

## Standing Committee Minute Book

(A report from the Standing Committee.)

1. This report is based on advice from the Legal Committee of the Standing Committee and responds to the following notice of motion, referred to the Standing Committee by the Synod at the close of business on 16 October 1992 -

"That the minute book of the Standing Committee from time to time shall be made available by the Diocesan Secretary upon requests for inspection by any member of Synod during normal business hours upon reasonable notice."

2. It is useful to have regard to the relationship between the Synod and the Standing Committee, which was summarised by the Standing Committee in its report to the Synod in 1976 as follows -

"The Standing Committee is elected by the Synod but its function and purpose is not merely to be an extension of Synod. The relationship between the Synod and the Standing Committee is analogous to that between, say, the Archbishop and the Synod. The Archbishop is elected by the Synod but Synod fully recognises that his office and ministry touches upon many matters to be considered, and calls for many decisions to be made, in camera. So, although the Standing Committee continues the business of Synod when Synod is not in session, much of its business is of a far more detailed and confidential nature."

3. Clause 4 of the Standing Committee Ordinance 1897 sets out the functions of the Standing Committee and subclause (3) indicates that the Standing Committee has a significant management function. The law recognises that confidentiality is a key requisite for effective management and, accordingly, does not impose a general duty on management to make minutes of its proceedings available to outsiders. For example, trustees of a trust are generally not obliged to make minutes of their meetings available to beneficiaries: *In re Londonderry's Settlement [1965] 1 Ch 191*. In addition, a shareholder has no general right to inspect minutes of a meeting of the board of directors: *R v Mariquita & New Granada Mining Co (1858) 120 ER 917*. While the relationship between the Synod and the Standing Committee is not the same as the relationship which exists between trustees and beneficiaries or a board of directors and shareholders, the functions of the Standing Committee are such that the confidentiality of its proceedings would generally be protected by the law.

4. Thus, subject to one qualification, there is no legal obligation on the Standing Committee to make its minutes generally available for inspection by Synod members. The qualification arises by reason of clause 7 of the Standing Committee Ordinance 1897 which requires that the Standing Committee keep minutes of its proceedings and cause its minute book to be laid before the Synod at the commencement of each session. Under clause 9 of the Standing Orders Ordinance 1968 the laying of the minute book on the table is part of the business of the first day of each session of Synod.

5. Whether the minute book of the proceedings of the Standing Committee is made available to members of the Synod other than during sessions of the Synod is a matter of policy to be determined by the Standing Committee. There are good reasons why the minute book should not be available for inspection by Synod members generally. These include the need to keep certain deliberations of the Standing Committee confidential while the matters to which those deliberations relate are current. In addition, not all matters are decided in the course of one meeting and it may not be desirable to permit Synod members to have regard to the deliberations at one meeting which form part only of all deliberations in relation to a matter. A less significant reason, but nevertheless one which should be borne in mind, is that there is likely to be a cost to the Standing Committee (in terms of staff time etc) incurred in making the minute book available.

6. If the Standing Committee does permit Synod members to inspect the minutes during normal business hours and upon reasonable notice, the Standing Committee will have to consider whether the manner in which the minutes are presently recorded continues to be appropriate.

For and on behalf of the Standing Committee.

MARK PAYNE  
Legal Officer

8 October 1993