



WESTMINSTER ROMAN CATHOLIC DIOCESAN TRUSTEE

TERMS OF REFERENCE

WRCDT TRUSTEE BOARD

Introduction

Established on 7th of June 1940, The Westminster Roman Catholic Diocese Trustee (the Company) is a company limited by guarantee. It acts as Trustee of a number of charities which include the Diocese of Westminster Trust (established on 1st of November 1940), Westminster Cathedral Choir School. The Company is governed by the Board of Directors (Board). Following Charity Commission guidance, the Terms of Reference reflect the spirit of the Memorandum and Article of Association and subsequent resolutions.

Mission of the Company

The Memorandum and Articles of Association of the Westminster Roman Catholic Diocese Trustee highlight the objectives for the Company, the principal provisions of which are as follows (verbatim):

- To establish and support or aid in the establishment and support of any charitable or institutions, and to subscribe or guarantee money for charitable purposes in any way connected with the Roman Catholic religion.
- To exercise and support in exercise or concur in exercising all lawful powers and discretions by law or by the instrument creating the trust conferred upon the trustee or trustees of any trust undertaken by the Corporation.
- To act as a collector and agent on behalf of Roman Catholic Charities.
- To apply any moneys or property given to the Corporation either inter vivos or by testamentary disposition of which no special application or appropriation shall be delivered or declared by the donor or testator for such charitable purpose or purposes in connection with the Roman Catholic religion as the Corporation shall think proper.

Mission of the Board

The primary Mission of the Board is to ensure that the Catholic religion is advanced in the geographic area of the Diocese of Westminster. The advancement of the Catholic religion entails many activities not only for its followers but also the care of broader society. The Board should ensure that the sacramental life, pastoral and spiritual provision, educational provision, physical infrastructure and financial assets to enable this Mission are available now and in the future. Additionally, the Board should ensure that the Catholic religion's work of assisting the poor and marginalised in the broader society is enabled and nurtured. More specifically, the Board should ensure that the charities overseen by the Company are managed appropriately. The Board should ensure:

- There is a clear vision, mission, values and strategic direction in each charity.
- There is a clear governance structure that will deliver each charity's purpose as effectively as possible considering the need that the charity is meeting.

- Each charity is managing its resources responsibly, implementing appropriate financial control, managing risk, has proper financial management, a culture of safeguarding and adheres to policies and procedures.
- Each charity acts with reasonable care and skills, takes appropriate advice when needed and always acts in the charity's best interest.
- Each charity complies with the governing document, carrying out its purpose of public benefit.
- Each charity complies with charity law and other civic laws.
- In all its work and in each charity there is no/zero tolerance of the abuse of children or vulnerable adults under the supervision or care of clergy, religious, Church volunteers, employees or persons involve in its activities.

Membership of the Board

The members of the Board should aim to include a range of skills, expertise and ability to realise the purpose of the Company and the respective charities. The members of the Board should not exceed 12. It comprises ex-officio members such as the Archbishop of Diocese of Westminster and the Auxiliary Bishops. The Chair can also select representatives of the clergy. It should include individuals that bring specific skill sets to assist the management of the purpose of the Company and each charity and who have expertise in education, social action, governance, community services finance, property, legal, safeguarding, amongst other topics. The Chief Operating Officer / Financial Secretary will be in attendance along with a Minute Secretary.

The members of the Board undertake to be educated in charity and company regulations and practices.

Excluding the ex-officio members of the Board, a member of the Board will serve for an initial three- year term. The term may be extended by mutual agreement between the Chair and the relevant member for a further two terms of three years.

Chair of the Board

The Chair of the Board is the incumbent Archbishop of the Diocese of Westminster. He has the authority to appoint directors to the Board. When there is a vote that is tied, the Chair is entitled to a further casting vote. Furthermore, as provided in the Memorandum and Articles of Association, should the Chair decide to call a poll, he shall be entitled to 12 votes or votes equivalent to the number of all of Board members and each Board member will be entitled to one vote.

Meetings

The Board should meet at least four times a year. The Financial Secretary will provide papers and topics at least seven days before each meeting. Members should declare any conflict of interests at the beginning of each meeting. Minutes should be taken and signed in the following meeting as a record. The agenda should include topics that cover all charities under the remit of the Board with particular focus on strategy, governance, compliance, safeguarding performance and financial sustainability of each of the charities. The meetings are quorate when a simple majority of directors are present.

Committees

The Board shall appoint such committees of the Board as it thinks fit for the proper running of the Company and the charities for which the Board is responsible. Each committee will be

chaired by a member of the Board and have Terms of Reference and Delegated Authorities approved by the Board. The number of meetings of each committee will be determined by its Terms of Reference.

The Code of Canon Law

The Code of Canon Law is a system of laws and legal principles that regulate the organisation and governance of activities of the Catholic Church. These principles have been shaped by experiences over centuries of the life of the Church. The Board needs to ensure that its governance is consistent with the principles set out by the Code of Canon Law. Except in a matter of conscience, the Board will always follow civil law.

A handwritten signature in black ink, reading "Vincent Nichols" with a small cross at the beginning. The signature is written in a cursive style and is positioned above a horizontal line.

Approved by H.E. Cardinal Vincent Nichols
Chair of the Directors of the Trustee
14 July 2023