



CATHEDRAL
ISLE OF MAN

Community, Worship, Culture

Good Governance Code of Practice

Cathedral Isle of Man, a partnership of:

- St German's Cathedral *
- The Cathedral Quarter Trust (CQT)
- St German's Cathedral Foundation for Music and the Arts (FMA)

Adopted
by ✓

* St German's Cathedral is legally a sub-Committee of the PCC of the Parish of the West Coast. It is hoped that under new governance arrangements a new 'Cathedral Chapter' will become the legal authority governing St German's Cathedral.

Date Last Reviewed: February 2020

Frequency of Review Recommended: Annually

'Governance was about auditing and attending to the things we care about, i.e. people, finances, fabric, etc. To think of governance in this way was to see it more in terms of ecology than economy. In the case of cathedrals, their corporate care was about recognising that they were instruments of care for the wider world and finding the best way of relating to wider networks of flourishing.'

Eve Poole, Theology of Cathedral Governance, St George's House Windsor April 2019

1. Build a strong, qualified LCC/Chapter and evaluate their performance.*

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- Identify gaps in the current LCC/Chapter complement and the ideal qualities and characteristics, and keep an "ever-green" list of suitable candidates to fill vacancies.
- The majority of LCC/Chapter members should be independent: without any direct or indirect material relationship that could interfere with their judgment.
- Develop an engaged LCC/Chapter where members ask questions and challenge the Executive team and don't just "rubber-stamp" recommendations.
- Educate LCC/Chapter members. Give new members an orientation to familiarize them with the Cathedral, their duties and the LCC/Chapter's expectations; reserve time in meetings for on-going education about the Cathedral and governance matters.
- Regularly review by self-evaluation the LCC/Chapter's mandates to assess whether members are fulfilling their duties, and undertake meaningful evaluation of their performance.

2. Define roles and responsibilities. Establish clear lines of accountability among the LCC/Chapter, Dean, Executive Team Members:

- Create written mandates for the LCC/Chapter and each department setting out their duties and accountabilities.
- Delegate certain responsibilities to sub-groups where appropriate e.g. Audit and Risk.
- Develop written position descriptions for the Dean, Committees, and executive Team.

- The Dean needs to be aware of their dual roles one as Chair of the LCC/Chapter, the other as CEO: the Chair leads the LCC/Chapter and ensures it's acting in the Cathedral's long-term best interests; the Dean leads the executive team, develops and implements the Cathedral strategy and reports to the Chapter.
3. **Emphasize integrity and ethical dealing.** Not only must LCC/Chapter members declare conflicts of interest and refrain from voting on matters in which they have an interest, but a general culture of integrity and compliance with laws and policies without fear of recrimination is critical. To create and cultivate this culture:
 - Adopt a conflict of interest policy, a code of conduct for LCC/Chapter Members setting out the Cathedral's requirements and process to report and deal with non-compliance, and a Whistleblower policy.
 - Make someone responsible for oversight and management of these policies and procedures
 4. **Evaluate performance.** The LCC/Chapter should:
 - Establish measurable performance targets for the Dean and the executive team, regularly assess and evaluate their performance.
 5. **Engage in effective risk management.** The LCC/Chapter should regularly identify and assess the risks they face, including financial, operational, reputational, environmental, theological, and legal risks:
 - The LCC/Chapter is responsible for strategic leadership in establishing the Cathedral's risk tolerance and developing a framework and clear accountabilities for managing risk. It should regularly review the adequacy of the systems and controls management puts in place to identify, assess, mitigate and monitor risk and the sufficiency of its reporting.
 - LCC/Chapter members are responsible for understanding the current and emerging short and long-term risks the Cathedral faces and the performance implications. They should challenge management's assumptions and the adequacy of the company's risk management processes and procedures.