategy;
 - after each General Assembly, review as necessary the appropriate prioritisation of expenditure;
 - maintain, and in consultation with the Church of Scotland Investors Trust subject to a periodic review, an appropriate Investment Policy as regards investments held as part of the Charitable Estate;
 - maintain, and in consultation with the Agencies subject to a periodic review, an appropriate Scheme of Financial Delegation such as that set out in Schedule C below to be followed by the Agencies;
 - maintain, and in consultation with the Agencies subject to a periodic review, an appropriate Scheme of General Delegation;
 - maintain and review an appropriate Procurement Policy to be followed by the Agencies (excepting the Social Care Council);
 - set appropriate standards of financial management for the Agencies and oversee compliance;
 - supervise and assist Presbyteries and congregations in adhering to financial standards required by charity law and by the General Assembly and oversee compliance;
 - oversee the provision of financial management services for the Agencies, and as agreed from time to time for the Statutory Corporations;
 - determine policy in relation to the teaching and promotion of Christian stewardship throughout the Church and ensure adherence and provide support to Presbyteries and congregations in the promotion of stewardship with a view to generating sufficient income to resource the worship, mission, nurture and service of the Church; and
 - make proposals to the General Assembly as to appropriate policy in relation to contributions from congregations to sustain the Church at local, Presbytery and national levels.
32. The Trustees shall maintain budgetary control of the use of the resources of the Charity; and in particular they shall–
- determine for each calendar year, the financial provision (including contingency allowances) to be made available for the work of each Agency and shall ensure that funds are made available to each Agency to meet the provision determined upon;
 - prepare, approve and present annually to the General Assembly an indicative rolling budget and outline financial plan for the following four years and the budget for the current year;
 - prepare, approve and present annually to the General Assembly the audited Annual Report and Financial Statements of the Unincorporated Entities; and
 - ensure the maintenance by Agencies and any other budget holders of proper accounting records including those for financial transactions and payroll matters together with management accounts.
33. The Trustees shall develop and maintain a suitable Reserves Policy.
34. The Trustees shall receive and distribute the income or capital of unrestricted legacies and donations among the Agencies at such times and in such proportions as to the Trustees shall seem appropriate, with power to specify the use to which these funds are to be applied.
35. The Trustees, having supervisory duties in respect of the Church of Scotland Housing and Loan Fund, shall monitor the extent to which that Fund continues to provide a suitable and effective method of achieving the objects of the Fund.
36. The Trustees shall determine annually the stipend rate, having regard to the recommendation of the appropriate Agency; under declaration that any Trustee in receipt of either a salary or stipend from the Church, or married to or the civil partner of such a person shall be excluded from deliberation or voting on that determination.
37. The Trustees shall determine the types and rates of expenses which may be claimed by members serving on Agencies.

Operational oversight and Strategy

38. The Trustees shall employ a Chief Officer to ensure that the determinations of the Trustees are enacted efficiently in order to promote the ministry and mission of the Church, and to ensure the effective management of staff and resources. The duties of the Chief Officer shall include facilitation of the development and enhancement of joint working between and among the Agencies, strategic oversight of the work of the Agencies, and working collaboratively with the Principal Clerk.
39. The Trustees shall arrange with the Chief Officer the institution and maintenance of a Senior Leadership Team to be convened by the Chief Officer on a regular basis in order to ensure that there is oversight of any emerging issues, effective co-ordination of the work of the Agencies of the Church, and collective leadership of the staff body. The constitution and remit of the Senior Leadership Team shall be determined by the Chief Officer after consultation with the Trustees.

40. In seeking to achieve a collaborative approach to the nurturing of the people of the Church, the Trustees shall meet with Agencies and may establish working groups with them to reflect on the best practices to be adopted.
41. In exercising general oversight of the work of the Agencies the Trustees shall appoint liaison Trustees for each Agency (the "Liaison Trustees"). Liaison Trustees shall work collaboratively with their Agency to understand the development of the Agency's work.
42. The Trustees shall oversee the implementation of any broad frameworks as from time to time determined upon by the General Assembly.
43. The Trustees shall make recommendations to the General Assembly on the relative priority of work being undertaken by its various Agencies.
44. The Trustees shall keep under review the central administration of the Church, with particular regard to resolving issues of duplication of resources.
45. The Trustees shall make recommendations to the General Assembly on matters of reorganisation and structural change, including adjustments to the membership and remits of relevant Agencies.

Vision

46. The Trustees shall encourage vision among the members and the Agencies of the Church so as to enable the emergence of ministries to meet the needs of the people of Scotland.
47. The Trustees may establish working groups to facilitate strategic thinking on vision with power to co-opt members.

Staffing, Management and Communications

48. The Trustees shall consult with Agencies on matters of management, resourcing and organisation; and as and when required shall offer guidance to Agencies or issue instructions.
49. The Trustees shall, in consultation with Agencies determine their staffing and resourcing requirements, including inter-Departmental sharing or transfer of staff, in line with priorities approved by the General Assembly and any policies drawn up by the Trustees; it being declared that the term "staff" shall not include those directly employed by the Ministries Council, the Social Care Council and the World Mission Council or by their successor bodies.
50. The Trustees shall consult with the relevant Agencies in their appointment of senior staff. The Trustees, in consultation with all other relevant persons shall nominate individuals to the General Assembly for appointment to the offices of Principal Clerk of the General Assembly, Depute Clerk of the General Assembly and Solicitor of the Church.
51. The Trustees, through the Central Services Committee as a constituent committee of the Trustees, shall act as one of the employing agencies of the Church.
52. The Trustees shall have responsibility for determining the terms and conditions of the staff for which it is the employing agency.
53. The Trustees shall ensure that proper salary provision, terms and conditions are adhered to by all Agencies and that salary scales are kept under review when necessary.
54. The Trustees shall have responsibility for policy matters relating to Data Protection within 117–123 George Street, Edinburgh (the "Church Offices") and with respect to the wider Church.
55. The Trustees shall oversee the delivery of central services to departments within the Church Offices, to Agencies and, where appropriate, to the Statutory Corporations, Presbyteries and Congregations namely –
 - Financial support services;
 - Information Technology (including the provision of support services to Presbytery Clerks);
 - Human Resources;
 - Legal Services (as delivered by the Law Department and subject to such oversight not infringing principles of legal privilege);
 - Safeguarding; and
 - facilities management in relation to the Church Offices.
56. The Trustees shall oversee the development and implementation of any Communication Strategy across the Church.
57. The Trustees shall oversee and manage all media engagement for the Charity arising from major reputational opportunities and risks, working with such Agencies as may be appropriate.
58. The Trustees shall oversee effective communication with members and courts of the Church, encouraging good practice.

Property and contracts

59. The Trustees shall facilitate strategic property planning across the Agencies to ensure that the best use is made of the property portfolio.
60. The Trustees shall consider and decide on proposals from Agencies to purchase heritable property or any other asset valued in excess of £75,000 or take on the tenancy of a lease of any heritable property where (a) the annual rental is in excess of £25,000 or (b) the lease term is in excess of one year. No Agency, except as provided for in paragraph 66 below, shall purchase or lease such property without prior approval from the Trustees.
61. The Trustees shall consider and decide on proposals from Agencies, except as permitted in paragraph 66 below, to sell or otherwise dispose of or grant a lease for a period in excess of five years of any heritable property, or to sell or otherwise dispose of any asset valued above £75,000, held by or on behalf of that Agency. The Trustees shall have power to allocate all or part of the sale or lease proceeds to another Agency or Agencies.

62. The Trustees shall consider and decide on proposals from Agencies to enter into an agreement or contract for receipt of goods or services (with the exception of contracts of employment or those relating to property transactions) with a total actual or potential financial commitment in excess of £75,000. No Agency, except as provided for in paragraph 66 below, shall proceed to enter into such an agreement or contract without prior approval from the Trustees.
63. Title to the Church Offices shall be held by the Church of Scotland General Trustees for behoof of the Trustees.
64. The Trustees shall be responsible for the proper maintenance and insurance of the Church Offices.
65. The Trustees shall be responsible for policy matters relating to Health and Safety within the Church Offices.
66. For the avoidance of doubt, paragraphs 60, 61 and 62 shall not apply to the Church of Scotland General Trustees, the Church of Scotland Housing and Loan Fund and the Church of Scotland Trust, all of which may deal with heritable property and other assets without the approval of the Trustees.

Alteration

67. This Constitution and Remit may be amended only with the approval of the General Assembly or a Commission of Assembly.

Interpretation

68. The terms “Agency” and “Agencies” mean the following bodies being Standing Committees of the General Assembly, namely the Faith Action Programme Leadership Team, the Social Care Council, the Ministries Council and the World Mission Council; and the following Committees: Assembly Business, Chaplains to His Majesty’s Forces, Ecumenical Relations, Legal Questions, Safeguarding and the Theological Forum and the terms “Agency” and “Agencies” shall include any successor bodies to each of the bodies named above.
69. “Fund”, except where used as part of a named Fund other than “Unrestricted Fund” and “Special Fund”, means a financial unit, comprising investments or a sum of money or both, held as a separate component part of the Charitable Estate, and identified by reference to the name of a donor, to a particular use or purpose or to use by an Agency or Agencies.
70. “Trustee” and “Trustees”, for the avoidance of doubt, mean all Trustees, including those participating by virtue of office.

SCHEDULE A

APPOINTMENT OF TRUSTEES

1. When it becomes necessary to appoint a Trustee, the process shall be transparent and competency based and shall be of the following nature:
 - a. The Trustees shall identify the requisite and desirable experience and skills to fill the vacancy. In particular:
 - i. Trustees should possess an understanding of the life and culture of the Church and of Scotland’s contemporary culture and should be committed to developing the vision and mission of the General Assembly; and
 - ii. the expertise of the Trustees must include finance, human resources, management, communications, civil law, strategic planning and theology.
 - b. The vacancy shall be advertised and circulated as the Trustees determine; such circulation to include Presbyteries, Congregations and the Nomination Committee. The advertisement and circulation shall confirm that applicants must be members of the Church and that no employee of the Church (other than Presbytery or congregational employees) and no member of any of the Agencies are eligible for appointment as a trustee.
 - c. All applications shall be sifted by the Trustees according to the required criteria and an appropriate number shall be invited to interview.
 - d. Interviews will be conducted by a panel of the Trustees according to such process of examination of the skills, experience and suitability for trusteeship as the Trustees, guided by the Human Resources Department (who shall nominate a staff team member as a non-voting member of the panel), shall determine.
 - e. The panel shall report to the Trustees, who shall consult with the Nomination Committee as to any comments which the Committee wish to make on the panel’s recommendations for appointment;
 - f. Any appointment shall be made by the Trustees, subject to approval by the General Assembly. In proceeding to determine an appropriate appointment the Trustees shall have regard to the need to seek diversity among the Trustees; and
 - g. Following acceptance of appointment, a new trustee shall be given an appropriate induction into each of the facets of Charity trusteeship. The induction process shall be determined upon by the Trustees after consultation with the Solicitor of the Church.
2. The Chief Officer shall take no part in the process of recruitment or appointment of Trustees.
3. When the term of office of a Trustee has been completed and the Trustee is willing to serve a second term, the Trustees shall renew the appointment without discussion unless the Trustee has failed to participate fully in the work of the Trustees. In the event that a Trustee has failed to participate fully in the work of the Trustees, the Convener of the Trustees shall meet with the Trustee to establish why that failure has occurred and how it might be avoided in the event of reappointment. The Convener shall report to the remaining Trustees after such discussions and the Convener and the remaining Trustees shall decide whether to reappoint the Trustee.

SCHEDULE B

OPERATIONAL WORKING OF THE TRUST

Office Bearers

1. Three months in advance of the anticipated retirement of an Office Bearer, or no later than one month after the occurrence of an unexpected vacancy, the Trustees shall choose a successor from among their own number. In the event that any of the Office Bearer roles cannot be filled from within the Trustees, they shall be permitted to make an appointment to fill the vacancy from outwith their number (in addition to the twelve Trustees provided for in clause 7 of this Constitution and Remit), subject to approval by the General Assembly. In such event, no further Trustee appointments shall be made until the total number of Trustees has once again been reduced to twelve.
2. The term of office as an Office Bearer is three years, which shall be renewable until the end of their term as a Trustee; and such term of office will be counted as part of her or his permissible terms as a Trustee.

Meetings of Trustees

Proceedings

3. The Trustees shall meet on at least seven occasions (an "Ordinary Meeting") in each year.
4. The dates of the Ordinary Meetings for the ensuing calendar year shall be settled by the Trustees no later than 31 October in the year preceding. One of those dates shall be specified as the annual meeting-in-person at which all Trustees are expected to attend in person.
5. Any Trustee may request the Convener to hold an additional meeting (a "Special Meeting") by a request in writing or sent electronically to the Convener and copied to all other Trustees in confidence giving reasons for the request. After taking the views of all Trustees, the decision as to whether to call a Special Meeting shall be at the absolute discretion of the Convener.
6. Notices of every meeting together with an agenda shall be delivered electronically to each Trustee at least five working days prior to the meeting or within such time as the Trustees may determine.
7. Meetings shall be held at times and places convenient for the Trustees.
8. Except in respect of the annual meeting-in-person, attendance at an Ordinary Meeting or at a Special Meeting may be made by way of telephone-conferencing, video-conferencing and other internet- or electronic-based methods of communication.
9. Minutes shall be taken by the Administrative Trustee of topics covered at all meetings, recording reports received, decisions taken and the allocation of any further work required. Copies of approved minutes and of confidential "papers apart" and of all reports and other papers considered at meetings must be retained in a form that continues to allow access throughout the anticipated lifetime of the Charity.
10. A quorum of Trustees shall be seven providing (1) that in the event of vacancy among the Trustees, the quorum shall be reduced by the number of vacancies and (2) that as regards stipend determinations, the quorum shall be four.
11. The Convener shall chair each meeting of the Trustees.
12. In the event that the Convener is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as Chairperson), a Vice-Convener, if present, will act as chairperson failing which the Trustees present must elect, from among themselves, the person who will act as chairperson of that meeting, or until the arrival of the Convener.
13. In the event of the need for a vote, each Trustee has one vote, which must be cast personally, but may be given as part of electronic attendance.
14. All decisions will be made by majority vote.
15. In the event of an equal number of votes for and against any decision, the Convener or the chairperson of the meeting will be entitled to a second, or casting vote.
16. Decisions may be made by email by a majority of the Trustees if the following conditions are met:
 - a. All relevant material to allow a fully-informed decision to be made has been circulated to all of the Trustees along with a cut-off time (which must be reasonable in all the circumstances) for notifications under sub-section (ii) below;
 - b. None of the Trustees has notified the Chief Officer that he or she considers that a board meeting should be held to discuss the matter;
 - c. The Constitution does not require the decision to be made in person; and
 - d. The Solicitor of the Church has not advised that the decision requires to be made in person because of the nature and scope of the subject-matter and/or the potential difficulty in all of the Trustees understanding all aspects of the issue and the information they need to consider in coming to a decision.
17. The Trustees may, at their absolute discretion, allow any person to attend and speak at a meeting notwithstanding that the person is not a Trustee, but on the basis that they must not participate in decision-making. The minute of that meeting must make the status of any such person clear for the avoidance of doubt.
18. A Trustee must not vote at a meeting (or at a meeting of any sub-committee) on any decision which relates to a matter in which they have a private interest or duty which conflicts, or may conflict with the interests of the Charity; the Trustee must withdraw from the meeting while an item of that nature is being dealt with.

19. For the purposes of paragraph 18 above:
 - a. a private interest held by an individual who is connected with the Trustee (such as being husband, wife, partner, child, parent, brother, sister) shall be deemed to be held by that Trustee; and
 - b. a Trustee will be automatically deemed to have a private interest in relation to a particular matter, if a body in relation to which he or she is an employee, director, member of the management committee, charity trustee, officer or elected representative, has an interest in that matter.

Requirements

20. Each meeting shall be constituted with prayer.
21. At the commencement of each meeting each Trustee shall be asked to declare whether he or she has any conflict of interest in any item of business.
22. In the event of a conflict being declared the remaining Trustees shall determine the course of action to be adopted, in accordance with their Conflict of Interest Policy.
23. They shall determine whether, in the whole circumstances, it is preferable for the Trustee to withdraw from the discussion and decision, or whether the Trustee may speak but not vote on the matter. In the event that a withdrawal is considered preferable but would render the meeting no longer quorate, and the item of business is urgent the Trustees shall remit the business to a special meeting.
24. Whichever course is adopted, the minutes should record:
 - which Trustee was affected;
 - when the conflict was identified and declared;
 - what was discussed about it and decided and why that step was considered to be in the best interests of the Charity;
 - whether the Trustee withdrew; and
 - if the Trustee was not required to withdraw, precisely what was his or her participation.
25. At each meeting of the Trustees they shall consider a financial statement of assets, income and expenditure of the whole Charitable Estate up to date as at no more than six weeks prior to the date of the meeting.

Specific Powers

26. Emoluments: in the event of an Office Bearer being a parish minister the Trustees may make an appropriate payment to the relevant congregational treasurer to provide additional ministerial support.
27. Expenses: Trustees will be reimbursed expenses properly incurred in carrying out their duties as Trustees.

SCHEDULE C

DRAFT SCHEME OF FINANCIAL DELEGATION

Introduction

1. The Church of Scotland is recognised as a Designated Religious Charity (the "Charity"), Scottish Charity No. SC011353. The assets of the Charity are those held for the Unincorporated Entities of the Church.
2. The Assembly Trustees (the "Trustees") have been appointed by the General Assembly (the "Assembly") to act as the Charity Trustees of the Charity and, as such Trustees, to have general control and management of the assets of the Charity.
3. This Scheme describes the limits and extent of financial decision-making authority delegated by the Trustees. A clear scheme of delegation of authority is fundamental to good governance.
4. The Scheme includes a template for departmental schemes of delegation. Each Agency is required to put in place a robust scheme of delegation, to review it from time to time and to ensure that staff are aware of the scheme and adhere to it.
5. The Governance Group of the Trustees is responsible for overseeing the operation of this Scheme and will involve other bodies, including the Audit Committee, as appropriate. The General Treasurer is the senior staff member responsible for the scheme, reporting to the Governance Group and to the Trustees.
6. Assistance and advice on the Scheme may be obtained from the General Treasurer.

Delegated Powers

7. The Assembly has created a number of Agencies which hold delegated powers from the Assembly. The powers are set out in remits for each body, as agreed and amended from time to time by the Assembly. The remits establish the ambit of decision-making powers for each body.
8. Budget arrangements for the financial consequences of decisions and actions taken by Agencies are approved for each financial year by the Trustees.
9. Any decisions or actions taken by Agencies and staff must be contained within the items of work for which budget approval has been given for the relevant financial year. The associated financial consequences of any decisions or actions taken by Agencies and staff must be contained within the approved budget provisions for those items for the relevant financial year.
10. Proposed plans which might incur unbudgeted costs for items of work for which budget approval has been given for the relevant financial year or which would involve items of work for which budget approval has not been given for the relevant financial year must be referred to the Trustees and their General Treasurer for decision.

Authorised Persons

11. Agencies shall, in consultation with the General Treasurer, prepare individual schemes of delegation as to the level of authority in financial matters to be granted to individual office holders. Such schemes shall make provision for that authority to be exercised by the holder of another nominated office during periods of leave or illness, or where the post is vacant. Such schemes must be approved by the Trustees.

Accountability

12. Agencies and staff tasked with delegated authority under the Scheme shall be accountable for their decisions and actions to appropriate governance bodies including the Audit Committee. The Governance Group, on behalf of the Trustees, has the power to invite representatives of Agencies and senior staff, to justify decisions and actions taken under the Scheme and to report on issues to the Trustees.
13. It must be made clear by a delegating Agency to all office holders to whom departmental financial authorisation is being given or upon whom departmental authorisation may fall in the event of leave or illness of an office holder or in the event of a vacancy, that they are accountable for their financial decisions and actions to appropriate governance bodies including the Audit Committee.

SCHEDULE D

TRUSTEES' GOVERNANCE GROUP

1. The Governance Group ("the Group") shall comprise a minimum of four and a maximum of five members of the Trustees, one of whom shall be a Vice-Convener of the Trustees and one the Administrative Trustee, with in addition the Convener of the Trustees able to attend *ex officio*. A quorum shall be two members. The Convener of the Group will be appointed by the Trustees and not be one of the three office bearers. The Chief Officer, Principal Clerk, General Treasurer, Solicitor of the Church and the Head of Analysis and Programme Development shall attend meetings of the Group. The Convener of the Audit Committee will be entitled to attend on any matter which that Committee believes to be of sufficient importance.
2. The Group shall meet on at least four occasions a year. It will have no decision-making powers unless provided for in this Constitution and Remit or specifically authorised by the Trustees.
3. The Group shall seek to ensure that the Trustees fulfil their legal and functional responsibilities in all respects. It shall advise and assist the Trustees in the exercise of the supervisory function of the component elements of the Church as required by the Church's Designated Religious Charity status, and shall oversee compliance by Standing Committees, Congregations and Presbyteries in the proper discharge of their duties and responsibilities under charity and accounting legislation and General Assembly Acts and Regulations.
4. The Group shall:
 - a. maintain a Code of Conduct for all Agencies of the Church as defined in clause 70 of the Constitution and Remit and supervise compliance with that Code by all members of such Agencies;
 - b. maintain a Code of Conduct for the Trustees, adhere to it and supervise compliance with that Code by all Trustees;
 - c. maintain, and in consultation with the Agencies subject to a periodic review, an appropriate Scheme of Financial Delegation such as that set out in Schedule C of the Constitution and Remit to be followed by the Agencies;
 - d. maintain, and in consultation with the Agencies subject to a periodic review, an appropriate Scheme of General Delegation;
 - e. ensure that all necessary policies are in place and regularly reviewed.
5. The Group shall receive regular reports from the Audit Committee and the Audit Committee should in turn receive copies of the Minutes from the Governance Group. The Governance Group remit shall be considered annually by the Audit Committee.
6. The Group will keep under review the adequacy and effectiveness of risk management arrangements of the Unincorporated Entities. The Group shall consider the scope and effectiveness of the systems established by the Chief Officer to identify, assess, manage and monitor risk. This shall include periodic review of the principal risk register and, where applicable, the Chief Officer's assessments and reports on the effectiveness of the systems for risk management
7. The Group shall advise and assist the Trustees on the governance aspects of management, resourcing, organisation and administration and shall undertake such other functions as may from time to time be delegated to or referred to it by the Trustees.
8. The Group shall seek to ensure that there are effective induction and mentoring processes for new Trustees and that they have the necessary knowledge to be able to discharge their responsibilities. In particular, the Group shall provide a process so that –
 - a. each Trustee is aware of the terms of the Constitution;
 - b. each Trustee is aware of the deliverances from the most recent General Assembly;
 - c. each Trustee is aware of her or his role as an Assembly Trustee within the broader context of all of the component elements of the Church of Scotland;
 - d. each Trustee is aware of the need to act with independence of mind and with probity;
 - e. the effective working of the Trustees is enabled through the body of Trustees having appropriate skills, experience and diversity;
 - f. the Trustees exercise the controls necessary to ensure that the strategic priorities, policies and decisions of the General Assembly are implemented effectively and efficiently and establish appropriate checks on management, financial control mechanisms and risk appraisal; and

- g. the Trustees and the Agencies are open and accountable in their actions, enabling good communication among themselves and with staff, with others working within the Church, with members of the Church and with those with whom the Trustees and the Agencies engage.
9. The Group shall establish, maintain and keep under review an appraisal system for the Trustees which is in accordance with current good governance practice.

Complaints

- 10.1 Upon a report of a possible material breach of duty by a Trustee or by a member of another Agency, the Group will appoint a panel of three of their number (the “panel”) to deal with the complaint. Unless the panel decides that the complaint is vexatious, frivolous or without merit (namely that even if the complaint were proved it would not constitute a breach of the Code of Conduct) the panel will investigate the complaint. The individual who is the subject of such an investigation will be informed of the complaint and will be interviewed to ascertain the facts and is required to give the investigators his/her fullest co-operation. The complaint and investigation will be handled in confidence as far as is practicable.
- 10.2 In the event that the panel consider that there has been a breach of the Code justifying action being taken, it will refer the matter to the Governance Group for determination as to how the matter should be disposed of.
- 10.3 The Group shall establish a procedure for dealing with complaints, such procedure to be approved by the Trustees and varied from time to time as agreed by the Trustees.

SCHEDULE E

ISRAEL PALESTINE COMMITTEE REMIT

1. The Committee shall have delegated authority from the Assembly Trustees for:-
 - a. Oversight of the Church’s work and relationships in Israel and Palestine;
 - b. Management, maintenance and oversight of the Church’s establishments in Israel (“the Establishments”), which are:
 - The Scots Hotel, Tiberias
 - St Andrew’s House Hotel, Jerusalem
 - Tabeetha School, Jaffa
 - St Andrew’s Memorial Church, Jerusalem
 - St Andrew’s Church, Tiberias
 - c. Management, maintenance and oversight of land owned by the Church in Safed (currently leased to the Israeli Ministry of Health) and a cemetery in Tiberias. This shall be recorded in a formal Scheme of Delegation to be put in place by the Assembly Trustees.
2. The Assembly Trustees shall maintain budgetary control of the use of the resources allocated to the work of the Committee.
3. The Committee shall appoint Board members to St Andrew’s Galilee Ltd, St Andrew’s Scottish Centre Ltd and Tabeetha School, Jaffa. With reference to St Andrew’s Galilee Ltd and St Andrew’s Scottish Centre Ltd, the Church of Scotland Trust as sole shareholder, will approve these appointments. The Board of Directors of St Andrew’s Galilee Ltd, the Board of Directors of St Andrew’s Scottish Centre Ltd and the Board of Governors of Tabeetha School shall each report to the Committee.
4. The Boards of Directors and Board of Governors shall be responsible for the day to day oversight of the Establishments. This remit shall include:
 - a. developing strategies for the work of the Establishments within the overall strategies set by the General Assembly and enacted by the Assembly Trustees, and recommending proposals to the Committee for approval;
 - b. ensuring that robust best practice management systems and procedures for the Establishments are in place and followed;
 - c. ensuring that all necessary financial controls and protocols are in place and adhered to, including the preparation of budgets, investment plans, and expenditure authorisations;
 - d. appointing and managing locally based staff in senior management positions within the Establishments;
 - e. ensuring risk registers are updated regularly;
 - f. developing investment and maintenance plans;
 - g. liaising with all relevant stakeholders, including the Church of Scotland Trust;
 - h. ensuring compliance with General Assembly policy in respect of the Church’s work within the Establishments;
 - i. ensuring effective communication and reporting processes to the Assembly Trustees are in place and adhered to.
5. The Committee shall be responsible, under the authority of the Assembly Trustees, for implementing policies and strategies agreed by the General Assembly in respect of the Church’s wider engagement in Israel and Palestine. In doing so it shall work closely with the Principal Clerk and the Ecumenical Officer.
6. In the event of major capital investment in any property or land owned by the Church in Israel being proposed by the Committee and approved by the Assembly Trustees, the Committee shall manage the project, reporting regularly to the Assembly Trustees, who shall retain overall responsibility for the project. The Assembly Trustees shall appoint a supervisory group with suitable skills and expertise, including representative(s) of the Church of Scotland Trust, with a view to ensuring that any such project is completed on time and within budget.

Management

7. The Resource and Presence Manager shall be responsible for the line management of the Principal of Tabeetha School and the General Managers of the Scots Hotel, Tiberias and the St Andrew's House Hotel, Jerusalem.
8. The Resource and Presence Manager shall also be responsible for the line management of the ministers of St Andrew's Memorial Church, Jerusalem and St Andrew's Church, Tiberias.
9. The Resource and Presence Manager shall report to the Chief Officer.
10. The Convener of the Assembly Trustees shall be responsible for ensuring that all requirements of this remit are implemented.

Membership

11. The Committee shall comprise:
 - a Convener (who shall be a member of the Assembly Trustees)
 - a Vice-Convener (who shall be the Convener of the FAPLT Resource and Presence Programme Group ex officio) to deputise for the Convener when unavailable
 - three members
 - the Chair of the Board of Directors of St Andrew's Galilee Ltd, the Chair of the Board of Directors of St Andrew's Scottish Centre Ltd, and the Chair of the Board of Governors of Tabeetha School, who shall each serve as non-voting members of the Committee
12. The Convener and Vice-Convener shall serve for three years each (non-renewable) save that the first Vice-Convener shall serve for two years. Subsequent to those first appointed, Conveners and Vice-Conveners may be appointed from existing members and shall conclude service at the conclusion of their term as Convener or Vice-Convener.
13. Voting members shall serve for three years, renewable for one further term on special cause shown. Trustee members shall serve during their appointed term as an Assembly Trustee.
14. At least two members of the Committee (including the Convener) shall be members of the Assembly Trustees. Other voting members shall be appointed by the Assembly Trustees, working in collaboration with FAPLT and the Nomination Committee.
15. The Committee shall also have the power, subject to the prior written approval of the Assembly Trustees, to co-opt other individuals onto its membership for specific and time limited tasks. Any such individuals shall be non-voting members of the Committee.
16. In view of the range and complexities of the work, the Committee shall have the power to commission such professional advice as is appropriate and necessary in order to enable it to fulfil its remit.
17. The Committee shall be serviced by the Resource and Presence Manager and the designated Finance Manager. The Chief Officer shall attend meetings of the Committee.

Meetings

18. The Committee shall meet at least quarterly and has discretion to decide on the format, duration and agenda of its meetings. Additional meetings may be called to address urgent issues. All meetings shall be minuted and the minutes shall be circulated to the next meeting of the Assembly Trustees after the relevant meeting of the Committee.

Quorum

19. The quorum shall be three members. The Convener shall have a casting vote.

Reporting and approvals

20. The Committee is accountable to the Assembly Trustees and shall report, through its Convener, to the Assembly Trustees on its activities. Following each meeting of the Committee, a report shall be made to the Assembly Trustees and at each meeting of the Assembly Trustees an update on any material developments will be provided. At least once a year the Convener shall present a full report on the work of the Committee to a meeting of the Assembly Trustees.
21. All approvals which require to be given by the Assembly Trustees in terms of the Scheme of Delegation shall be timeously sought and accompanied by full details of all relevant matters to enable informed decisions to be taken.