

The Governance Board
Meeting: 2nd September 2021, Edgehill House
MINUTES

Present:		Apologies
Mr Tony O'Connor (Chair)	Rev Harold Agnew	Rev David Nixon
General Secretary: Rev Dr Heather Morris (Convener)	Mr David Best	Rev Dr Tom McKnight
President: Rev Dr Sahr Yambasu	Rev David Campton	
Lay Leader: Ms Hazel Loney	Mr John Clarke	
Chair of the Standing Committee of the Statutory	Mr Paul Cummings	
Trustees: Mr Tom Millar	Ms Laura Griffith	
	Ms Gillian Kingston	
	Rev Nigel Mackey	

In attendance:
Ms Gillian Skillen (HR Manager)
Ms Gillian Laney (Chief Financial Officer)
Ms Elaine Barnett (Secretary to the Board)

1. Dedication Service

The President and Lay Leader led a service of dedication for the members of the Governance Board.

2. Welcome, apologies and introductions

Mr Tony O'Connor (Chair) welcomed all to the meeting. It was noted that Rev Andrew Irvine had mistakenly been included on the ballot paper at Conference, but was ineligible to serve because of insufficient years travelled. Rev Nigel Mackey, having received the next highest number of votes, had therefore been appointed.

Apologies were received.

Future meetings will include an item at the start of the agenda for the declaration of Conflicts of Interest. Mr O'Connor reported that he had resigned as a Custodial Trustee to avoid any potential conflicts of interest in his role as Chair.

3. Induction - The Role of the Board and Board members

- a. Mr O'Connor led an induction session on the role of the Board, highlighting key areas: developing strategy, ensuring effective management, and decision-making. He also set out the relationship of the Board to Conference, the General Secretary, Committees, Boards, and the Custodial Trustees.
- b. A training session on the role of Charity Trustees is planned for the afternoon session of the November meeting of the Board
- c. The schedule for future meetings was agreed

4 Briefing from the General Secretary

- a. General briefing
 - Rev Dr Heather Morris praised the work of the Covid Management Team and reported that the Church Leaders through the Faith Forum have had direct access to the Chief Medical Officer and the Chief Scientific Advisor in Northern Ireland for advice. In the Republic of Ireland the Taoiseach's office has taken a different approach. In both jurisdictions MCI has sought to base guidance to churches on the most stringent advice. It was agreed the Covid Management Team continue to manage the Church's ongoing response, with DSs supervising implementation and compliance, and that MCI guidelines should continue to be published on the website.

- The Governance Board directed the Faith & Order Committee to update the document on Human Sexuality which was originally produced in 2011 and ratified by Conference.
- Names to be brought to the October meeting for Chairperson of the Ministries Team and the Safeguarding Board.

b. Legal issues

Dr Morris informed the meeting of legal issues being dealt with by the President's Advisory Committee. Potential conflicts of interest were declared by those members of the Board who are also members of the PAC: Sahr Yambasu, Heather Morris, Hazel Loney, John Clarke and Gillian Kingston. The Governance Board endorsed the approach being taken, and the General Secretary will keep the Board updated.

5. Matters arising from Conference and General Committee

a. HR report (HR manager - Gillian Skillen)

Ms Skillen updated the Board on HR implications as a result of central registration for MCI as one church body: TUPE: Transfer of Undertakings (Protection Of Employment) Regulations 2006 for existing employees; insurance implications, implications in the event of redundancy and Employer's Liability insurance.

Ms Skillen also reported on an anticipated initial cost of £10,000 for an improved HR system. It was agreed that this be factored in to the next budgeting round, as well as the need for additional personnel.

The General Secretary to report back on progress.

b. Discussion: Future role of the President and Lay Leader

A paper, which was a contribution by the General Secretary to the Working Party, had been previously circulated to the Board. The original remit of the working Party had been the role of the President, but it was recognised that the new governance structures have significantly impacted the role of the Lay Leader. The Board therefore directed that this should be incorporated into the work being done. The Board expressed the need to ensure that there was no overlap in responsibilities between the Board and the President. It is planned that an update will be brought to the Board meeting in November, with a view to a final report to the Governance Board during Spring 2022 and hence to Conference.

6. Finance briefing (CFO - Gillian Laney)

In presenting the Finance Report which had been previously circulated, Ms Laney paid tribute to the work being done by the finance team in introducing the new accounting system. Connexional departments should all be on the system by December and two members of staff are starting to visit circuits with induction training, with a view to having most, if not all, circuits on the system by next spring.

7. Establishment of Sub-committees

a. Audit Risk and Budget committee

Proposal 001: that the work of the Audit Risk and Budget (ARB) committee, as set out in the Manual of Laws, chapter 14, be delegated to the following sub-committees of the ARB:

1. Finance Committee
2. Audit and Assurance Committee
3. General Assurance Committee

The ARB shall consist of the chairpersons of the above sub-committees plus the General Secretary, and shall monitor and review the work of the sub-committees on an on-going basis.

Agreed

The Terms of Reference for each sub-committee were adopted and the sub-committees were then appointed as follows:

b. Finance Committee

Paul Cummings (Chair), Harold Agnew, Harold Baird, Laura Griffith, Bruce Mullen

c. Audit and Assurance committee

David Best (Chair), Nigel Mackey, Tom Millar, Neil Payne

d. General Assurance committee

John Clarke (Chair), David Campton, Gillian Kingston, [one to be co-opted]

8. Establishment of working group

Property Management

Proposal 002: that a working group be established to examine the following:

1. The overall policy and strategy of the church in relation to the support of projects involving church property.
2. Property management procedures within the church, including but not exclusively, the following
 - a. The appropriateness and efficacy of the roles of
 - i The Property Board
 - ii The Church Development Board
 - iii The Home Mission Department
 - iv The Estates Manager
 - v The Connexional Team and District Supervisors
 - vi Local Circuits and Societies
 - . The criteria and process by which property investment decisions are made.
 - a. Other considerations which the Working Group believe are relevant to this area

Agreed

A report to be brought to the Governance Board in April 2022.

Membership of the Working Party:

Mr Doug Edmondson (Chair); representatives from the Property Board, Church Development Board, Home Mission Department and Connexional Team; the 3 District Superintendents; with Estates Manager, Mr Simon Kinghan, in attendance.

9. Any Other Business

a. Preparation of Board Programme

It was agreed that the General Secretary, together with the three sub-committee chairs, meet to draw up an outline schedule of business for the year ahead, with Board members invited to submit any suggestions. This Schedule will then be brought to the Board for approval.

10. Next Meeting:

7th October in Dublin Central Mission (venue tbc)

11. Closing prayer

There being no other business, Mr O'Connor invited the President to close the meeting in prayer.