



Scheme of delegation

January 2026

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Introduction

Background & purpose

1. The Cathedral's Constitution and Statutes set out the powers and duties of Chapter and its statutory committees.
2. The purpose of the scheme of delegation is to make clear what powers are delegated to Committees of Chapter or to the Dean, Senior Management Group, Chief Operating Officer and others in respect of their executive and management responsibilities.
3. In this scheme of delegation, powers are generally either:
 - reserved to Chapter
 - delegated to others only when urgent decision-making is needed
 - delegated (by way of terms of reference) to committees of Chapter
 - generally delegated to others
4. The Statutes require Chapter to agree a scheme of delegation.
5. The establishment of a clear scheme of delegation is encouraged by of the Cathedrals Governance Code of 2021. Section 4.5.2 recommends that:

'The Chapter describes its 'delegations' framework in a document which provides sufficient detail and clear boundaries so that the delegations can be clearly understood and carried out.'

Scope

5. This scheme of delegation covers the following main areas:
 - Constitutions, statutes, mission, strategy, values and the management of risk.
 - Liturgy, occasional offices and events in the Cathedral.
 - Performance monitoring, compliance, assurance, external reporting and legal matters.
 - Finance, contracts, fraud, audit, land and buildings.
 - Public statements on behalf of the Cathedral, alliances & affiliations.
 - Staffing, appointments to governance roles and honorary positions.
 - Urgent decision-making.
6. This scheme of delegation does not apply to Ely Cathedral Enterprises Ltd. The directors of the company are responsible for the direction of the company in line with the Companies Act 2006.

Powers requiring the Dean's consent

7. In line with article 18(3) of the Constitution, the exercise of certain powers by Chapter may proceed only with the consent of the Dean:
 - Any alteration of the ordering of services in the Cathedral.
 - The settlement of the Cathedral's budget.
 - The implementation of any decision of Chapter taken in the absence of the Dean.

Any decision taken by Chapter in the Dean's absence must be promptly communicated to the Dean by the Chief Operating Officer.

Constraints on Chapter's powers

In certain areas, Chapter must obtain permission from others, or observe restrictions on the exercise of its powers. These are summarised below:

6. Approval must be sought from the **Cathedrals Fabric Commission for England** for:

- Works (including repairs or maintenance) which would *permanently alter* the fabric of the Cathedral or any building within its precinct used for ecclesiastical purposes.
- The *demolition* of any part of the Cathedral or any such other building.
- The *disturbance or destruction of any archaeological or human remains* in or under the cathedral or within its precinct.

And:

- The sale, loan (even on a short-term basis) or other disposal of, or the carrying out of any work to, any object designated on the cathedral inventory as being of *outstanding* architectural, archaeological, artistic or historic interest. This also applies to any item of Treasure that is discovered in or under the cathedral or within its precinct.

7. Approval must be sought from the **Fabric Advisory Committee** for:

- Works (including repairs or maintenance) that would *materially affect* the character of the cathedral, its setting, or any archaeological or human remains in the cathedral or its precinct.
- The *permanent addition** to the cathedral of any object that would materially affect its character; or,
- The sale, loan, disposal of, or carrying out of works to, objects listed in the inventory *except those classed as outstanding* or as Treasure items.

**A temporary addition for 12 months or more falls within this scope*

8. **Historic England's** permission may be needed for any works affecting **scheduled monuments** (Cherry Hill and the east cloister wall) within the Cathedral precinct.

9. Whilst the interior of both the Cathedral and Prior Crauden's Chapel are beyond the regulatory remit of local planning authorities, **the exteriors of the Cathedral and Prior Crauden's Chapel and all other land and buildings under the ownership of the Cathedral (including listed buildings) are subject to regulation by local planning authorities.**

10. The **consent of the Church Commissioners is required for certain dealings in buildings or land.** Any dealings that have been excluded from the Commissioners' annual excepting order will require the consent of the Commissioners. A copy of the most recent excepting order is included in the appendix.

11. The **Dean's Paddock** is subject to a covenant held by The Friends of Ely Cathedral (transferred from the J Paul Getty Jnr Charitable Trust). By this covenant, Chapter has committed itself until 23 September 2085 to '*retain and manage [the Dean's Paddock] as an enclosed field or paddock for the purposes of grazing domestic animals thereon or for mowing the same for hay and for no other purposes whatsoever*'.

12. It is unlawful (under section 20(1) of the Cathedrals Measure 2021) to alienate (sell or lease), or borrow against the value of, the Cathedral church building or any outstanding inventory object.

13. The Cathedral is not permitted (by both our constitution and by the Cathedrals Measure 2021) to make use of the power generally conferred on charities by section 292B of the Charities Act 2011 (**social investment power**).

Safeguarding decision-making

14. In January 2026, in response to a request from the National Safeguarding Team, Chapter adopted the Key Principle Statement in relation to **safeguarding**. This means that the designated safeguarding professional for the Cathedral is empowered to make decisions independently* of the Dean and Chapter in respect of key safeguarding tasks:

- escalating incidents to the Diocesan Safeguarding Officer, National Safeguarding Team, statutory authorities and the Charity Commission;
- advising on the suspension of clergy (as agreed with the DSO) and other Church officers in safeguarding matters;
- Investigating and/or commissioning investigations into safeguarding incidents if appropriate (and compliant with CofE guidance);
- risk assessments and associated plans for Church officers (as agreed with the DSO) and members of the congregation; and
- Supporting complainants in safeguarding-relating issues.

*Chapter interprets *'independently'* as being *'free from interference from the Dean and Chapter in any way which increases safeguarding risk'*. All safeguarding decisions must nevertheless be reported in substance through the appropriate safeguarding structures to Chapter so that Chapter remains ultimately responsible and accountable for safeguarding at the Cathedral. This is particularly true in relation to reporting a serious incident to the Charity Commission, which will be accepted by the Commission only if it is made by Chapter itself.

Powers reserved to Chapter

Constitution, statutes, mission, strategy, values and the management of risk

Chapter reserves to itself the powers to:

1. **review the constitution and statutes of the Cathedral** (*Cathedral Constitution 9(1)(e)*).
2. **formulate**, after consultation with the Bishop, **proposals in connection with the general direction and mission of the Cathedral** and submit them to the Council for its advice (*Cathedral Constitution 9(1)(b)*).
3. **approve the Cathedral's strategic plans, mission statement and any statement of values.**
4. **approve the Cathedral's arrangements for the identification and management of risk.**
5. **approve changes to this scheme of delegation.**

Liturgy, occasional offices & events in the Cathedral

Chapter reserves to itself the powers to:

6. **approve the liturgical plan to order worship in the Cathedral** (*Cathedral Constitution 9(1)(a)*).
7. **approve policies regulating the Cathedral's approach to supporting applications for marriage** in the Cathedral.
8. **approve policies regulating burials** in the Cathedral precinct.
9. **approve policies relating to events which may be held** in the Cathedral.

Performance monitoring, compliance, assurance, external reporting and legal matters

Chapter reserves to itself the powers to:

10. **approve an annual report and audited accounts**, (*Cathedral Constitution 9(1)(d)*).
11. **approve responses to any litigation or other legal action against the Cathedral.**
12. **authorise the instigation of any litigation by the Cathedral** against others.
13. **report** any matter as a **serious incident to the Charity Commission.**
14. **Request the Bishop to hold a visitation.**

Finance, contracts, fraud, audit, land and buildings

Chapter reserves to itself the powers to:

15. **approve an annual budget** for the Cathedral (*Cathedral Constitution 9(1)(c)*).
16. **approve capital expenditure of £250,000 or more.**
17. **approve cumulative in-year revenue expenditure of £100,000 or more** if no provision has been made in the annual budget.
18. **approve proposals to write off amounts owed to the Cathedral of £10,000 or more.**
19. **authorise the opening and closing of bank accounts.**

Finance, contracts, fraud, audit, land and buildings (continued)

20. **authorise any use by the Cathedral of cryptocurrencies** (e.g. Bitcoin).
21. **approve proposals for individual contracts** of a capital or revenue nature for which are likely to **amount to over £100,000 over a three-year period**.
21. **refuse any donation** offered to the Cathedral if it exceeds £250 in value.
22. **Be informed of instances of fraud or theft** exceeding £5,000 or involving a chief officer of the Cathedral.
23. **approve the appointment** (and, where necessary, the dismissal) of **external auditors** (*Cathedral Constitution 25*).
24. **receive a letter outlining audit findings of the external audit** and determine any actions to be taken in response to such findings.
25. **approve proposals for the acquisition or disposal of land and buildings**, subject to the provisions of the Cathedrals Measure 1999 and Care of Cathedrals Measure 2011 (*Cathedral Constitution 8(4)*).
26. **authorise the award of any grant**.

Public statements, alliances & affiliations

Chapter reserves to itself the powers to:

27. **affiliate the Cathedral with any association, umbrella or membership body or movement**.
28. **approve any proposals to form alliances or partnership arrangements** with other organisations.
29. **Approve the appointment of any professional fundraising body** to work under contract on behalf of the Cathedral.

Staffing & appointments

Chapter reserves to itself the powers to:

30. **appoint the Chief Operating Officer and the Chief Finance Officer** (*Cathedral Constitution 23(1)*).
31. **appoint the Surveyor to the Fabric of the Cathedral** (having regard to the provisions of article 24 of the Constitution) (*Cathedral Constitution 24(1)*).
32. **appoint the Director of Music** (*Cathedral Constitution 26*).
33. **approve proposals from the Dean on the annual review of pay** and other terms and conditions **of the Chief Operating Officer**.
34. **approve proposals from the Chief Operating Officer on the annual review of pay** and other terms and conditions **of the Chief Finance Officer and Directors**.
35. **approve the creation or deletion of any roles at the level of Director, Manager or Head**.
36. **authorise any staffing change that will result in compulsory redundancy** for any employee.
37. **authorise the appointment to any honorary office following recommendation by the Dean**. This includes appointments to the office of Archivist (*Statute 41*), High Bailiff, Chapter Steward, Chapter Clerk, Chapter Registrar Sacrist & Sub-Sacrist (*Statute 33(1)*).
38. **grant any of the Residuary Canons titles** to indicate responsibilities held for such periods and on such conditions as Chapter may determine (*Statute 35(6)*).
39. **appoint (and withdraw the title of) Minor Canons** (*Constitution 33(4)*).

Urgent decisions

Emergencies

The Dean is empowered by article 18(2)(g) of the Constitution to

1. **take all decisions necessary to deal with an emergency affecting the Cathedral, pending consideration of the matter by Chapter.**
2. The Dean delegates this power also to the Canon in Residence and to the Chief Operating Officer.

Other urgent decisions

If urgent decisions (of a non-emergency nature) in areas reserved to Chapter are required then:

3. **The Dean** (or in his absence, the Canon in Residence) in consultation with the Chief Operating Officer **shall determine whether to:**
 - Call a special meeting of Chapter *or*
 - Seek approval from Chapter by email, under article 13(3) of the Constitution.
4. **If for some compelling reason this is not reasonably possible then a decision may be taken by the Senior Management Group**, with advice from the Chief Operating Officer, so long as it is:
 - Reported to Chapter as soon as reasonably possible *and*
 - Recorded in writing, along with the reason why reference to Chapter was not reasonably possible.
5. For the avoidance of doubt, procedures for taking urgent decisions may not be used to make decisions in respect of items 1-5 on p5.

Powers delegated to committees of Chapter

Overview of committees

1. There are **three committees of Chapter**: the Nominations Committee, the Finance Committee and the Audit and Risk Committee, established in line with the Cathedral Constitution.
2. For the avoidance of doubt, the Fabric Advisory Committee is not a committee of Chapter. It is a statutory committee established by the Care of Cathedrals Measure 2011 and exercises a regulatory and supervisory function over Chapter.
3. In line with article 30 of the Constitution, **Chapter may establish other committees and sub-committees.**
4. Chapter may establish a patronage committee under Statute 42 to exercise the Cathedral's power of presentation or nomination to a benefice in its patronage. This power may also be exercised by the Dean.

Powers and proceedings of committees

4. The committees of Chapter are not empowered to take decisions on Chapter's behalf. They have advisory and scrutiny functions. Their composition, functions, proceedings and reporting requirements are set out in the Statutes and supplemented by terms of reference.
5. The terms of reference of committees are attached in the appendix.

Powers delegated to others

Executive & management

1. The Dean has responsibility for:

- governing and directing the life and work of the Cathedral and in particular to:
 - ensure that Divine Service is duly performed in the Cathedral;
 - ensure that the Constitution and Statutes are faithfully observed;
 - oversee the work undertaken by the clergy and staff of the Cathedral;
 - maintain good order and proper reverence in the Cathedral;
 - secure the pastoral care of all members of the Cathedral community;
 - provide leadership on safeguarding;
 - take all decisions necessary to deal with an emergency affecting the Cathedral
- Representing the Cathedral in public life and the media.

2. The Senior Management Group has responsibility for:

- leading and overseeing the delivery of the Cathedral's ministry and mission in line with plans agreed by Chapter.
- managing the day-to-day operations of the Cathedral in line with priorities, policies, frameworks and budgets agreed by Chapter.
- Reviewing and approving changes to the employee and volunteer handbooks and policies on ethical sourcing, the environment and press & media.
- Approving choristership bursaries, on the advice of the Director of Music.

- Reviewing and recommending to Chapter policies on complaints, grant-making, health & safety and remuneration.
- authorising unbudgeted revenue expenditure up to a cumulative total of £100,000 in any financial year.
- authorising unbudgeted capital expenditure up to a cumulative total of £250,000 in any financial year.
- writing off amounts owed to the Cathedral up to a cumulative total of £10,000 in any financial year.

2. The Chief Operating Officer has responsibility for:

- assisting Chapter in the development of strategy and supporting its implementation.
- maintaining and developing financial sustainability.
- maintaining and developing the property portfolio.
- the Cathedral's financial management, including control and performance.
- ensuring compliance with safeguarding, health & safety and data protection legislation and policy.
- non-clergy staff management.

3. The Chief Finance Officer (working with the Chief Operating Officer) has responsibility for:

- maintaining and developing financial sustainability.
- the Cathedral's financial management, including control and performance.

Contracts and use of the Cathedral seal

4. **All contracts must be signed by the Dean, Chief Operating Officer or Chief Finance Officer.** See sections 15-17 on p5 and section 20 on p6 for contracts requiring approval by Chapter.
5. **The application of the Cathedral seal must be authenticated by two authorised persons, at least one of whom must be a member of Chapter.** A person is authorised for this purpose if the person is a member of Chapter of a chief officer (*Constitution 15(1)*).
6. Chapter **delegates to the chief officers and the Dean and Residentiary Canons the power to apply the Cathedral seal to leases** of Cathedral property to tenants, so long as they fulfil all of the following conditions:
 - the lease falls within the terms of the excepting order issued from time to time by the Church Commissioners;
 - the lease is of a duration of no more than ten years;
 - The professional advice of the Cathedral's property advisors has been taken and followed in all material respects;
 - the lease has been drafted by the Cathedral's solicitors;
 - the lease is on a property that had already been let to a tenant immediately prior to the lease being issued; and
 - The completion of the lease is reported to the next meeting of Chapter.

Public statements, alliances & affiliations

7. **The Dean is the Cathedral's principal representative in the media and public life** and is authorised to speak on behalf of the Cathedral in any forum on any matter and is able to authorise others to do so.
8. **The Director of Communications & Commerce is also authorised to speak to media on behalf of the Cathedral on any matter.**

Financial management

9. **The Dean, Chief Operating Officer and Director of Finance have the following delegated powers (exercisable jointly or severally):**
 - to authorise the procurement of goods and services in line with the approved budget.*
 - to recruit and appoint personnel to established posts for which there is provision in the budget. See p6 for areas of recruitment reserved to Chapter.*
 - to authorise unbudgeted revenue expenditure up to a cumulative total of £50,000 in any financial year.
 - to authorise unbudgeted capital expenditure up to a cumulative total of £100,000 in any financial year.
 - to write off amounts owed to the Cathedral up to a cumulative total of £5,000 in any financial year.

*These powers may be further delegated to Directors, Managers and Heads within the Cathedral's financial control framework.

Patronage

The Dean may:

10. **exercise the right of presentation or nomination to any benefice in the patronage of the Cathedral** (*Statute 42*).



Approved by Chapter
26 January 2026

Appendices



ELY CATHEDRAL

Nominations Committee Terms of reference

1. Duties and responsibilities

- 1.1. Chapter members, as the charity trustees, are collectively responsible for ensuring that Chapter, and any committees set up by Chapter, have an appropriate balance of skills, knowledge and experience.
- 1.2. Chapter is required to set up a Nominations Committee (the “**Committee**”) and the Committee must undertake the following statutory functions:
 - (a) to advise Chapter on the recruitment of non-executive members of Chapter;
 - (b) to advise Chapter on the recruitment of members of Chapter Committees;
 - (c) to advise Chapter on the training needs of members of Chapter;
 - (d) to keep under review the skills, knowledge and experience of, as well as the diversity among, members of Chapter and to recommend improvements to Chapter where they are identified as necessary; and
 - (e) to have regard to community and stakeholder representation among the membership of Chapter and its Committees¹.
- 1.3. In addition, the Committee must:
 - (a) liaise and co-operate with each other committee and each sub-committee of Chapter; and
 - (b) recommend to the Bishop candidates for the role of senior non-executive member.

2. Membership

- 2.1. The Committee must have a minimum of three members and a maximum of five members.
- 2.2. The Chapter shall appoint all members of the Committee and may include up to two members of the Committee who are not Chapter members.
- 2.3. The chair of the Committee need not be a member of Chapter but, if a Chapter member, the chair must be a non-executive member of Chapter.
- 2.4. At least one member of the Committee must be a non-executive member of Chapter and that person may also act as Chair.
- 2.5. Each Committee member is appointed for a term of office of up to three years.
- 2.6. A member of the Committee may be reappointed, provided that any member who has served more than three consecutive terms is not eligible for appointment as a member until at least 12 months have passed since the member last held office.

3. Quorum

A duly convened meeting of the Committee at which a quorum of three members (at least one of whom must be a non-executive member of Chapter) is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of meetings

- 4.1. It is for either of the chief officers, at the request of the chair of the Committee, to convene a meeting of the Committee.

¹ NB – this is not a statutory function

4.2. The Committee must meet at least once each year.

5. Attendance at meetings

- 5.1. The Committee may invite any chief officer or member of Chapter who is not a member of the Committee to attend the whole or part of a meeting and such an attendee may speak but cannot vote.
- 5.2. The Committee may invite any other person to attend the whole or part of a meeting and such person may speak only at the discretion of the Chair and cannot vote.
- 5.3. All meetings will be chaired by the Chair of the Committee. In the absence of the Chair, the remaining members present shall elect one of their number to chair the meeting.
- 5.4. The members of the Committee may ask any or all of those who normally attend meetings of the Committee but who are not members of the Committee to withdraw from the discussion of particular matters to facilitate open and frank discussion.
- 5.5. The articles of the constitution on remote participation apply to meetings of the Committee as they apply to a meeting of Chapter.
- 5.6. The Committee is to be treated as taking a majority decision on a matter if, once a proposal in electronic form has been sent to all the members of the Committee, at or as near as reasonably practicable to the same time, a majority of the members indicate to each other by electronic means that they agree to the specified proposal.
- 5.7. A decision taken in the way described in paragraph 5.6 must be duly reported and minuted at the next meeting of the Committee.

6. Notice of meetings

- 6.1. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the items to be discussed and any relevant papers should be sent to Committee members and those invited, no later than seven days before the date of the meeting.
- 6.2. If, at the invitation of the Committee, the chief officers or any member of Chapter who is not a member of the Committee are invited to attend the whole or part of the Committee meeting, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
- 6.3. If 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 be given to each person who received the notice of the meeting as soon as it is reasonably practicable.

7. Minutes of meetings

The Chief Operating Officer shall act as secretary to the Committee and ensure that a record of the proceedings and decisions of each meeting is made, including the names of those present and in attendance and any declarations of conflicts of interest or loyalty, in accordance with Chapter's conflicts of interest policy.

8. Reporting responsibilities

- 8.1. A draft of the minutes of each meeting must be circulated promptly to each member of the Committee for approval.
- 8.2. Once the minutes of a meeting are approved, the minutes must be sent to every member of Chapter and may be sent to other persons as the Committee thinks appropriate.
- 8.3. At the Chapter meeting following the Committee's meeting, the Chapter must consider any material matters arising from the minutes of the Committee's meeting.

9. Periodic review

Chapter shall review these terms of reference every three years.



ELY CATHEDRAL

Finance Committee Terms of reference

1. Duties and responsibilities

- 1.1. Chapter members, as the charity trustees, are collectively responsible for managing the financial assets of the cathedral. The Finance Committee (the “**Committee**”) must keep the activities and management of the Cathedral under review, in relation to such matters as the Chapter has specified in these terms of reference¹.
- 1.2. The Committee is responsible for:
 - i) Monitoring and reviewing the overall financial strategies and financial policies of Chapter and making recommendations as appropriate to Chapter.
 - ii) Exercising oversight of the financial procedures and delegations across the Cathedral and making recommendations to Chapter as required.
 - iii) Reviewing Chapter’s draft budget, including proposed capital expenditure and major projects, and providing advice to Chapter to assist Chapter’s consideration and approval of the budget.
 - iv) Monitoring the most recently prepared financial management information including management accounts, performance against budget, relevant key performance indicators, forecasts and cash flow forecasts, and reporting to Chapter.
 - v) Exercising oversight of financial implications of proposed and actual major projects and developments, including scrutinising judgements and financial management systems, and making recommendations to Chapter as appropriate.
 - vi) Considering and recommending to Chapter all banking arrangements including selection of bank counterparties and bank mandate arrangements.
 - vii) Monitoring borrowing requirements, including any overdraft facilities and any loans taken out by the Cathedral and reviewing compliance against covenants, and reporting regularly to Chapter.
 - viii) Monitoring and reviewing Chapter’s arrangements in relation to investments to yield the best financial return within the level of risk considered acceptable by Chapter, including review of the investment policy, ensuring that investment arrangements are aligned with Chapter’s long-term objectives and ethical policy and ensuring compliance with endowment restrictions.
 - ix) Monitoring performance of investment managers and making recommendations to Chapter in relation to the appointment, reappointment and removal of Chapter’s investment advisors and managers.
 - x) Receiving periodic performance reports covering the main income generating activities of the Cathedral and those activities where significant costs are incurred and reporting to Chapter as required.
 - xi) Reviewing Chapter’s arrangements in relation to reserves, including its reserves policy and making recommendations to Chapter.

¹ This is a legal requirement under s 16(7) of the 2021 Measure.

2. Membership

- 2.1. The Committee must have a minimum of five members.
- 2.2. Chapter shall appoint all members of the Committee, having consulted the Nominations Committee. Chapter may appoint members of the Committee who are not Chapter members. There must not be a majority of members in common with the Audit and Risk Committee.
- 2.3. The Committee members should, collectively, possess appropriate knowledge and skills in accounting, risk management, audit, financial governance and any other technical issues relevant to the business and strategic management of the cathedral.
- 2.4. The Dean must not be a member of the Committee but is entitled to attend any meeting of the Committee. If the Dean does attend, he or she may speak but may not vote².
- 2.5. The chair of the Committee must be appointed by Chapter. The person appointed to chair the Committee must:
 - i) be a non-executive member of Chapter; and
 - ii) have recent and relevant financial experience³.
- 2.6. Each member is appointed for a term of office of up to three years.
- 2.7. A member may be reappointed, provided that any member who has served more than three consecutive terms is not eligible for appointment as a member until at least twelve months have passed since the member last held the office.
- 2.8. A Committee member may resign by notice in writing to the Chief Operating Officer or the Dean. Any Committee member who ceases to be a Chapter member shall automatically cease to be a member of the Committee.
- 2.9. Chapter may remove a member of the Committee in accordance with the provisions of the Statutes.
- 2.10. Members must declare any conflicts of interest or loyalty in accordance with Chapter's conflicts of interest policy.

3. Quorum

A duly convened meeting of the Committee at which a quorum of three members is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of meetings

- 4.1. Either of the chief officers shall, at the request of the chair, arrange a meeting of the Committee.
- 4.2. The Committee must meet at least four times a year.

5. Attendance at meetings

- 5.1. The chief officers must attend each meeting of the Committee unless the Committee considers that circumstances exist which justify excluding or excusing either or both chief officers from the whole or part of the meeting. When attending a meeting, a chief officer may speak but not vote.
- 5.2. The Committee may invite any member of Chapter to attend the whole or part of a meeting and such a member of Chapter may speak but cannot vote.
- 5.3. The Committee may invite any other person to attend the whole or part of a meeting and such person may speak only at the discretion of the chair and cannot vote.
- 5.4. All meetings will be chaired by the Chair of the Committee. In the absence of the Chair, the remaining members present shall elect one of their number to chair the meeting.

² This is a legal requirement under s 16(3) of the 2021 Measure.

³ This is a legal requirement under s 16(2) of the 2021 Measure.

- 5.5. The members of the Committee may ask any or all of those who normally attend meetings of the Committee but who are not members of the Committee to withdraw from the discussion of particular matters to facilitate open and frank discussion.
- 5.6. The articles of the constitution on remote participation apply to meetings of the Committee as they apply to a meeting of the Chapter.

6. Notice of meetings

- 6.1. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the items to be discussed and any relevant papers should be sent to Committee members and those invited no later than seven days before the date of the meeting.
- 6.2. If, at the invitation of the Committee, any members of Chapter are invited to attend the whole or part of the Committee meeting, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
- 6.3. If 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 be given to each person who received the notice of the meeting as soon as it is reasonably practicable.

7. Minutes of meetings

The chief officers shall arrange for a record of the proceedings and decisions of each meeting to be made, including the names of those present and in attendance and any declarations of conflicts of interest or loyalty, in accordance with the Chapter's conflicts of interest policy.

8. Reporting responsibilities

- 8.1. A draft of the minutes of each meeting must be circulated promptly to each member of the Committee.
- 8.2. Once the minutes of a meeting are approved, they must be sent to every member of Chapter and may be sent to other persons as the Committee thinks appropriate.
- 8.3. The Chair of the Finance Committee must report all material matters discussed at the Finance Committee, whether orally or in written form, to the Chapter at its next meeting following the Finance Committee meeting. Chapter must consider any material matters arising from the minutes of a meeting of the Committee or the report of the Chair of the Finance Committee.

9. Periodic review

Chapter shall review these terms of reference at least every three years.

Approved by Chapter

24 November 2025



ELY CATHEDRAL

Audit & Risk Committee Terms of reference

1. Duties and responsibilities

- 1.1. The purpose of the Audit and Risk Committee (the “**Committee**”) is to enable Chapter members to meet their responsibilities by providing independent oversight of the Cathedral’s systems of internal control, risk management and financial reporting, and through supervision of the quality, independence and effectiveness of the external auditors.
- 1.2. The Committee must keep the activities and management of the Cathedral under review in relation to such matters as the Chapter has specified in these Terms of Reference¹.
- 1.3. The Committee is responsible for:
 - i) reviewing the annual report and financial statements, paying particular attention to accounting policies, areas involving significant judgement or estimation and compliance with financial reporting requirements and accounting standards, and recommending them to Chapter for approval;
 - ii) reviewing the scope and results of external audit work, including the adequacy of management responses;
 - iii) reviewing the performance of external auditors, including recommending the appointment and remuneration of external auditors to Chapter when required;
 - iv) monitoring the processes for assessing, reporting, mitigating and owning risks and their financial implications, including financial, governance and safeguarding risks;
 - v) reviewing the risk register at least annually, and ensuring Chapter’s internal processes facilitate the prompt reporting of serious incidents, control failures and emerging risks;
 - vi) reviewing and recommending to Chapter the organisation’s policies for counter-fraud, anti-money laundering, whistle-blowing and cyber and information security; and
 - vii) reviewing arrangements by which staff may, in confidence, raise concerns about possible improprieties relating to finance or other aspects of the Cathedral’s operations to ensure that arrangements are in place for the investigation of such matters and for appropriate follow-up action.

2. Membership

- 2.1. The Committee must have a minimum of three members, provided that at least one member of the Committee must be a non-executive Chapter member.
- 2.2. Chapter shall appoint all members of the Committee, having consulted the Nominations Committee. Subject to (1), the members so appointed need not be Chapter members. There must not be a majority of members in common with the Finance Committee.
- 2.3. The members so appointed should, collectively, possess appropriate knowledge and skills in accounting, risk management, audit, financial governance and any other technical issues relevant to the work of the Committee.

¹ This is a legal requirement under s 16(7) of the 2021 Measure.

- 2.4. The Dean must not be a member of the Committee but is entitled to attend any meeting of the Committee. If the Dean does attend then the Dean may speak but may not vote².
- 2.5. The chair of the Committee must be appointed by Chapter. The person appointed to chair the Committee must³:
 - i) not be a member of the Chapter; and
 - ii) have recent and relevant financial experience.
- 2.6. Each member is appointed for a term of office of up to three years.
- 2.7. A member may be reappointed, provided that any member who has served more than three consecutive terms is not eligible for appointment as a member until at least 12 months have passed since the member last held the office.
- 2.8. A Committee member may resign by notice in writing to the Chief Operating Officer or the Dean. Any Committee member who ceases to be a Chapter member shall automatically cease to be a member of the Committee.
- 2.9. The Chapter may remove a member of the Committee in accordance with the provisions of the Statutes.
- 2.10. Members must declare conflicts of interest or loyalty in accordance with the Chapter's conflicts of interest policy.

3. Quorum

A duly convened meeting of the Committee at which a quorum of two members is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee, provided that at least one member present is a non-executive member of Chapter.

4. Frequency of meetings

- 4.1. Either of the chief officers shall, at the request of the chair, arrange a meeting of the Committee.
- 4.2. The Committee must meet at least twice a year.

5. Attendance at meetings

- 5.1. The Chair may invite either or both chief officers to attend all or part of each meeting of the Committee. When attending a meeting, a chief officer may speak but not vote.
- 5.2. The Committee may invite any member of Chapter to attend the whole or part of a meeting and such a member of Chapter may speak but cannot vote.
- 5.3. The Committee may invite any other person to attend the whole or part of a meeting and such person may speak only at the discretion of the chair and cannot vote.
- 5.4. All meetings will be chaired by the Chair of the Committee. In the absence of the Chair, the remaining members present shall elect one of their number to chair the meeting.
- 5.5. The members of the Committee may ask any or all of those who normally attend meetings of the Committee but who are not members of the Committee to withdraw from the discussion of particular matters to facilitate open and frank discussion.
- 5.6. The articles of the constitution on remote participation apply to meetings of the Committee as they apply to a meeting of Chapter.

6. Notice of meetings

- 6.1. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the items to be discussed and any relevant papers should be sent to committee members and those invited no later than seven days before the date of the meeting.

² This is a legal requirement under s 16(3) of the 2021 Measure.

³ This is a legal requirement under s 16(4) of the 2021 Measure.

- 6.2. If, at the invitation of the Committee, any members of Chapter are invited to attend the whole or part of the Committee meeting, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
- 6.3. If 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 be given to each person who received the notice of the meeting as soon as it is reasonably practicable.

7. Minutes of meetings

The chief officers will arrange for a record of the proceedings and decisions of each meeting to be made, including the names of those present and in attendance and any declarations of conflict of interest.

8. Reporting responsibilities

- 8.1. A draft of the minutes of each meeting must be circulated promptly to each member of the Committee.
- 8.2. Once the minutes of a meeting are approved, they must be sent to every member of Chapter and may be sent to other persons as the Committee thinks appropriate.
- 8.3. The Chair of the Audit and Risk Committee must provide Chapter with a written report of all material matters discussed at the Committee before the next Chapter meeting following the Committee's meeting. The Chapter must consider any material matters arising from the minutes of a meeting of the Committee or the report of the Chair of the Committee.
- 8.4. The Chair of the Audit and Risk Committee must report issues of serious concern to the Chapter immediately.
- 8.5. The Chair of the Audit and Risk Committee should attend the Chapter meeting at which the Chapter discusses and adopts the audited annual report and accounts.
- 8.6. The Committee will provide an annual report to Chapter, timed to support the preparation of the annual governance statement, summarising its conclusions from the work it has done during the year.

9. Periodic review

Chapter shall review these terms of reference at least every three years.

Approved by Chapter

24 November 2025

CATHEDRALS MEASURE 2021

EXCEPTING ORDER

Under the provisions of sections 21(4) and 22(5) of the Cathedrals Measure 2021 (“the Measure”) the Church Commissioners EXCEPT from the provisions of sections 21(1) and 22(1) and (2) of the Measure, for the period of two years commencing on the 1st of October 2024 and expiring on the 30th September 2026, all classes of transactions subject only to the following exclusions:

This Order shall not apply in the case of:

- (i) any transaction relating to a house of residence occupied by the Dean or a residentiary canon;
- (ii) any transaction where the gross consideration or premium (or gross value of the consideration or premium) exceeds (or is expected to exceed) the greater of:
 - (a) the sum of £750,000 or
 - (b) 10% of the value of the cathedral’s historic endowment up to a maximum of £1,000,000;
- (iii) any transaction where the Chapter wishes, for any reason, to proceed in contravention of professional advice;
- (iv) any transaction to a connected person;
- (v) a lease being offered at a rent below the full market rent; or
- (vi) Any transaction below full market value

In this Order:


- (i) the expression “connected person” in relation to a cathedral, means
 - (a) a member of Chapter
 - (b) the spouse, civil partner, child or parent of any member of Chapter; or
 - (c) a body corporate in which the cathedral or any member of the Chapter has a significant interest.

Where this Order does apply and Chapter has registered with the Charity Commission, it must nevertheless comply with Part 7 of the Charities Act 2011 (charity land).

EXECUTED AS A DEED by
THE CHURCH COMMISSIONERS
FOR ENGLAND
acting by two Authorised Signatories


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Authorised Signatory


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Authorised Signatory

