

*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 and again 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.*

## Appendix 1

### 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”.
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. By Deliverance of the General Assembly made on 17 May 2004, the Council of Assembly (the “Council”) was established, with effect from 1 June 2004, as such a standing committee of the General Assembly, to which it is directly accountable and to which it is required to report annually.
3. Following upon the coming into force of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10) (the “2005 Act”) the Church is recognised as a Designated Religious Charity, Scottish Charity No. SC011353. By Deliverance of the General Assembly those members of the Council appointed by the General Assembly together with those members of the Council holding office as Conveners of the six major Councils of the Church (the “Conveners”) were appointed to act as the Charity Trustees and, as such Trustees, to have general control and management of the assets of the unincorporated Councils and Committees of the Church (the “Unincorporated Entities”).
4. The assets of the Charity are those held for the Unincorporated Entities and include the assets of the Church of Scotland Housing and Loan Fund for Retired Ministers and Widows and Widowers of Ministers. 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”). Church assets are also held locally by individual trustees on behalf of Congregations or by Presbytery trustees on behalf of Presbyteries.
5. In practice it has been found that (a) because much of the remit of the Council involves acting in an executive capacity as regards the day-to-day management of the work of Councils and committees, it is impractical for a body of volunteer trustees to accomplish such work without dedicated executive support (with the result that what should be the principal role of exercising oversight and coordination of activities suffers) and (b) the inclusion as Charity Trustees of the Conveners (as members of the Council) have not been conducive to good governance and management of the Charity’s assets.
6. This deed therefore makes new provision as to the constitution, powers and duties of the Assembly Trustees, reconfirms the 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 General Assembly's standing committees is to be carried out under the aegis of the Assembly Trustees and as part of the remit to them.

## Trustees

7. As from the date of their appointment by the General Assembly the first Assembly Trustees (the "Trustees") shall be *[here take in the names of those individuals first appointed by General Assembly 2019]*, those names, with biographical details, having been provided by the Selection Committee to the Commissioners to the General Assembly 2019 twenty four hours prior to the Assembly's vote on appointment. *[name]* shall be the first Convener. *[name]* shall be the first Vice Convener. *[name]* shall be the first Administrative Trustee.
8. 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.
9. Trustees shall hold office for a term of three years, renewable for one further term only, whether consecutive or not; provided that, as regards the Trustees first appointed, one third in number shall serve for a term of one year only, non-renewable for a consecutive term, one third in number shall serve for a term of two years only, non-renewable for a consecutive term, and one third in number shall serve for a term of three years only, non-renewable for a consecutive term. The Trustees first appointed shall be eligible to serve a second term, non-renewable, after an interval of three years.
10. 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 a policy such as that set out in Schedule A below. There shall be twelve appointed Trustees except in time of vacancy. In addition to appointed Trustees, the Convener of the Business Committee of the General Assembly shall be a Trustee by virtue of office. The Church of Scotland General Trustees shall 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 three years.
11. Up to one half of the Trustees may be ministers and deacons of the Church. No employee of the Church and no member of any Agency will be eligible for appointment as a trustee.
12. There shall be a Governance Group as provided for in Schedule B below.
13. There shall be a Convener, Vice Convener and Administrative Trustee, chosen as provided for in Schedule C below.
14. 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; or
  - c. He or she is removed from office following the procedure set out in paragraph 15 and Schedule B below.
15. If it appears to the Convener, Vice Convener or 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, without naming the Trustee, with a request that the Governance Group take such steps as are appropriate within the provisions of Schedule B below. Upon such an

occurrence, the Trustee in question shall have the rights and obligations set out in that Schedule in addition to all other rights and obligations at law.

16. 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.

### **Charitable Purposes**

17. In accordance with the Declaratory Articles and Act of Assembly V of 2010, 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:
- 1) to offer Christian worship, fellowship, instruction, mission and service;
  - 2) to bring the ordinances of religion to the people in every parish of Scotland through a territorial ministry;
  - 3) to labour for the advancement of the Kingdom of God throughout the world.
18. 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.
19. 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*

20. 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 C 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.
21. 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.

22. 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.
23. The Trustees shall approve the reports to the General Assembly of all Agencies prior to submission; and shall ensure that such reports are submitted in draft to the Senior Management Team no later than four weeks prior to any printing deadline required for submission to the General Assembly. 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.
24. The Trustees shall attend the sittings of the General Assembly in accordance with such arrangements as are put in place through the Business Committee of the General Assembly.

#### *Powers*

25. 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.
26. In particular, the Trustees shall have all powers necessary to put into effect the matters hereinafter specified and set out in Schedules A, B, C and D below.
27. At a meeting of the Trustees at which the appropriate quorum (as set out in Schedule C below) is present, those Trustees present may exercise all powers exercisable by the Trustees.

#### *Duties*

28. 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.
29. Upon the appointment of the Trustees first appointed –
  - a. the Trustees shall, as soon as practicable after appointment, consult with the respective Conveners of the Church and Society, Ministries, Mission and Discipleship, and World Mission Groups as to the most effective and efficient manner in which the work of the Ministries Group and that of the Mission and Discipleship Group, and the work of the World Mission Group and that of the Church and Society Group are to be carried out in two new groupings;
  - b. the Trustees shall as soon as practicable after such consultation, require the Conveners of the Ministries, Mission and Discipleship Groups and, separately, the World Mission and Church and Society Groups to report to the Trustees within two months with proposals from each combined Group as to:
    - i. a proposed name for their combined Group;
    - ii. an appraisal of those parts of the work of their former Councils which should be carried out by Presbyteries, those parts which should be carried out by the combined Group and any parts which it is no longer necessary to carry out;
    - iii. a proposed remit for their combined Group;
    - iv. a reasoned proposal for the number of members for their combined Group; and

- v. a reasoned proposal as to which areas of work of the combined Groups might most conveniently be carried out through special task groups or working parties;
- c. the Trustees shall, within one month of receipt of those proposals and after such further consultation as the Trustees deem appropriate, determine upon the appropriate name, division of work, remit and number of members of each combined Group; and
- d. the Trustees shall, within one month of such determinations, issue appropriate guidelines to the combined Groups as to the manner in which the combined Groups are authorised to carry out work through special task groups or working parties and the parameters which are to be applied to such an approach.

#### *Administration of the work of the Trustees*

30. The Trustees shall appoint one of their number as the Administrative Trustee to carry out the work set out in Schedule E below, or otherwise as the Trustees shall determine, and to 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*

31. The Trustees shall oversee the work of the General Treasurer in contributing to the fulfilling of the work of the Church by maintaining a strategic overview in the delivery of finance, accounting and support services, in being responsible to the Trustees for budgetary control, in co-ordinating an appropriate approach to financial services which are of a strategic nature, in carrying out the work of day-to-day oversight of the provision of an effective treasury function and in overseeing the support of human resources, IT and communications.
32. 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 –
- a. adhere to the policies, priorities and strategic objectives of the General Assembly;
  - b. adopt, maintain and keep under review a Financial Strategy;
  - c. after each General Assembly, review as necessary whether potential expenditure should be categorised for the purpose of identifying prioritisation of expenditure;
  - d. after each General Assembly, review as necessary the appropriate prioritisation of expenditure;
  - e. maintain and, after each General Assembly, review as necessary a set of Budget Principles to be applied in determinations in accordance with the provisions of Schedule D;
  - f. 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;
  - g. 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 F below to be followed by the Agencies;
  - h. maintain, and in consultation with the Agencies subject to a periodic review, an appropriate Scheme of General Delegation;
  - i. maintain, and in consultation with the finance committees of the Agencies subject to periodic review, an appropriate Procurement Policy to be followed by the Agencies;
  - j. set appropriate standards of financial management for the Agencies and to oversee compliance;
  - k. supervise and assist Presbyteries and congregations in adhering to financial standards required by charity law and by the General Assembly and to oversee compliance;

- l. oversee the provision of financial management services for the Agencies, and as agreed from time to time for the Statutory Corporations;
  - m. determine policy in relation to the teaching and promotion of Christian stewardship throughout the Church and to ensure adherence; and, in particular they shall –
    - i. 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
    - ii. make proposals to the General Assembly as to appropriate policy in relation to Ministries and Mission Contributions from congregations, and, subject to Regulations to be approved by the General Assembly, to determine with Presbyteries the Ministries and Mission Contributions required annually from congregations.
33. The Trustees shall maintain budgetary control of the use of the resources of the Charity; and in particular they shall –
- a. determine in accordance with the provisions of Schedule D, 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;
  - b. 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;
  - c. prepare, approve and present annually to the General Assembly the audited Annual Report and Financial Statements of the Unincorporated Entities; and
  - d. 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.
34. [Deleted by General Assembly 2023].
35. [Deleted by General Assembly 2023].
36. [Deleted by General Assembly 2023].
37. The Trustees shall develop and maintain a Reserves Policy; and, in particular, they shall make special provision for the funding of Funds such as the Go For It Fund and of any Growth Fund approved by the General Assembly. The Trustees shall maintain oversight of the work of such Funds to ensure that the Charitable Estate is deployed in accordance with the Charitable Purposes set out above.
38. 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.
39. The Trustees shall have regard to the conclusions of the 2018-2019 review of Funds which seeks to identify whether Funds are subject to restrictions as to the uses to which such Funds may be put and, if so, as to the proper interpretation of such restrictions. As regards Funds in respect of which there is no such restriction (“Unrestricted Funds”), the Trustees, if they consider it to be appropriate for the work of the Church, may, following upon consultation with the Agency or Agencies affected, reallocate such portion as they determine appropriate of any Unrestricted Funds for the time being held on behalf of any of the Agencies, to the work of another Agency or Agencies with power to specify the use to which the same are to be applied. The Trustees shall carry out subsequent reviews at intervals of five years with the aim of ensuring that Funds are allocated in accordance with the agreed priorities of the General Assembly.

40. The Trustees shall maintain a register of Funds held by them in respect of which the terms of the donation indicate a restriction as to the uses to which such Funds may be put (“Special Funds”) together with a statement of the terms of the restriction. They shall monitor whether the nature of the restriction continues to provide a suitable and effective method of achieving the objects of the Fund. If, in the opinion of the Trustees, having taken appropriate advice, the nature of the restriction does not provide a suitable and effective method of achieving the objects of the Fund, they shall seek to have the restriction removed.
41. The Trustees, as confirmed in the Constitution of the Church of Scotland Housing and Loan Fund for Retired Ministers and Widows and Widowers of Ministers, having supervisory duties in respect of that Fund, shall monitor the extent to which that Fund continues to provide a suitable and effective method of achieving the objects of the Fund. In the event that the Trustees conclude, in consultation with the trustees of that Fund, that the purposes of that Fund provide a use for only part of its assets, the Trustees, together with the Fund’s trustees, shall recommend to the General Assembly that they apply to the Charity Regulator for a reorganisation scheme in order that such part of the Fund’s assets as may be deemed appropriate may be applied to better effect for charitable purposes consistently with the Charitable Purposes set out in paragraphs 17 and 18 above; and in the event of approval being given by the General Assembly, the Trustees shall make such application.
42. 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 Parish Ministries Fund, or married to or the civil partner of such a person shall be excluded from deliberation or voting on that determination.
43. The Trustees shall determine the types and rates of expenses which may be claimed by members serving on Agencies.

#### *Operational oversight and Strategy*

44. 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 administration of the work of the Agencies, and working collaboratively with the Principal Clerk.
45. The Trustees shall arrange with the Chief Officer the institution and maintenance of a Senior Management 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 Management Team shall be determined by the Chief Officer after consultation with the Trustees.
46. 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.
47. 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.
48. The Trustees shall oversee the implementation of any broad frameworks as from time to time determined upon by the General Assembly.
49. The Trustees shall make recommendations to the General Assembly on the relative priority of work being undertaken by its various Agencies.

50. The Trustees shall keep under review the central administration of the Church, with particular regard to resolving issues of duplication of resources.
51. 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*

52. 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.
53. The Trustees may establish working groups to facilitate strategic thinking on vision with power to co-opt members.

#### *Staffing, Management and Communications*

54. 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.
55. 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.
56. The Trustees shall consult with the relevant Agencies in their appointment of senior staff. The Trustees, after appropriate consultation, shall appoint the Ecumenical Officer, Interfaith Officer, the Head of Stewardship, the Head of Communications and the Head of Human Resources. 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, General Treasurer and Solicitor of the Church.
57. 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 in respect of corporate service staff.
58. The Trustees shall have responsibility for determining the terms and conditions of the staff for which it is the employing agency.
59. 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.
60. 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 Agencies based elsewhere.
61. 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 -
  - (i) Those facilities directly managed by the Facilities Manager;
  - (ii) Information Technology (including the provision of support services to Presbytery Clerks);
  - (iii) Human Resources;
  - (iv) Legal Services (as delivered by the Law Department and subject to such oversight not infringing principles of legal privilege);
  - (v) Property Services.
62. The Trustees shall oversee the development and implementation of any Communication Strategy across the Church.



63. 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.
64. The Trustees shall oversee effective communication with members and courts of the Church, encouraging good practice.

#### *Property and contracts*

65. The Trustees shall facilitate strategic property planning across the Agencies to ensure that the best use is made of the property portfolio.
66. 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 72 below, shall purchase or lease such property without prior approval from the Trustees.
67. The Trustees shall consider and decide on proposals from Agencies, except as permitted in paragraph 72 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.
68. 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 72 below, shall proceed to enter into such an agreement or contract without prior approval from the Trustees.
69. Title to the Church Offices shall be held by the Church of Scotland General Trustees for behoof of the Trustees.
70. The Trustees shall be responsible for the proper maintenance and insurance of the Church Offices.
71. The Trustees shall be responsible for policy matters relating to Health and Safety within the Church Offices.
72. For the avoidance of doubt, paragraphs 66, 67 and 68 shall not apply to the Church of Scotland General Trustees, the Church of Scotland Housing and Loan Fund for Retired Ministers and Widows and Widowers of Ministers and the Church of Scotland Trust, all of which may deal with heritable property and other assets without the approval of the Trustees.

#### *Alteration*

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

#### *Interpretation*

74. The terms “Agency” and “Agencies” mean the following bodies being Standing Committees of the General Assembly, namely:

1. the following Groups: Church and Society, Ministries, Mission and Discipleship, Social Care, World Mission; and
2. the following Committees: Assembly Arrangements, Chaplains to Her Majesty’s Forces, Ecumenical Relations, Legal Questions, Panel on Review and Reform, Safeguarding, Theological Forum, and Interfaith Programs.

and the terms “Agency” and “Agencies” shall include any successor bodies to each of the bodies named above.

75. "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.
76. "Go For It Fund" means the Fund established in 2012 as part of the Ministries Council of the Church.
77. "Growth Fund" means any Fund established by the General Assembly to be set apart for community and parish development.
78. "Trustee" and "Trustees", for the avoidance of doubt, mean all Trustees, including those participating by virtue of office.

## **SCHEDULE A**

### **POSSIBLE SCHEME FOR 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 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 Head of Human Resources (who shall attend 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**

### **TRUSTEES' GOVERNANCE GROUP**

1. A Governance Group ("the Group") comprises a minimum of four and a maximum of five members of the Trustees, one of whom is the 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 will be two members. The Convener of the Group will be appointed by the Trustees and not be one of the three office bearers.
2. The Group shall establish, maintain and keep under review all necessary Codes of Conduct.
3. In establishing a Code of Conduct for Trustees (the "Code"), the Group shall have regard, in the first instance, to the Code of Conduct for the Voting Members of the Council of Assembly as Charity Trustees.
4. The Group shall ensure –
  - a. that each Trustee is aware of the terms of this Constitution;
  - b. that each Trustee is aware of the deliverances from the most recent General Assembly;
  - c. that each Trustee is aware of her or his role as an Assembly Trustee;
  - d. that each Trustee is aware of the need to act with independence of mind and with probity;
  - e. that the delivery of the work of the Charity and the Agencies is founded upon good operational and financial plans;
  - f. that the effective working of the Trustees is enabled through the body of Trustees having appropriate skills, experience and diversity;
  - g. that the Trustees exercise the controls necessary to ensure that the strategic priorities, policies and decisions of the Assembly are implemented effectively and efficiently and establish appropriate checks on management, financial control mechanisms and risk appraisal; and
  - h. that 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.
5. Upon a report from the Administrative Trustee of a possible material breach of duty by a Trustee, 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) the panel will investigate the complaint. The Trustee who is the subject of such an investigation will be informed of the complaint and will be interviewed to ascertain the facts. The Trustee 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. Unless there are exceptional circumstances, the investigation will be completed within 56 days.
  - a. 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. Both the panel and the Trustee shall be entitled to attend and make representations to the Group (the Trustee having the right to speak last) both in relation to whether a breach has occurred and, if it has, the appropriate action to be taken.

The Group shall determine the procedure to be followed. Evidence shall not be led from witnesses except where the Group deems this necessary.

- b. The Group action thereafter may include:
    - i. reprimand, which shall be an expression of disapproval of particular behaviour with counsel regarding future conduct;
    - ii. removal of the Trustee from a sub-committee or group, either temporarily or permanently;
    - iii. suspension from Charity Trusteeship either for a fixed period or until the next meeting of the General Assembly with a recommendation to that Assembly that the trustee be removed from membership of the Charity Trustees;
    - iv. referral of the matter to the relevant Presbytery where the conduct found established could constitute a disciplinary offence in terms of General Assembly Discipline Legislation.
  - c. A Trustee who is subject to such action will have the right of appeal to the Trustees on the following grounds:
    - i. an error in law
    - ii. irregularity of process, including breach of the principles of natural justice
    - iii. decision influenced by incorrect material fact; and
    - iv. the severity of any sanction imposed.
  - d. The Trustees will determine how to handle any such appeal. Members of the Group will take no part in determining the appeal.
  - e. If the Trustee whose conduct is the subject of a complaint under these provisions is a member of the Group, he or she shall immediately withdraw from active membership of the Group until the matter is resolved. If it appears that the independence of the Group may be compromised, the Trustees may appoint other members to act for the time being in place of the Group.
  - f. If the Trustee whose conduct is the subject of a complaint under these provisions is the Convener of the Trustees, he or she will immediately withdraw from active membership of the Trustees until the matter is resolved. The Vice Convener of the Trustees, with the Group, will assume responsibility for the handling of the complaint.
6. Advice and guidance in relation to the processes set out within these provisions will be provided by the Solicitor of the Church.
  7. The Group shall establish, maintain and keep under review an appraisal system for the Trustees which is in accordance with current good governance practice. The system should be developed through consideration with a governance consultant external to the Church.
  8. In developing an appraisal system, the Group will have regard to the following possible elements –
    - a. that the Trustees should, at least every two years, set aside time to reflect on their own performance and functioning as a team, identify areas for improvement and make necessary changes;
    - b. that, in the event of determining upon a system of individual appraisal, such a process should –
      - i. be facilitated by a governance consultant external to the Church;
      - ii. be forward-looking and focused on learning and improvement;
      - iii. be sensitive to Trustees' volunteer status and proportionate in terms of demands on Trustees' time;

- iv. provide an opportunity to reflect on individual responsibilities and performance as well as those of the Trustees as a whole;
- v. encourage suggestions for improvement and development;
- vi. permit the Chief Officer and the Senior Management Team to offer their views;
- c. that any system should provide for written conclusions and targets to be drawn up –
  - i. as regards the Trustees as a whole, by the facilitator and the Trustees, for further discussion and implementation by the Trustees; and
  - ii. as regards any individual appraisals, by the facilitator and the Trustee, for personal development by the Trustee; and
- d. that the Trustees should reflect on the outcomes of such appraisals as a guide to the improvement of their Trustee training programmes, and in guiding their approach to Trustee renewal and recruitment.

## **SCHEDULE B.B**

### **THE ASSEMBLY TRUSTEES OF THE CHURCH OF SCOTLAND, (the Unincorporated Entities), SCOTTISH CHARITY NO SC011353 REMIT of the GOVERNANCE GROUP**

1. The Governance Group (“the Group”) has been established by the Assembly Trustees (the “Trustees”) under and by virtue of Schedule B of the Constitution and Remit of the Trustees as approved by the General Assembly 2019 (“the Constitution”).
2. The Group comprises a minimum of four and a maximum of five members of the Trustees, one of whom is the 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 will 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 will 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.
3. The Group shall meet on at least four occasions a year. It will have no decision-making powers unless provided for in Schedule B of the Constitution and Remit or specifically authorised by the Trustees.
4. The Group shall 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 Forums, Committees, Congregations and Presbyteries in the proper discharge of their duties and responsibilities under charity and accounting legislation and General Assembly Acts and Regulations.
5. The Group shall assist the Trustees in their duties to:
  - a. maintain a Code of Conduct for all Agencies of the Church as defined in clause 74 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 F 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.
6. 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.
  7. 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
  8. 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.
  9. The Group shall 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 ensure –
    - a. that each Trustee is aware of the terms of the Constitution;
    - b. that each Trustee is aware of the deliverance from the most recent General Assembly;
    - c. that 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. that each Trustee is aware of the need to act with independence of mind and with probity;
    - e. that the effective working of the Trustees is enabled through the body of Trustees having appropriate skills, experience and diversity;
    - f. that 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. that 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.
  10. The Group shall establish, maintain and keep under review an appraisal system for the Trustees which is in accordance with current good governance practice, as provided for in Schedule B of the Constitution and Remit.
  11. The Group shall exercise the functions provided for in Schedule B of the Constitution and Remit in respect of complaints regarding possible material breaches of duty by Trustees.

## **SCHEDULE C**

### **OPERATIONAL WORKING OF THE TRUST**

#### **Office Bearers**

1. The first Convener shall be....., whose term of office as a Trustee shall be non-renewable and shall expire on.....
2. The first Vice Convener shall be....., whose term of office as a Trustee shall be non-renewable and shall expire on.....

3. The first Administrative Trustee shall be....., whose term of office as a Trustee shall be non-renewable and shall expire on.....
4. 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.
5. Save as provided in respect of the first Office Bearers, the term of office as an Office Bearer is three years, non-renewable; and that term will be counted as part of her or his permissible terms as a Trustee.

## **Meetings of Trustees**

### *Proceedings*

6. The Trustees shall meet on at least seven occasions (an “Ordinary Meeting”) in each year.
7. 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.
8. 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.
9. Notices of every meeting together with an agenda shall be delivered electronically, or delivered by hand, or sent by post to each Trustee at least ten days prior to the meeting or within such time as the Trustees may determine.
10. Meetings shall be held at times and places convenient for each of the Trustees. A report shall be made to the General Assembly each year as to each Assembly Trustee’s attendance record at Trustees’ meetings.
11. 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, Skype, video-conferencing and other internet- or electronic-based methods of communication.
12. 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. Matters properly to be treated as confidential, such as employment issues, should not be recorded in the main minute but the fact of the item of business having been discussed should be recorded and a full note set out in a paper apart, to be kept in a separate file from the minute book. The Solicitor of the Church shall be in attendance when it is anticipated that the giving of advice may be necessary on the legal implications of matters being discussed.
13. 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. All such papers should be retained both in hard copy and in electronic format.
14. A quorum of Trustees shall be 8 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 6.
15. The Convener shall chair each meeting of the Trustees.
16. 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), the 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.

17. 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.
18. All decisions will be made by majority vote.
19. 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.
20. 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.
21. 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.
22. For the purposes of paragraph 21 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*

23. Each meeting shall be constituted with prayer.
24. 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.
25. In the event of a conflict being declared the remaining Trustees shall determine the course of action to be adopted.
  - a. 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.
  - b. Whichever course is adopted, the minutes should record:
    - i. which Trustee was affected;
    - ii. when the conflict was identified and declared;
    - iii. what was discussed about it and decided and why that step was considered to be in the best interests of the Charity;
    - iv. whether the Trustee withdrew; and
    - v. if the Trustee was not required to withdraw, precisely what was his or her participation.
26. 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*

27. The Trustees shall have power to appoint transition management consultants to advise upon and assist in the facilitation of the rearrangement of the work of Agencies following the General



Assembly 2019. Such consultancy shall be on such terms and conditions as to the Trustees shall seem appropriate but shall be for a limited period and shall provide the identification and implementation of a strategic plan for change. It shall identify appropriate physical arrangements for staff to work together in the new Groups and shall assist Group members and staff to engage with the proposed plan and seek to enhance working culture and motivation whilst allowing members and staff to continue with the work of the Church. The Trustees shall have power to make an interim appointment to enable consideration by the Trustees as to an appropriate remit for consultants.

28. 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.
29. Expenses: Trustees will be reimbursed expenses properly incurred in carrying out their duties as Trustees. Claims and vouchers will be presented to the Administrative Trustee within one month of the expense being incurred.

## **SCHEDULE D**

### **BUDGET PLANNING, APPROVAL AND FINANCIAL CONTROL**

1. The Trustees shall adopt, maintain and keep under review both a Financial Strategy and Budget Principles.
2. For each calendar year the Trustees shall maintain budgetary control by –
  - (i) requiring each Agency to submit to the Chief Officer and the General Treasurer (a) budget proposals for the cost of its work in the next calendar year and (b) draft budget proposals for such costs in the four ensuing calendar years;
  - (ii) requiring representatives from each Agency to meet with the Chief Officer and the General Treasurer, for the purpose of discussing the budget proposals for that Agency;
  - (iii) requiring the Chief Officer and the General Treasurer, following such meetings, to present to the Trustees a comprehensive annual and forward budget proposals;
  - (iv) determining the financial provision to be made available for the work of each Agency in the ensuing calendar year;
  - (v) commenting to each Agency, each year, upon its draft budget proposals for the four succeeding calendar years;
  - (vi) making clear to each Agency that the financial provision determined upon for a calendar year will be made available to that Agency only for the work approved for that financial year through the foregoing budgetary process. Any funding not applied for such work will not be made available to the Agency for alternative work and will not be carried over as additional funding available to the Agency in ensuing calendar years unless such an approach is approved by the Trustees upon a special report being made by the Agency to the Trustees, during the calendar year in respect of which special approval to use or carry over is sought, detailing the exceptional circumstances giving rise to the request, seeking appropriate approval and setting out proposals as to how the allowance of such additional funding is to be taken into account in the draft budget proposals for ensuing calendar years;
  - (vii) making clear to each Agency that the foregoing provisions are as applicable to access to Special Funds held by the Trustees for specified purposes; and
  - (viii) presenting a report to the General Assembly annually recording the work of the Trustees during the preceding twelve months, outlining the strategic aims and policies which it is seeking to further and setting out the view of the Trustees as to the standards of financial

management of each Agency and the compliance of each Agency with the requirements of the Trustees under the provisions of this paragraph.

3. In determining the said annual financial provisions the Trustees shall –
  - a. have regard to the strategic priorities, policies and decisions of the General Assembly;
  - b. have regard to the anticipated income arising from the Charitable Estate for the year in question as estimated by the General Treasurer;
  - c. take into account the availability of income and capital from any part of a Special Fund or Unrestricted Fund or from trading and fundraising activities;
  - d. decide for the year in question whether, and if so to what extent, there should be a use of part of the capital of the Charitable Estate for any special purpose, whether from a Special Fund or otherwise.
4. In exercising financial control over the work of Agencies, the Trustees shall –
  - a. authorise the Chief Officer and the General Treasurer to liaise with the Agencies;
  - b. ensure that the Chief Officer and the General Treasurer report to the Trustees as to their discussions with Agencies on budget proposals;
  - c. ensure that there is financial accountability by each Agency by provision to the General Treasurer and Chief Officer of monthly management accounts showing actual income and expenditure as against budget together with the Agency's explanation for any material disparity; and
  - d. instruct the General Treasurer to report to each meeting of the Trustees with an up to date financial statement showing overall expenditure against budget together with a note of any disparity of actual expenditure as against budget in the management accounts of any Agency.

## **SCHEDULE E**

### **AN OUTLINE OF THE WORK OF THE ADMINISTRATIVE TRUSTEE**

#### **Meetings**

1. To prepare for and attend all meetings of the Trustees which, in an ordinary year, may be of the order of seven; and in particular –
  - a. Prepare for the preparatory meeting for the ensuing meeting of the Trustees with the Convener and Vice Convener of the Trustees, the Solicitor of the Church and the Chief Officer
    - i. Check the Yearplan for scheduled business
    - ii. Check preceding Minutes
    - iii. Prepare Agenda for preparatory meeting
    - iv. Confirm the date with those attending
    - v. Attend preparatory meeting
  - b. Prepare and circulate Agenda and all other papers for Trustees' ordinary meetings, confirm attendance and any special arrangements
    - i. Confirm with any non-trustee attending specially
    - ii. Confirm date(s) for any papers from others to be with Administrative Trustee
    - iii. Make any other contacts
  - c. Attend Trustees' meetings
    - i. Prepare draft Minutes for Convener

- ii. Make any contacts requested at meeting
- iii. Arrange date of next preparatory meeting.

## **Governance**

- 2. Meet occasionally with Convener and Chief Officer to discuss emerging issues
- 3. Consider terms of trust accounts with Convener, General Treasurer and Chief Officer
- 4. Meet bi-annually with Convener, General Treasurer and Investment Managers
- 5. Have Trustees consider terms of Investment Policy bi-annually
- 6. Prepare Annual Report and Accounts
  - a. Prepare draft Report and discuss with Convener and General Treasurer
  - b. Circulate draft Report to Trustees for comment and finalise
  - c. Assist in liaising with Auditor regarding Accounts
- 7. Assist in the preparation and submission of OSCR return
- 8. Make arrangements for Trustees' biennial away-day
- 9. Prepare induction packs for new Trustees and meet with incoming Trustees

## **SCHEDULE F**

### **DRAFT SCHEME OF FINANCIAL DELEGATION**

#### *Introduction*

- 1.1 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.
- 1.2 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.
- 1.3 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.
- 1.4 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.
- 1.5 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.
- 1.6 Assistance and advice on the Scheme may be obtained from the General Treasurer.

#### *Delegated Powers*

- 2.1 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.
- 2.2 Budget arrangements for the financial consequences of decisions and actions taken by Agencies are approved for each financial year by the Trustees.
- 2.3 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.

- 2.4 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*

- 3.1 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*

- 4.1 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.
- 4.2 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.

## **Appendix 2**

### **REMIT & MEMBERSHIP FOR THE PROPOSED NEW BUSINESS COMMITTEE OF THE GENERAL ASSEMBLY**

#### **The new Business Committee of the General Assembly**

The role of the Committee will be:

- To make all necessary arrangements and to order the business for the General Assembly and Commissions of Assembly.
- To have oversight of and keep under review the functions, the membership, the processes and procedures of the General Assembly.
- To advise the Moderator on his or her official duties if so required and to have oversight of the election, role and function of the Moderator.
- To be responsible to the General Assembly for the care and maintenance of the Assembly Hall and the Moderator's residence and for all arrangements in connection with the letting or other use of the Assembly Hall.
- To act in routine matters not the business of other General Assembly Standing Committees or the Trustees in accordance with the accepted practice and procedure of the Church.

#### **Membership – 12**

- Business Convener & Vice Convener
- 2 Members of Legal Questions (Convener & another member involved more in judicial matters to be nominated by Legal Questions)

- A further 6 members made up of ministers & elders around the country with experience of the General Assembly – its functions & arrangements, church law & property knowledge
- Moderator & Moderator Designate
- Ex officio members: Principal Clerk (to act as Secretary), Depute Clerk, Solicitor; Procurator; General Treasurer

### **Detailed Remit**

- The ordering of General Assembly business
- Oversight and review of the process and procedures that govern the General Assembly
- Nomination of the General Assembly's Selection Committee
- Monitor General Assembly decisions year on year and report to the General Assembly any non-compliance or failure to implement General Assembly decisions and instructions
- Oversight & responsibility for the practical arrangements of the General Assembly
- Oversight and control of the budget covering the General Assembly within the powers delegated to the Committee by the Trustees
- Oversight of the membership, shape and function of the General Assembly
- Oversight of commissioners and corresponding members of General Assembly
- Oversight of communications with Presbyteries concerning all matters that relate to the General Assembly
- Design and oversee processes and procedures for Presbyteries to report and be held accountable to the General Assembly
- Oversight of and support for the Principal Clerk (currently the Convener of AAC is the Principal Clerk's line manager – this should transfer to the Business Convener but with the additional support of the Legal Questions Convener, a Trustee and 1 other making up a support group for annual appraisal)
- Oversight of future re-structuring of Presbyteries
- Oversight of the election, role and function of the Moderator (support/budget discussions with Trustees/review)
- Advice, and guidance for the preparation and drafting of reports and Deliverances to the General Assembly
- Oversight of the practice and procedure of General Assembly appointments i.e. Principal Clerk, Depute Clerk, Solicitor and General Treasurer
- Responsibility for the management and maintenance of the General Assembly Hall & Moderator's residence