

THE STATUTES

Office holders

The Bishop

1. (1) The Bishop has the principal seat and dignity in the Cathedral.
- (2) The Bishop may, after consultation with the Dean and with prior agreement from the Chapter, and subject to the following provisions, officiate in the Cathedral and use it in the Bishop's work of teaching and mission, for ordinations and synods and for other diocesan occasions and purposes.
- (3) The Bishop may—
 - (a) celebrate the Holy Communion in the Cathedral on Christmas Day and Easter Day;
 - (b) preach at one of the services in the Cathedral on Christmas Day or Easter Day;
 - (c) preach in the Cathedral on six Sundays in each year on giving no less than six weeks' notice to the Dean;
 - (d) preside at Holy Communion in the Cathedral once a month on giving not less than eight days' notice to the Dean;
 - (e) upon giving due notice to the Dean, use the Cathedral for synods, ordinations, confirmations, and special services at which he or she may determine the ordering, preach, or appoint a preacher, and seek reasonable assistance through the Senior Management Group.
- (4) The Bishop, when exercising his or her rights under paragraph (3) above, must consult with the Dean and have due regard to arrangements that have already been made by the Dean and the Chapter.

The Dean

2. (1) The Dean is the principal dignitary of the Cathedral, next after the Bishop.
- (2) The Dean must reside in the house designated by the Chapter as the Deanery or such other residence as the Chapter may determine in consultation with the Dean and the Bishop.

The Chapter: general

Corporate and spiritual life

3. (1) The Chapter endeavours to tell the good news of Jesus Christ, enable ministry and faith in the community, serve the Diocese, the county of Surrey and locality and develop the Cathedral's resources and estate in a manner honouring God.
- (2) The Chapter will set all discussions and decisions within the context of prayer and meet frequently enough to enable all members to make their most effective contribution. The induction and regular review processes will include induction into the purpose and rhythm of the worshipping life of the Cathedral.

Nominations Committee

Composition etc.

4. (1) The Nominations Committee must have at least three members.
- (2) It is for the Chapter to appoint the members of the Committee, at least one of whom must be a non-executive member of the Chapter.
- (3) It is for the Chapter to appoint the chair of the Committee; but that person may not be an executive member of the Chapter.
- (4) The Chapter may remove a member of the Committee from office if—
 - (a) there is a good reason for the removal, and
 - (b) at least 75% of members present and voting vote in favour of the removal.
- (5) A member of the Committee holds office as such for a term of up to three years and may be reappointed; but a member who has served three consecutive terms is not eligible for appointment as a member, until at least one year has passed since the member last ceased to hold office as such.
- (6) If, at the invitation of the Committee, an officer or employee of the Cathedral or any member of the Chapter attends the whole or part of a meeting of the Committee, the person may speak but not vote.
- (7) If, at the invitation of the Committee, any other person attends the whole or part of a meeting of the Committee, the person may speak, but only at the discretion of the chair, and may not vote.

Functions

5. (1) The Nominations Committee must advise the Chapter on—
 - (a) the recruitment of non-executive members,
 - (b) the recruitment of members of committees and sub-committees of the Chapter,
 - (c) the training needs of members of the Chapter.
- (2) The Nominations Committee must, but only if the Chapter so requests, advise the Chapter on the recruitment of members of the Advisory Board and the Community Engagement Forum.
- (3) The Nominations Committee must—
 - (a) keep under review the skills, knowledge and experience of, and the diversity among, members of the Chapter, members of each committee (including the Nominations Committee itself) and members of each sub-committee.
 - (b) where, in light of a review under sub-paragraph (a), the Committee identifies areas where improvements are required, make recommendations to the Chapter on how to make those improvements,
- (4) The Nominations Committee must liaise and co-operate with each other committee and each sub-committee of the Chapter.
- (5) The Nominations Committee must recommend to the Bishop candidates for the role of senior non-executive member.

Proceedings

6. (1) The Chief Operating Officer may, at the request of the chair of the Nominations Committee, convene a meeting of the Committee.
- (2) The Committee must meet at least once each year.
- (3) Notice of a meeting of the Committee must, unless otherwise agreed, be given to each member of the Committee, and to each person invited to attend the meeting by virtue of Article 4(6) above, at least five working days before the date of the meeting.

- (4) In the case of each person invited to attend a meeting of the Committee by virtue of Article 4(7) above, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
- (5) Notice of a meeting of the Committee—
 - (a) must specify when and where the meeting is to be held,
 - (b) must include an agenda for the meeting, and
 - (c) must, subject to paragraph (6), be accompanied by the relevant papers for the meeting.
- (6) In so far as it is not reasonably practicable for the relevant papers for a meeting of the Committee to accompany the notice of the meeting, the papers must as soon as reasonably practicable be given to each person to whom the notice was given.
- (7) The quorum for a meeting of the Committee is three members. A member does not form part of the quorum in relation to an item of business if that member is precluded from forming part of the quorum by virtue of the Chapter's conflicts of interest policy maintained under Article 8(2) of the Constitution.
- (8) Articles 12(6) and (7) of the Constitution (remote participation) apply to a meeting of the Committee as they apply to a meeting of the Chapter.
- (9) Article 13 of the Constitution (Decisions without a meeting) applies to a meeting of the Committee as it applies to a meeting of the Chapter.

Reporting

7. (1) A draft of the minutes of each meeting of the Nominations Committee must be circulated promptly to each member of the Committee for approval.
- (2) Once the minutes of a meeting of the Committee are approved, the minutes—
 - (a) must be sent to every member of the Chapter and the chief officers, and
 - (b) may be sent to such other persons as the Committee thinks appropriate.
- (3) The Chapter must consider any matters arising from the minutes of a meeting of the Committee.

Terms of reference

8. The Chapter has the power under section 15(8) of the Measure to set terms of reference for the Nominations Committee in relation to its functions, proceedings and reporting requirements but subject to the requirements of the Measure, the Constitution and these Statutes.

Finance, Audit and Risk Committee

Composition etc.

9. (1) The Finance, Audit and Risk Committee must have at least six members, the majority of whom must not also be members of the Chapter.
- (2) It is for the Chapter to appoint the members of the Committee, following consultation with the Nominations Committee.

- (3) It is for the Chapter to appoint the chair of the Committee, who shall be known as the “Honorary Treasurer”; and that person must have recent and relevant financial experience and must be a non-executive member of the Chapter.
- (4) The Chapter may remove a member of the Committee from office if—
 - (a) there is a good reason for the removal, and
 - (b) at least 75% of members present and voting vote in favour of the removal.
- (5) The Honorary Treasurer holds office for such a term or terms as the Chapter determines.
- (6) A member of the Committee other than the Honorary Treasurer holds office as such for a term of up to three years and may be reappointed; but a member who has served three consecutive terms is not eligible for appointment as a member until at least one year has passed since the member last ceased to hold office as such.
- (7) The Dean is not entitled to be a member of the Committee but is entitled to attend the whole or part of a meeting of the Committee; and at any meeting which the Dean attends, he or she may speak but may not vote.
- (8) The chief officers must each attend each meeting of the Committee unless the Committee considers that there are circumstances which justify excluding or excusing either or both of the chief officers from the whole or part of the meeting; and a chief officer, when attending the whole or part of a meeting of the Committee, may speak but not vote.
- (9) If, at the invitation of the Committee, any member of the Chapter attends the whole or part of a meeting of the Committee, the person may speak but not vote.
- (10) If, at the invitation of the Committee, any other person attends the whole or part of a meeting of the Committee, the person may speak, but only at the discretion of the chair, and may not vote.

Functions

10. (1) The Finance, Audit and Risk Committee must keep under review the activities and management of the Cathedral in relation to such matters as the Chapter specifies in terms of reference for the Committee.
- (2) Section 16(8) of the Measure requires the Chapter, in providing the terms of reference referred to in paragraph (1), to have due regard to any guidance issued by the Church Commissioners on the responsibilities of a Finance Committee.

Proceedings

11. (1) It is for either of the chief officers, at the request of the chair of the Finance, Audit and Risk Committee, to convene a meeting of the Committee.
- (2) The Committee must meet at least four times each year.
- (3) Notice of a meeting of the Committee must, unless otherwise agreed, be given to each member of the Committee, and to each person entitled to attend the meeting by virtue of Article 9(7) or (8) above, at least five working days before the date of the meeting.
- (4) In the case of each person invited to attend a meeting of the Committee by virtue of Article 9(9) or (10) above, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
- (5) Notice of a meeting of the Committee—
 - (a) must specify when and where the meeting is to be held,
 - (b) must include an agenda for the meeting, and

- (c) must be accompanied by the relevant papers for the meeting.
- (6) In so far as it is not reasonably practicable for the relevant papers for a meeting of the Committee to accompany the notice of the meeting, the papers must as soon as is reasonably practicable be given to each person to whom the notice was given.
- (7) The quorum for a meeting of the Committee is four members, at least one of whom must be a non-executive member of the Chapter. A member does not form part of the quorum in relation to an item of business if that member is precluded from forming part of the quorum by virtue of the Chapter's conflicts of interest policy maintained under Article 8(2) of the Constitution.
- (8) Articles 12(6) and (7) of the Constitution (remote participation) apply to a meeting of the Committee as they apply to a meeting of the Chapter.
- (9) Article 13 of the Constitution (Decisions without a meeting) applies to a meeting of the Committee as it applies to a meeting of the Chapter.

Reporting

- 12.** (1) A draft of the minutes of each meeting of the Finance, Audit and Risk Committee must be circulated promptly to each member of the Committee.
- (2) Once the minutes of a meeting of the Committee are approved, the minutes—
- (a) must be sent to every member of the Chapter and the chief officers, and
 - (b) may be sent to such other persons as the Committee thinks appropriate.
- (3) The Chapter must consider any matters arising from the minutes of a meeting of the Committee.

Terms of reference

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

Other committees and sub-committees

Committees: composition etc.

- 14.** (1) A committee of the Chapter established under the Constitution must have at least three members.
- (2) It is for the Chapter to appoint the members of the committee, at least one of whom must be a member of the Chapter, following consultation with the Nominations Committee.
- (3) It is for the Chapter to appoint the chair of the committee; and that person may, but need not, be a member of the Chapter.
- (4) The Chapter may remove a member of the committee from office if—
- (a) there is a good reason for the removal, and
 - (b) at least 75% of members present and voting vote in favour of the removal.
- (5) A member of the committee holds office as such for a term of up to three years and may be reappointed; but a member who has served more than three consecutive terms is not

eligible for election, or for appointment or co-option as a member, until at least one year has passed since the member last ceased to hold office as such.

- (6) A member of the Senior Management Group is entitled to attend the whole or part of a meeting of the committee and is entitled to speak but not vote.
- (7) If, at the invitation of the committee, any member of the Chapter or any officer or employee of the Cathedral attends the whole or part of a meeting of the committee, the person may speak but not vote.
- (8) If, at the invitation of the committee, any other person attends the whole or part of a meeting of the committee, the person may speak, but only at the discretion of the Chair, and may not vote.

Sub-committees: composition

15. (1) A sub-committee established under the Constitution must have at least three members.
- (2) It is for the committee under which the sub-committee sits to appoint the members of the sub-committee, following consultation with the Nominations Committee and with the approval of the Chapter.
- (3) It is for the Chapter to appoint the chair of the sub-committee.
- (4) At least one member of the sub-committee must be a member of the committee under which the sub-committee sits.
- (5) The Chapter may remove a member of the sub-committee from office if—
 - (a) there is a good reason for the removal, and
 - (b) at least 75% of members present and voting vote in favour of the removal.
- (6) A member of the sub-committee holds office as such for a term of up to three years and may be reappointed; but a member who has served three consecutive terms is not eligible for election, or for appointment or co-option as a member, until at least one year has passed since the member last ceased to hold office as such.
- (7) A member of the Senior Management Group may be invited to attend the whole or part of a meeting of the sub-committee and is entitled to speak but not vote.

Functions

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

Proceedings

17. (1) It is for the chief officers, at the request of the chair of a committee or sub-committee established under the Constitution, to convene a meeting of the committee or sub-committee.
- (2) Notice of a meeting of the committee or sub-committee must, unless otherwise agreed, be given to each of its members, and to each person entitled or invited to attend the meeting by virtue of Article 14(6) or (7) or 15(7) above, at least five working days before the date of the meeting.
- (3) In the case of each person invited to attend a meeting of the committee by virtue of Article 14(8) above, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
- (4) Notice of a meeting of the committee or sub-committee—
 - (a) must specify when and where the meeting is to be held,
 - (b) must include an agenda for the meeting, and

- (c) must be accompanied by the relevant papers for the meeting.
- (5) In so far as it is not reasonably practicable for the relevant papers for a meeting of the committee or sub-committee to accompany the notice of the meeting, the papers must as soon as is reasonably practicable be given to each person to whom the notice was given.
- (6) The quorum for a meeting of the committee or sub-committee is three members. A member does not form part of the quorum in relation to an item of business if that member is precluded from forming part of the quorum by virtue of the Chapter's conflicts of interest policy maintained under Article 8(2) of the Constitution.
- (7) Articles 12(6) and (7) of the Constitution (remote participation) apply to a meeting of the committee or sub-committee as they apply to a meeting of the Chapter.
- (8) Article 13 of the Constitution (Decisions without a meeting) applies to a meeting of the Committee or sub-committee as it applies to a meeting of the Chapter.

Reporting

- 18.** (1) The terms of reference of a committee or sub-committee established under the Constitution make provision as to the reporting of proceedings of its meetings to the Chapter.
- (2) A draft of the minutes of each meeting of the committee or sub-committee must be circulated promptly to each of its members for approval,
- (3) Once the minutes of a meeting are approved, the minutes—
- (a) must be sent to every member of the Chapter and the chief officers, and
 - (b) may be sent to such other persons as the committee or sub-committee thinks appropriate.

Terms of reference

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

The Advisory Board and the Community Engagement Forum

Composition, functions etc

- 20.** (1) It is for the Chapter to appoint the members of the Advisory Board and the Community Engagement Forum, in consultation with the Nominations Committee if the Chapter considers this necessary or expedient.
- (2) The principal functions of the Advisory Board and the Community Engagement Forum are to advise the Chapter on the matters relating to the Cathedral which the Chapter from time to time assigns to them; and the composition and proceedings of the Advisory Board and the Community Engagement Forum should be such as to support the exercise of that function.

Terms of reference

- 21.** The Chapter has the power under section 18(4) of the Measure to set terms of reference for the Advisory Board and the Community Engagement Forum in relation to its composition, functions, proceedings and reporting requirements but subject to the requirements of the Measure, the Constitution and these Statutes.

Senior Management

Chief officers

22.

- (1) The chief officers of the Cathedral are appointed by the Chapter on such terms in respect of tenure, remuneration and duties as the Chapter determines.
- (2) The Chief Operating Officer is the “administrator of the Cathedral” for the purposes of the Care of Cathedrals Measure 2011.
- (3) The functions of the Chief Operating Officer are set out in a role description and scheme of delegation which the Chapter may from time to time amend but will include being the Executive Secretary of the Chapter (and attending all its meetings) with responsibility for the efficient execution and recording of the Chapter’s decisions.
- (3) The functions of the Chief Financial Officer are set out in a role description and scheme of delegation which the Chapter may from time to time amend but will include responsibility to the Chapter for the financial affairs of the Cathedral, including preparation of monthly management accounts, drafts of the annual budget and the Cathedral’s annual report and accounts for consideration by the Chapter, and advising the Chapter and the Finance, Audit and Risk Committee as required about financial matters.

Establishment of management group

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

Membership of group

24. The members of the Senior Management Group are—

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

Functions and proceedings of group

25.

- (1) The Senior Management Group is responsible to the Chapter for the day-to-day operational management of the Cathedral and accordingly brings together senior members of the Cathedral’s management to deliver effective team working, decision making and to co-ordinate action.
- (2) The Senior Management Group undertakes such roles and duties as are delegated to it in the Chapter’s schemes of delegation.
- (3) The Senior Management Group will meet as frequently as determined by the Chapter in the Chapter’s schemes of delegation and as otherwise required in order for them to discharge their duties effectively.
- (4) Terms of reference set by the Chapter make further provision for the proceedings of the Senior Management Group.

Accountability of group

26.

- (1) The Senior Management Group is accountable to the Chapter for the executive management and administration of the Cathedral and is responsible for formulating strategies, plans and budgets for approval by the Chapter.
- (2) The Senior Management Group must submit a written report of its proceedings to each meeting of the Chapter.

Committees of group

27. (1) The Senior Management Group may establish one or more committees for dealing with matters relating to the day to day running of the Cathedral.
- (2) In the case of each committee established under this Article, the Senior Management Group must specify in writing the matters which come within the committee's remit.
- (3) The Senior Management Group must appoint the members of each committee so established.
- (4) The chair of each committee so established must be a member of the Senior Management Group; but subject to that, the membership of the committee need not include a member of staff or a member of the Chapter.
- (5) Each committee so established must report to the Senior Management Group in accordance with such requirements as the Senior Management Group may specify in writing.
- (6) Each committee so established may regulated its own procedure, subject to such rules as the Senior Management Group may specify in writing.

Dignities

Sub Dean

28. (1) After consultation with the Dean and the Chapter, the Bishop may appoint a residentiary canon as a Sub Dean for a defined term of office.
- (2) The Sub Dean will assist the Dean with the exercise of the Dean's duties as considered necessary or expedient by the Dean and may, in consultation with the Chapter, be designated particular responsibilities in relation to the work of the Chapter.
- (3) Paragraphs (1) and (2) above are without prejudice to the rights and duties of the Bishop in connection with the appointment of an interim dean under section 13 of the Measure.

Ecumenical Canons

29. (1) The Bishop, after consultation with the Dean, may appoint up to four Ecumenical Canons who are in good standing in another church, congregation or religious body or organisation.
- (2) An Ecumenical Canon holds office for such period as the Bishop determines or for the period during which the Ecumenical Canon holds a specified office.
- (3) An Ecumenical Canon vacates office automatically upon the expiry of his or her specified term of office save that an Ecumenical Canon who is appointed for the duration of a particular office vacates his or her ecumenical canonry automatically when such office is relinquished.
- (4) Ecumenical Canons are not by virtue of their title canons for the purposes of the Measure nor members of the College of Canons.

Canons Emeriti

30. The Bishop may confer upon a Dean, a residentiary canon, an Honorary Canon or an Honorary Lay Canon who vacates office the title, as the case may be, of Dean Emeritus/Emerita, Canon Emeritus/Emerita or Lay Canon Emeritus/Emerita. Such persons are not by virtue of their title canons for the purposes of the Measure nor member of the College of Canons.

Other dignities

31. The Chapter may establish such other dignities as it determines for the strengthening of the Cathedral's mission and purpose. Such dignities may include interfaith or ecumenical associates and persons accordingly appointed are not by virtue of their title canons for the purposes of the Measure nor members of the College of Canons.

Residence

Residence for residentiary canons

32. (1) The residentiary canons must assume such pastoral and worship responsibilities as may be determined from time to time by the Dean in consultation with Chapter.
- (2) The residentiary canons may be required by the Dean in consultation with the Chapter to be in residence at the Cathedral for specified periods.

Worship

Divine Service and preaching

33. (1) The Dean on behalf of the Chapter is responsible for governing and directing the worshipping life and work of the Cathedral and, in particular must ensure that Divine Service is duly performed in the Cathedral.
- (2) No person shall preach in the Cathedral without the prior approval of the Dean.

Order of precedence

34. The Chapter will establish an order of precedence for services held in the Cathedral. Variations from this order for a particular service may be decided by the Dean or the residentiary canon responsible for the service.

Music, choir etc.

35. (1) The Chapter must appoint a person to supervise music (the "supervisor") in accordance with Article 27 of the Constitution on such terms and conditions of service and with such title as the Chapter determines.
- (2) The supervisor is responsible for:
- (a) shaping the music which supports the liturgy in services at the Cathedral, with the agreement of the Dean or a designated residentiary canon;
 - (b) organising the execution and coordination of music in services at the Cathedral;
 - (c) recommending to the designated residentiary canon persons for appointment as adult singers (lay clerks and choral scholars) and child choristers, whom the Chapter may appoint; and

- (d) conducting and training the choirs.
- (3) The Chapter may:
 - (a) appoint a suitably qualified person, who may be given the title of Sub Organist, to assist the supervisor and whose duties and terms and conditions of service are determined by the Chapter in consultation with the supervisor; and
 - (b) permit concerts to be conducted in the Cathedral.
- (4) The Chapter must provide and maintain an organ and such other musical instruments as it deems appropriate.

Miscellaneous

Minor Canons

- 36.** (1) The Chapter may appoint Minor Canons from among persons in Holy Orders who are beneficed or licensed in the Diocese or holding the Bishop's permission to officiate.
- (2) Minor Canons are appointed on such terms and conditions of service, and will have such duties, as the Chapter determines.
- (3) It is the duty of the Minor Canons to give diligent assistance in promoting the worship and usefulness of the Cathedral.

Virgers

- 37.** (1) The Chapter may appoint Virgers, including a Head Virger, and as many Assistant Virgers as it deems appropriate from time to time.
- (2) It is the duty of the Head Virger and the Assistant Virgers to uphold the dignity of worship in the Cathedral, to care for its security and to welcome all who enter it.

Execution of documents

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

Power to establish subsidiaries

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

Patronage

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

Amendments to Statutes

Amendments

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

Interpretation

Interpretation

42. (1) In these Statutes—
- “the Bishop” means the Bishop of Guildford (but see paragraph (2));
 - “the Cathedral” means the Cathedral Church of the Holy Spirit in Guildford;
 - “the Measure” means the Cathedrals Measure 2021;
 - “electronic means” has the meaning given to it in section 1168 of the Companies Act 2006;
 - “the Constitution” means the constitution of the Chapter adopted pursuant to the Measure and as revised from time to time;
 - “working day” means a day which is not a Saturday or Sunday, Christmas Day, Good Friday or a bank holiday in England under the Banking and Financial Dealings Act 1971;
- (2) Where the functions of the Bishop are being exercised by another bishop in accordance with an instrument made under section 13 or 14 of the Dioceses, Pastoral and Mission Measure 2007, the references in these Statutes to the Bishop are to be read as references to that other bishop.
- (3) A reference in these Statutes to a provision of the Measure is to be read as a reference to that provision as for the time being amended, extended or applied by or under any other Measure.
- (4) Subject to that, the Interpretation Act 1978 applies to these Statutes.

Revocation

Revocation

43. The Statutes of the Cathedral made on 19 April 2018 cease to have effect.