



# THE FACULTY OFFICE

## GOVERNANCE MANUAL

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## 1. INTRODUCTION

The Faculty Office of the Archbishop of Canterbury (normally referred to as ‘the Faculty Office’) has a number of discrete and otherwise unrelated responsibilities, set out in more detail in section 2.1 below.

The Faculty Office has four principal officers:

- The Master of the Faculties
- The Registrar of the Court of Faculties
- The Deputy Registrar
- The Chief Clerk

These four officers are also the Directors of the incorporated body, The Faculty Office of the Archbishop of Canterbury which is registered as a company limited by guarantee at Companies House in England and Wales with company no. 12221896. The incorporated body is the delivery vehicle for the statutory duties and responsibilities of the Faculty Office.

The Master is registered as the Person with Significant Control to reflect her overriding responsibility for the delivery of the work of the Faculty Office particularly as regards her role as Approved Regulator of the notarial profession in England & Wales pursuant to the Legal Services Act 2007.

This governance manual is intended to complement the memorandum and articles of association of the incorporated body and sets out additional policies, procedures and controls applicable to the day to day activities of the Faculty Office, its officers and employees.

## 2. ABOUT THE FACULTY OFFICE

### 2.1 What we do

The Faculty Office of the Archbishop of Canterbury has three principal functions:

- the issue of Special Marriage Licences
- the regulation of the Notarial profession
- the legal work for the awarding by the Archbishop of 'Lambeth' Degrees

The Faculty Office is presided over by the Master of the Faculties. Day to day administration is the responsibility of the Registrar of the Court of Faculties, and is undertaken by the Chief Clerk.

The functions of the Faculty Office extend to both England and Wales (and, in the case of notaries, further afield).

The Faculty Office is located in premises used by commercial agreement with Lee Bolton Monier-Williams LLP (Solicitors) at 1 The Sanctuary, Westminster.

Enquiries regarding notaries and special licences should be sent to the Registrar of the Faculty Office rather than to the Archbishop.

## 2.2 Our history

The Faculty Office has its origins in the Ecclesiastical Licences Act 1533. This Act transferred to the Archbishop of Canterbury the power to grant "all maner licences, dispensacions, faculties, composicions, delegacies, rescriptes, instrumentes or wrytynges have byn accustomed to be had at the see of Rome".

The Act created a new court – the Court of Faculties, commonly known as the Faculty Office – and provided for the appointment of a judge to preside over it. This jurisdiction was to be administered by the Archbishop's "comissarye" assisted by a "clerke". The issue of Special Marriage Licences and the appointment of Notaries Public were, before the Reformation, functions carried out by the Pope or the Papal Legates. For this reason, the functions under the Act are sometimes referred to as the "legatine powers". The powers are more constitutional than ecclesiastical in the modern sense of that word.

## 2.3 The Seal of the Faculty Office

This seal is attached to the 'faculties' which the Faculty Office issues:

- Notarial faculties (the document which appoints a Notary)
- Special Marriage Licences
- Lambeth Degrees
- Other dispensations

It has been used since the time of Archbishop Cranmer in the reign of Henry VIII.



On one side of the Seal is a representation of Moses lifting up the brazen serpent, with the motto 'Mundus transit' and the Arms of the See of Canterbury.

The reverse side shows a representation of Christ's crucifixion with St John. In Latin is a quotation from St John's Gospel (Chapter 17 verse 3), which translates as: 'And this is life eternal: that they might know Thee, the only true God, and Jesus Christ whom Thou hast sent'.

One side is thus symbolic of the other: "As Moses lifted up the serpent in the wilderness, even so must the Son of Man be lifted up." (St John Chapter 3 verse 14)

## 2.4 Our approach

A Notary Public is a legal officer of ancient standing. The functions of notaries include the preparation and execution of legal documents for use abroad, attesting the authenticity of deeds and writings, and protesting bills of exchange. Notaries in England and Wales may also provide any non-contentious legal service, including conveyancing and probate activities.

There are two membership organisations for notaries, the Notaries' Society and the Society of Scrivener Notaries. They have representative functions only and are not part of the Faculty Office.

Although the Faculty Office of the Archbishop of Canterbury regulates notaries (and the 'faculty' appointing a notary is issued in the name of the Archbishop), a notary is a secular lawyer and is not otherwise associated with the Archbishop or the Church of England.

The admission and regulation of Notaries Public in England and Wales is one of the functions of the Faculty Office.

The Faculty Office of the Archbishop of Canterbury also maintains jurisdiction for the appointment (and partial regulation) of notaries in certain overseas jurisdictions.

## 2.5 Legislative background

The Master of the Faculties (the judge who presides over the Faculty Office) is the approved regulator of the notarial profession.

This jurisdiction regarding the notarial profession was confirmed and enhanced by the Courts and Legal Services Act of 1990 and the Legal Services Act 2007. Both confirmed the Master's statutory powers to make Rules for the regulation of the profession.

## **2.6 Regulatory oversight**

The Legal Services Act 2007 confirms the Legal Services Board as the oversight regulator for a variety of approved regulators, including the Faculty Office.

## **3. ROLES AND RESPONSIBILITIES**

### **3.1 The Master of the Faculties**

The Master is the judicial officer holder in charge of the Faculty Office.

The role of the Master can be traced back to the Ecclesiastical Licences Act 1533 but now the Master mainly derives their authority (as regards notaries) from the Public Notaries Acts 1801 and 1843, the Courts & Legal Services Act 1990 and the Legal Services Act 2007.

There are two important features which distinguish the regulation of notaries by the Master.

The Master and the Faculty Office are entirely separate from the Notaries Society and the Society of Scrivener Notaries, who are the two societies which represent general notaries and scrivener notaries respectively. Practice fees to register and remain as a notary are collected by the Faculty Office and solely fund regulation of notaries. Unlike the fee arrangements for solicitors and barristers, there is no cross subsidy between regulation and representation.

All powers are vested in the Master personally and not in an organisation such as the Bar Council (as for barristers).

The Master is a senior judge, experienced in acting fairly and dispassionately. The Master is not a notary. Rules and regulations are issued in the name of the Master.

The Master holds regular meetings with the staff of the Faculty Office.

### **3.2 The Registrar of the Faculty Office and senior staff**

**3.2.1 The Registrar of the Court of Faculties is the legal official responsible for the operation and management of the Faculty Office. The Registrar:**

- sets policy in concert with the Master and implements it
- engages with partner bodies, governmental institutions and the notarial societies
- is the registrar of the Master's Qualifications and Advisory Boards

- oversees disciplinary proceedings against notaries accused of misconduct
- oversees the staff of the Faculty Office in conjunction with the Deputy Registrar and Chief Clerk

### 3.2.2 The Deputy Registrar of the Faculty Office assists the Registrar and deputises for the Registrar in all roles.

The Deputy Registrar is also involved in the formulation of policy and new procedures and the writing of new rules and policies.

### 3.2.3 The Chief Clerk of the Faculty Office manages the day to day operational capacity of the Faculty Office. The Chief Clerk:

- engages with partner bodies, governmental institutions and the notarial societies
- participates in the formulation of policy and in its implementation
- is the key contact for anti-money laundering enquiries, notarial misconduct and other sensitive matters
- oversees the day to day correspondence and activity of the Faculty Office clerks
- facilitates the qualification, admission and practice of notaries under the rules
- organises the disciplinary arrangements for notaries accused of misconduct
- provides the specialised knowledge and expertise in the operation and development of the regulatory and non-notarial legal work of the Faculty Office

### 3.2.4 The Deputy Chief Clerk's responsibilities include:

- the regulation and administration of the notarial profession with a particular focus on risk and compliance within the regulatory framework of the Faculty Office in furtherance of the Legal Services Act 2007 and best regulatory practice, including relations with the Legal Services Board, the Legal Ombudsman, the Ministry of Justice and other regulatory bodies
- the supervision of the notarial profession in relation to the Money Laundering and Terrorist Financing Regulations 2017, including relations with the Office for Professional Body Anti-Money Laundering Supervision, HM Treasury and HM Revenue and Customs

The Deputy Chief Clerk also fulfils the role of risk, compliance and investigations officer.

## 3.3 The Boards and committees

The Master will also approve terms of reference for the four boards and committees, appoints members and receives, reviews and acts upon recommendations of the boards and committees.

The Faculty Office has four established boards and committees, with terms of reference (or Rules where applicable) available via links in appendices:

- The Master's Council

- The Master's Audit Committee
- The Advisory Board
- The Qualifications Board

### 3.3.1 The Master's Council

The Master's Council brings together the work of the other three boards and committees, along with the work of the Faculty Office's executive team, giving the Master a comprehensive overview of the Faculty Office, its work and the professional, regulatory and professional landscape in which it works.

Terms of reference for the Master's Council are available via links in appendices.

### 3.3.2 The Master's Audit Committee

The Master's Audit Committee has been established by the Master to provide advice to the Master on the finances, financial control and financial liabilities of the Faculty Office.

All of the operations of the Faculty Office are included, and oversight is not limited to only notarial activities.

Terms of reference for the Master's Audit Committee are available via links in appendices.

### 3.3.3 The Advisory Board

The key roles of the Advisory Board are to:

- Advise the Master and the Registrar on any matter pertaining to the notarial profession in England and Wales and its regulation that may be referred to it by the Master or the Registrar, by or on behalf of a body representing notaries in practice in England or Wales, or by any other body or person provided that the Board considers that the matter to be referred to it is of sufficient general interest to or in connection with the notarial profession to justify its consideration
- Consider any matter pertaining to the notarial profession in England and Wales and its regulation notwithstanding that it has not been referred to the Board under another rule

A full description of the role of the Advisory Board is set out in the Notaries (Advisory Board) Rules 2008, available via links in appendices.

### 3.3.4 The Qualifications Board

The role of the Qualifications Board is to consider:

- Whether a degree or other qualification course should be approved by the Master for those qualifying as a notary

- The standard of the qualifications of any person applying for admission as a notary under the rules
- The qualifications and experience of persons applying for recognition that they are eligible for admission as a notary having been admitted or qualified as a notary in another jurisdiction

A full description of the role of the Qualifications Board is set out in the Notaries (Qualification) Rules 2007, available via links in appendices.

### 3.4 Chairs

The chairs of the various boards and committees are selected as follows:

- The Master’s Council – chair is the Master
- The Master’s Audit Committee – chair is normally the lay chair of the Advisory Board
- The Advisory Board – chair is appointed by the Master, but must be a lay person
- The Qualifications Board – chair is appointed by the Master

In relation to the appointment of the chairs of the Advisory Board and the Qualifications Board from 1 January 2022 a robust and open recruitment process, updated in late 2021, is in place.

Role descriptions for:

- Chair of the Master’s Audit Committee
- Chair of the Advisory Board
- Chair of the Qualifications Board
- A member of any committee or board

are available via links in appendices.

### 3.5 Terms of reference

Terms of reference (or Rules, in the case of the Advisory Board and the Qualifications Board) for each board or committee are available via links in appendices.

### 3.6 Overall schedule of meetings

The table below indicates the normal schedule of meetings of the four boards and committees across a year.

***The schedule for 2022 is under review, and may change from this pattern. The Master’s Audit Committee will move to three meetings per year in 2022.***

Month	Board or committee

January	<ul style="list-style-type: none"> <li>• The Qualifications Board</li> </ul>
February	<ul style="list-style-type: none"> <li>• The Master's Council</li> </ul>
March	<ul style="list-style-type: none"> <li>• The Advisory Board</li> <li>• The Qualifications Board</li> </ul>
April	
May	<ul style="list-style-type: none"> <li>• The Master's Council</li> <li>• The Master's Audit Committee</li> <li>• The Qualifications Board</li> </ul>
June	<ul style="list-style-type: none"> <li>• The Advisory Board</li> </ul>
July	<ul style="list-style-type: none"> <li>• The Qualifications Board</li> </ul>
August	<ul style="list-style-type: none"> <li>• The Master's Council</li> </ul>
September	<ul style="list-style-type: none"> <li>• The Advisory Board</li> </ul>
October	
November	<ul style="list-style-type: none"> <li>• The Master's Council</li> <li>• The Master's Audit Committee</li> <li>• The Qualifications Board</li> </ul>
December	<ul style="list-style-type: none"> <li>• The Advisory Board</li> </ul>

## 4. HOW WE WORK

### 4.1 Setting, monitoring and reviewing strategy

The key strategic aims for the Faculty Office take the form of an annually-updated set of 'Master's priorities' which are effectively the equivalent of a business plan in many other organisations.

The Master's annual priorities sit within the Faculty Office's overall objects, as defined in section 2 of the Articles of Association.

These priorities are established by the Master, through consultation with the Master's Council. The members of the Master's Council are experienced professionals in all areas of the Faculty Office's work, and offer advice to the Master on the priorities for the next year, as well as reflecting on progress on current priorities.

The Master's priorities can contain items carried over from the previous year, which may be because the specific item was intended to last for more than one year, or has been subject to delay.

The Master's priorities are the subject of a consultation with the profession and other stakeholders before being finalised.

Once the priorities are established, the Master informs the Master's Audit Committee, the Advisory Board and the Qualifications Board of them, and allocates responsibility for their delivery as appropriate to these groups.

These groups then provide appropriate updates to the Master on the progress in relation to the priorities, and these are considered regularly at the Master's Council.

## **4.2 Key performance indicators**

The Master receives advice from the Advisory Board (and other groups on occasion) on the set of key performance indicators which are appropriate in providing an overall assessment of progress in several areas of the Faculty Office's work.

The number of key performance indicators in place at any time can vary, but each is generally kept in place for several years in order to establish a trend in terms of progress in important areas.

The set of current key performance indicators is available via links in appendices.

The Master's Annual Address includes an overall view of the previous year's priorities. The address is normally delivered at the Notaries Society Conference in September, which is regularly attended by almost half of the notaries practising in England & Wales. The address is then published on the Faculty Office website.

### 4.3 Schedule of delegation / Reserved power

This Schedule of delegation shows to which level the Master of the Faculties and the Registrar of the Faculty Office may legally delegate their functions. The principles under which the delegation is made and a list of reserved powers that only the Master exercises is at the end of the document.

#### Key

Level 1: Master

Level 2: Registrar (or Deputy)

Level 3: Chief Clerk or Deputy Chief Clerk

Level 4: Staff

**Red box**      Function **cannot** be legally carried out at this level.

✓              Action could be undertaken by this level.

✘              Although legally possible to delegate to this level, it would not be prudent for the decision to be taken at that level.

Please note;

- Set out key principles for governance and management

Area	No	Function	Level				Responsibility is delegated to:	Authority	Follow up action
			1	2	3	4			
Authorisation	1	To carry out the pre-appointment checks before being appointed as a notary	x	✓	✓		Chief Clerk and Deputy Chief Clerk		Once checks complete and paperwork in order, send to Master
	2	Appointment of a new notary, admission formats and fees	✓					Public Notaries Acts and Rules 9 and 10, Notaries (Qualification) Rules 2017	Once approved, Registrar to ensure notary takes oath of admission, staff to issue faculty, enter details on NotaryPro etc
Annual issue of practising certificate	3	Approval of application forms for practising certificate	✓	✓	✓		Form is approved in Senior Officers Meeting	Rule 4, Notaries Practice Rules 2019	Chief Clerk and Deputy Chief Clerk to implement changes
	4	Adding or subtracting from the list of documents that must be supplied by the notary on renewal	✓	✓	✓		Additional requirements determined in Senior Officers Meeting. If significant obtain Master's approval.	Rule 4, Notaries (Practising Certificates) Rules 2012	
	5	Set minimum level of insurance cover	✓						
	6	Checking that notary seeking to renew practising certificate has requisite insurance etc	x	✓	✓		Chief Clerk and Deputy Chief Clerk	Notaries Practice Rules 2019 and Rule 4, Notaries (Practising Certificates) Rules	

Area	No	Function	Level				Responsibility is delegated to:	Authority	Follow up action
			1	2	3	4			
							2012		
		Approval of practising certificate application on NotaryPro	*	✓	✓		Chief Clerk and Deputy Chief Clerk (both must authorise)	Notaries Practice Rules 2019	Staff issue practising certificate
Qualification and admission	7	The approval or recognition of degrees, qualifications and experience for those seeking to qualify as notaries	✓				Qualifications Board	Rule 6.3, Notaries (Qualification) Rules 2017	
	8	Recognition of qualifications and experience of overseas notaries wishing to be appointed in England and Wales and prescribing an aptitude test	✓				Qualifications Board, review in case of objection by the Master	Rule 8, Notaries (Qualification) Rules 2017	
	9	The approval of courses for those who wish to qualify as notaries.	✓				Qualifications Board		
	10	Approval of the Notarial Practice Course and Office Practice Course	✓				Master on the advice of the Qualifications Board	Rule 2, the Notaries (Qualification) Rules 2017	
	11	Approval of admission formats and fees	✓						
	12	Appoint members of the Qualifications Board	✓				Consultation with the Company, the	Schedule 1 to the Notaries	

Area	No	Function	Level				Responsibility is delegated to:	Authority	Follow up action
			1	2	3	4			
							Society of Scrivener Notaries and the Notaries Society and such other persons or bodies as the Master may consider appropriate	(Qualification) Rules 2017	
	13	Appoint Chair of Qualifications Board	✓					Schedule 1 to the Notaries (Qualification) Rules 2017	
Post qualification	14	Maintain list of supervisors		✓	✓	✓	Chief Clerk and Deputy Chief Clerk	Rule 3, Notaries (Post-Admission Supervision and Training) Rules 2019	
	15	Direct that length of supervision to be extended	✓	✓			Registrar	Rule 4(4), Notaries (Post-Admission Supervision and Training) Rules 2019	
	16	Terminate supervisor's supervision of a notary	✓	✓			Registrar, subject to such conditions imposed by the Master	Rule 5(7), Notaries (Post-Admission Supervision and Training) Rules	Approval of replacement supervisor by notary

Area	No	Function	Level				Responsibility is delegated to:	Authority	Follow up action
			1	2	3	4			
							2019		
	17	Monitor that supervision requirements are being observed	*	✓	✓	✓	Chief Clerk and Deputy Chief Clerk		
	18	On receipt of final supervisor's report, confirm that the notary may practice unsupervised	✓	✓	✓		Chief Clerk and Deputy Chief Clerk. Unless the supervisor raises concerns or the Faculty Office is otherwise aware of concerns, this is automatic.	Rule 7, Notaries (Post-Admission Supervision and Training) Rules 2019	Faculty Office to write to supervisor and supervisee to confirm end of supervision period. Record changed on NotaryPro.
	19	Determine level of supervisors fees	✓				Order of the Master	Rule 8, Notaries (Post-Admission Supervision and Training) Rules 2019	Publish new fee on website
	20	Approve courses and tuition that supervised notaries must undergo	✓	✓	✓		Chief Clerk and Deputy Chief Clerk	Rule 10, Notaries (Post-Admission Supervision and Training) Rules 2019	
	21	Determine education requirements for notaries returning from practice after a 5-year break	✓				Decided on a case by case basis by the Master	Rule 11, Notaries (Post-Admission Supervision and Training) Rules 2019	

Area	No	Function	Level				Responsibility is delegated to:	Authority	Follow up action
			1	2	3	4			
	22	Granting dispensations from the post-qualification requirements					Decided on a case by case basis by the Master	Rule 12, Notaries (Post-Admission Supervision and Training) Rules 2019	
Continuing professional education	23	Accredit CPE courses or activities for credit points to be given Also removal of accreditation	✓	✓	✓		Chief Clerk or Deputy Chief Clerk with difficult cases referred upwards. Challenges to be sent to the Master.	Regulation 11, Notaries (Continuing Professional Education) Regulations 2010 NB power to delegate under Regulation 16.	
	24	Checking CPE record on an annual basis		✓	✓		Chief Clerk or Deputy Chief Clerk as part of the annual renewal of practising certificate		
	25	Investigate records of CPE		✓	✓		Registrar to sanction	Regulation 7, Notaries (Continuing Professional Education) Regulations 2010	
	26	Grant waiver from the requirements of the CPE	✓					Regulation 15,	

Area	No	Function	Level				Responsibility is delegated to:	Authority	Follow up action
			1	2	3	4			
		regulations					Notaries (Continuing Professional Education) Regulations 2010		
Finance	27	To approve the formal budget each financial year	✓	✓			Master, Registrar and Senior staff approve the budget in Master's Meeting	Budget is submitted to Audit Committee for their information	
	28	Monitor quarterly expenditure/income	✓	✓	✓		Monitored by Finance Adviser (Sue Goss) and reports made to Master's Meeting	Also submitted to the Audit Committee	
	29	To make payments	x	✓	x		Registrar and Deputy Registrar are authorised signatories		
	30	To appoint auditors/examiners	✓	✓	x		Appointment made in Master's Meeting.	Reported to Audit Committee	
	31	To set level of practising certificate fee and contribution to contingency fund	✓				Master through discussion at Master's Quarterly	Rule 4, Notaries (Practising Certificates) Rules Faculty Office staff to prepare the application to the LSB	

Area	No	Function	Level				Responsibility is delegated to:	Authority	Follow up action
			1	2	3	4			
							Council	2012 Approval by the Legal Services Board required	and communicate the outcome to notaries.
	32	Appoint members of the Audit Committee	✓						
Staffing	33	Appoint staff members		✓			Registrar to consult with the Master before making significant staff appointments		
	34	Monitor, review performance, appraise staff members		✓	✓			Staff handbook	
	35	Pay review		✓				See staff handbook	
	36	Suspension or dismissal		✓				See staff handbook	
	37	Setting overall staffing structure		✓					
	38	Establish and review procedures for addressing staff discipline, conduct and grievance.		✓				See staff handbook	
Inspections	39	Appoint and dismiss inspectors	✓				Master on the advice of the Registrar	Regulation 2, the Notaries (Inspections)	

Area	No	Function	Level				Responsibility is delegated to:	Authority	Follow up action
			1	2	3	4			
							Regulations 2014.		
	40	Decide on list of who is to be inspected		✓			Registrar approves list prepared by Chief Clerk and Deputy Chief Clerk following discussion in Senior Officers Meeting	Regulation 1, the Notaries (Inspections) Regulations 2014.	Chief Clerk and Deputy Chief Clerk to send list to inspectors
	41	Select an inspector to carry out an inspection		✓	✓		Where the Registrar has no preference which inspector should carry out the inspection, the inspectors may decide amongst themselves	Regulation 2, the Notaries (Inspections) Regulations 2014  NB – conflict check required – Regulation 3	Chief Clerk and Deputy Chief Clerk to write to the inspector and inspectee. 7 days' notice of inspection required.
	42	Approve inspectors pro forma questionnaire	✓				Master agrees questionnaire following consultation with inspectors and Faculty Office. This is normally done at	Regulation 6, the Notaries (Inspections) Regulations 2014	Chief Clerk and Deputy Chief Clerk to circulate approved questionnaire to inspectors and place on the website

Area	No	Function	Level				Responsibility is delegated to:	Authority	Follow up action
			1	2	3	4			
							the end of each year following the Master's annual meeting with the inspectors		
	43	Decide on initial follow up action where required following receipt of inspector's report	✓	✓	✓		Initially the Registrar writes to the inspector and/or inspectee regarding any follow up action. This is discussed in advance at the Senior Officers Meeting. The papers are then sent to the Master who may require further follow up and can impose the interventions in Regulation 11.	Regulations 10 and 11, the Notaries (Inspections) Regulations 2014.	
	44	On the basis of the information in the inspector's report order further inspection or inspections of the notary's practice, a requirement to undertake further training or the supervision by a notary of the notary's practice, or aspects of it	✓					Regulation 11 of the Notaries (Inspections) Regulations 2014.	Faculty Office implement the Master's directions

Area	No	Function	Level				Responsibility is delegated to:	Authority	Follow up action
			1	2	3	4			
	45	Commence disciplinary proceedings following receipt of inspector's report		✓			Registrar refers matter to a nominated notary if inspector's report discloses matters which may amount to an allegation of Notarial Misconduct	Regulation 12 of the Notaries (Inspections) Regulations 2014.	Follow steps in Notaries (Conduct and Discipline) Rules 2015
<b>Notaries Accounts</b>	46	Investigation of accounts	x	✓	✓			Notaries Accounts Rules 1989 Notaries Trust Accounts Rules 1989	Follow disciplinary procedure if necessary
<b>Disciplinary</b>	47	Appointment and dismissal of Commissary and Deputy Commissary					Archbishop of Canterbury		
	48	Appointment and dismissal of Assessors	✓					Rule 4, Notaries (Conduct and Discipline) Rules 2015	
	49	Appointment and dismissal of nominated notary		✓	✓		Dismissal only by the Registrar	Rule 6, Notaries (Conduct and Discipline) Rules 2015	

Area	No	Function	Level				Responsibility is delegated to:	Authority	Follow up action
			1	2	3	4			
	50	Referral to designated complaints body or nominated notary		✓	✓			Rule 8, Notaries (Conduct and Discipline) Rules 2015	
	51	Designation of an informal complaints procedure and complaints body	✓					Rule 7, Notaries (Conduct and Discipline) Rules 2015	
	52	Restrict or endorse practising certificate	x	✓			Registrar makes decision after discussion in Officers Staff Meeting  Appeals heard by the Master (if matter not before the disciplinary Court) or the Commissary (if matter before the disciplinary Court)	Rule 9 Notaries (Practising Certificates) Rules 2012	Chief Clerk/Deputy Chief Clerk to update NotaryPro Any appeal is heard by the Master
	53	Suspend a notary on an interim basis pending disciplinary Court (3 months at a time)		✓			NB Appeals heard by the Master	Rule 9, Notaries (Conduct and Discipline) Rules 2015	Inform notary and place information on NotaryPro. Diarise suspension expiry date.

Area	No	Function	Level				Responsibility is delegated to:	Authority	Follow up action
			1	2	3	4			
	54	Suspend a notary on an interim basis once the Court proceedings underway (3 months at a time)					Court (Commissary) only	Rule 21, Notaries (Conduct and Discipline) Rules 2015	As above
	55	Act as clerk of the disciplinary tribunal		✓	✓			Notaries (Conduct and Discipline) Rules 2015	
Setting of policy and obtaining advice	56	To determine annual priorities or agree business plan	✓	✓			Through Master's Quarterly Council		
	57	To commission research or set up working groups	✓	✓	✓		Through Master's Quarterly Council and Advisory Board		
	58	To appoint or dismiss members of the Advisory Board	✓					Schedule to the Notaries (Advisory Board) Rules 2008	
	59	To appoint or dismiss Chair of the Advisory Board	✓					Schedule to the Notaries (Advisory Board) Rules 2008	
	60	Approving internal policies and procedures	✓	✓			Usually by Master & Registrar jointly through Master's Quarterly Council		
Legal Services Board, OPBAS and other regulatory bodies	61	Respond to requests for information	✓	✓	✓	✗			Inform Senior Management Team
	62	Respond to consultations	✓	✓	✓	✗	Chief Clerk or Deputy Chief Clerk through Senior		

Area	No	Function	Level				Responsibility is delegated to:	Authority	Follow up action
			1	2	3	4			
							Officers Meeting		
Premises & insurance	63	Buildings insurance and personal liability		✓					
Health & safety	64	To ensure a health and safety policy and procedures are in place.		✓			Registrar with assistance of Practice Manager		
	65	To ensure that health and safety regulations are followed		✓	✓	✓	All supervisory staff		
Procurement	66	Procure stationary, equipment, IT support, research, consultancy etc.		✓	✓	*	All expenditure over £500 must first be authorised by the Registrar		
Publicity	67	Press releases, speaking to journalists	✓	✓	✓		All public statements first to be approved either by Registrar or in the Senior Officers Meeting		
Companies House	68	Filings with Companies House		✓	✓		First approved in Senior Officers Meeting		

Notes

1. Where legal functions are being carried out, responsibilities are normally set out in the rules and regulations of the Faculty Office made from time to time by the Master and published on the Faculty Office website.
2. The general principles behind the way in which the Faculty Office works are:
  - (a) The Master is the judicial head. She is responsible for all major policy decisions relating to notaries, both in England & Wales and overseas, but such decisions are often made in concert with the Senior Management Team (Registrar, Deputy Registrar, Chief Clerk and Deputy Chief Clerk). The role of the Master can be traced back to the Ecclesiastical Licences Act 1533 but now the Master mainly derives their authority (as regards notaries) from the Public Notaries Acts 1801 and 1843, the Courts & Legal Services Act 1990 and the Legal Services Act 2007. The Master does not directly manage the staff of the Faculty Office or its operations.
  - (b) The Registrar is the legal official responsible for the operation and management of the Faculty Office. All staff, operations and premises issues are managed by him. He:
    - a. sets policy in concert with the Master and implements it;
    - b. engages with partner bodies, governmental institutions and the notarial societies;
    - c. is the registrar of the Master's Qualifications and Advisory Boards;
    - d. oversees disciplinary proceedings against notaries accused of misconduct;
    - e. oversees the staff of the Faculty Office in conjunction with the Deputy Registrar and Chief Clerk.
  - (c) The Deputy Registrar assists the Registrar and deputises for him in all of his roles.
  - (d) The Chief Clerk is the person with day to day operational conduct of the work of the Faculty Office. He:
    - a. manages the day to day operational capacity of the Faculty Office
    - b. engages with partner bodies, governmental institutions and the notarial societies
    - c. participates in the formulation of policy and in its implementation
    - d. is the key contact for anti-money laundering enquiries, notarial misconduct and other sensitive matters
    - e. oversees the day to day correspondence and activity of the Faculty Office clerks
    - f. facilitates the qualification, admission and practice of notaries under the rules

- g. organises the disciplinary arrangements for notaries accused of misconduct
  - h. provides the specialised knowledge and expertise in the operation and development of the regulatory and (the non-notarial) legal work of The Faculty Office.
- (e) The Risk, Compliance and Investigations Officer, and Deputy Chief Clerk assists the Chief Clerk and leads on investigations, monitoring and compliance issues.
- (f) There are a number of other staff who assist the officers of the Faculty Office including a part time finance officer.

### Master's reserved matters

- Appointment of a new notary, admission formats and fees (2)
- Set minimum level of insurance cover (5)
- Approval of the Notarial Practice Course and Office Practice Course (10)
- Approval of admission formats and fees (11)
- Appoint members of the Qualifications Board (12)
- Appoint Chair of Qualifications Board (13)
- Determine level of supervisors fees (19)
  
- Determine education requirements for notaries returning from practice after a 5-year break (21)
  
- Grant waiver from the requirements of the CPE regulations (26)
- To set level of practising certificate fee and contribution to contingency fund (31)

Appoint members of the Audit Committee (32)  
Appoint and dismiss inspectors (39)  
Approve inspectors pro forma questionnaire (42)

On the basis of the information in the inspector's report order further inspection or inspections of the notary's practice, a requirement to undertake further training or the supervision by a notary of the notary's practice, or aspects of it (44)

Appointment and dismissal of Assessors (48)

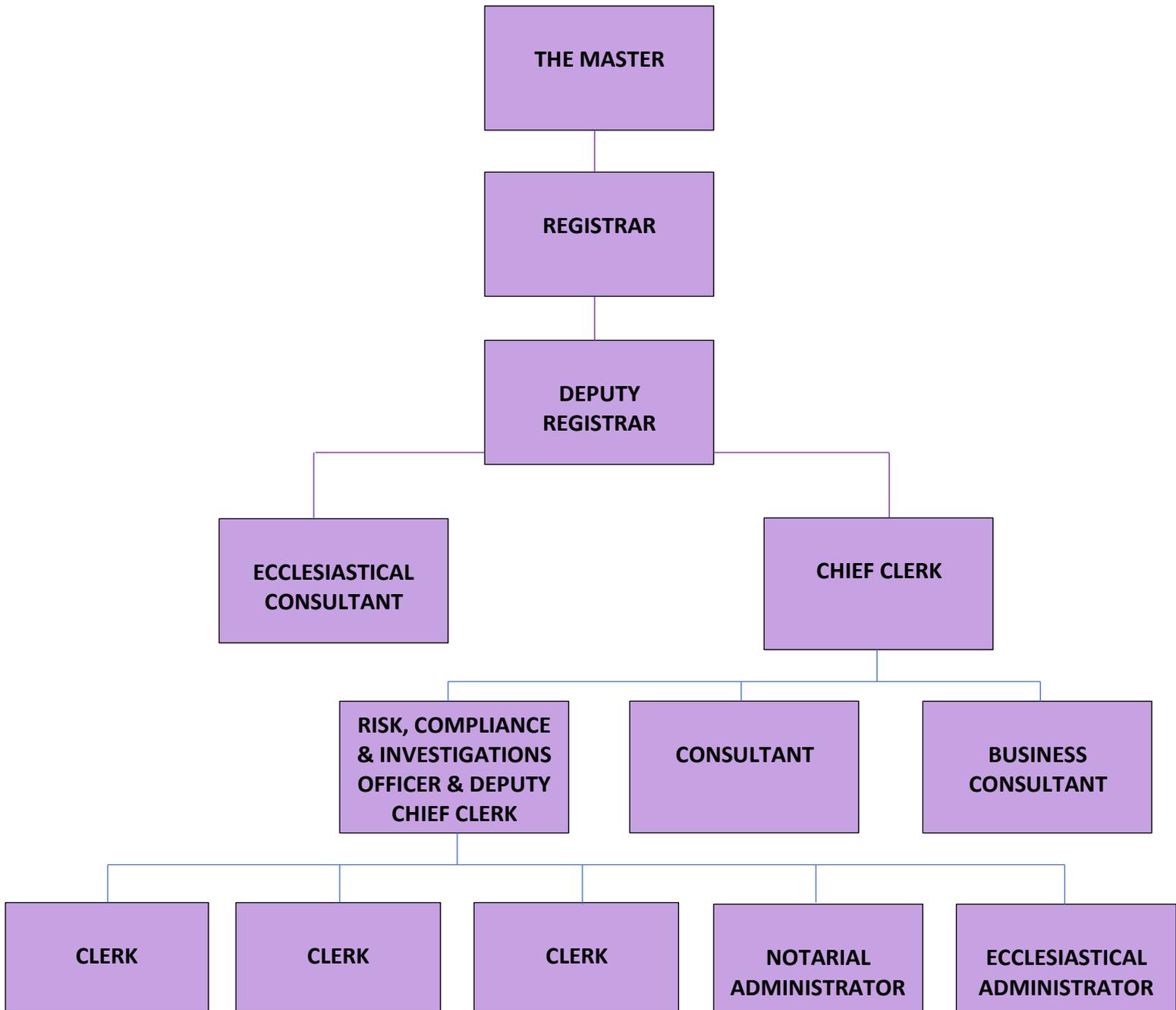
Designation of an informal complaints procedure and complaints body (51)

To appoint or dismiss members of the Advisory Board (58)

To appoint or dismiss Chair of the Advisory Board (59)

#### 4.4 Organisational structure

##### MANAGEMENT STRUCTURE



#### **4.5 Procedures**

The rules of procedure governing the operations of the Faculty Office are contained within the Articles of Association listed in appendices.

#### **4.6 Recruitment and nominations for Board and committee members**

The Faculty Office's policy on recruitment and nominations for board and committee members is listed in appendices.

The policy on the removal of board and committee members is listed in appendices.

#### **4.7 Annual review of chairs**

The Master meets annually with the chair of each committee or board, to review progress, support the chairs and assess any developmental needs in the chairs.

In preparation for those meetings, the Master will (with the exception of the Master's Council) review the overall performance of each committee or board with the Registrar, and will consult with others to gather feedback as appropriate.

In the case of the Master's Council, the Master will review progress with the Registrar.

Appropriate summary notes are retained of these annual meetings, but are not published given the nature of personal details they contain.

#### **4.8 Induction process for new Board and committee members**

The Faculty Office aims to provide members of committees and boards with induction procedures and support which enables them to carry out their role effectively.

On joining any board or committee new members will receive a copy of this governance manual and other key documents relevant at the time.

A formal induction session will be organised by the Registrar, at which new members will be guided through the history, legal structure, objects, strategy and plans for the Faculty Office, along with an overview of how the Faculty Office is managed and governed. New members will normally also be guided through the Faculty Office's premises when they first visit for a meeting.

The Master will aim to meet (either in person or remotely) with each new member on their appointment.

Notes are retained of each new member's induction process.

## 5. LIST OF APPLICABLE POLICIES

The Faculty Office has in place a range of policy documents, designed to ensure a transparent, consistent and effective approach to issues of policy.

There are no policy documents which are not available to interested parties. Most policy documents are contained within this manual. Any which are not contained in this manual are available on the Faculty Office web site.

The appendices to this manual contain links to the following policies:

- **Equality, diversity and inclusion policy**
- **Public access to justice policy**
- **Complaints policy**
- **Appointment of board and committee members policy**
- **Removal procedure for board and committee members**
- **Transparency policy**
- **Whistleblowing policy**
- **Anti-corruption and bribery policy**
- **Gifts and hospitality policy**
- **Expenses policy**
- **Publishing policy**
- **Policy on staff with responsibilities to both the Faculty Office and to LBMW**
- **Consultations policy – outcomes and impact**
- **Climate issues policy**
- **Operating reserves policy**

## APPENDICES

Each appendix or policy can be accessed by clicking 'here' in the title

- A. **The Seven Principles of Public Life (here)**
- B. **Terms of reference – The Master's Council (here)**
- C. **Terms of reference – The Master's Audit Committee (here)**
- D. **Rule – Advisory Board (here)**
- E. **Rule – Qualifications Board (here)**
- F. **Key performance indicators (here)**
- G. **Articles of Association (here)**
- H. **Role descriptions for all members of boards and committees (here)**
- I. **Additional role descriptions for chairs (here)**
- J. **Policy documents / statements:**
  - Equality, diversity and inclusion policy (here)
  - Public access to justice policy (here)

- [Complaints policy \(here\)](#)
- [Appointment of board and committee members policy \(here\)](#)
- [Removal procedure for board and committee members \(here\)](#)
- [Transparency policy \(here\)](#)
- [Whistleblowing policy \(here\)](#)
- [Anti-corruption and bribery policy \(here\)](#)
- [Gifts and hospitality policy \(here\)](#)
- [Expenses policy \(here\)](#)
- [Publishing policy \(here\)](#)
- [Policy on staff with responsibilities to both the Faculty Office and to LBMW \(here\)](#)
- [Consultations policy – outcomes and impact \(here\)](#)
- [Climate issues policy \(here\)](#)
- [Operating reserves policy \(here\)](#)



# THE FACULTY OFFICE

## Appendix A - The Seven Principles of Public Life

The Seven Principles of Public Life (also known as the Nolan Principles) apply to anyone who works as a public office-holder.

This includes all those who are elected or appointed to public office, nationally and locally, and all people appointed to work in the Civil Service, local government, the police, courts and probation services, non-departmental public bodies (NDPBs), and in the health, education, social and care services.

All public office-holders are both servants of the public and stewards of public resources. The principles also apply to all those in other sectors delivering public services.

### Selflessness

Holders of public office should act solely in terms of the public interest.

### Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

### Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

### Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

### Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

### Honesty

Holders of public office should be truthful.

### **Leadership**

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.



# THE FACULTY OFFICE

## Appendix B – Terms of Reference

### THE MASTER'S COUNCIL

#### Terms of reference

Membership: The Master of Faculties\*

Registrar\*

Deputy Registrar\*

Chief Clerk\*

Deputy Chief Clerk

Chair of the Advisory Board

Financial Manager

Additional members may be invited as appropriate to the content of the meeting

\*these are also directors of the Faculty Office of the Archbishop of Canterbury delivery company

- Purpose of body:
1. To make policy
  2. to keep the Master informed about Faculty Office work, the work of the boards and audit committee, the inspectors, notarial disciplinary cases etc.
  3. to set and monitor the budget, approve accounts and appoint auditors

4. monitor KPIs, the Master's annual priorities and regulatory standards
5. for the Master to make decisions in consultation with the Faculty Office
6. for the Master to set and monitor the work of the Faculty Office where appropriate
7. to serve as the meeting of the directors of the Faculty Office of the Archbishop of Canterbury delivery company where business of the company is to be transacted

When does it meet: Quarterly. Meetings may be in person or by electronic means.

Papers and minutes: papers to be circulated by the Registrar to Chief Clerk and a minute is taken

Publicity: agenda, papers and note of meeting are published on the Faculty Office website (following approval of the Council) with confidential matters redacted. The meeting itself is not open to the public.

Procedure: Master to chair. There are no votes. Decisions are made by the Master (unless operational matters) but usually by consensus, and with the Master receiving the advice and recommendation of officers.

Quorum: None, but the Master and one officer must be present. For company meetings the quorum is two directors.

Standing committee: the Master and the officers of the Faculty Office to meet approximately monthly to keep abreast of business between meetings but formal decisions are to be made or recorded at the Master's Quarterly Council.

When acting as the directors of the Faculty Office company: there is a degree of overlap but for formal decisions requiring directors' approval (eg approving accounts), the minutes will identify these decisions as being director's decisions or resolutions. In these cases the memorandum and articles of the company will apply and each director may vote on resolutions.



# THE FACULTY OFFICE

## Appendix C – Terms of Reference

### THE MASTER'S AUDIT COMMITTEE

#### Overview

The Masters Audit Committee (MAC) has been established by the Master is to provide advice to the Master as requested on of the finances, financial control and financial liabilities of the Faculty Office.

All of the operations of the Faculty Office are included. Oversight is not limited to notary activities.

#### Governance

The MAC will consist of a minimum of 3 and a maximum of 4 members of which 3 will be lay (meaning not a notary) all of whom will be independent of the Faculty Office. The first members will include if they are willing the chairs of the Advisory and Qualification Boards.

The Chair of the Advisory Board will also chair the MAC to provide continuity if he or she is willing.

At least one member of the MAC will be an accountant with relevant experience in audit and accountancy.

The members of the MAC will be appointed by the Master in consultation with the Chair of the MAC and the Registrar of the Faculty Office. Members will be appointed for a first term of 3 years and the appointment may be renewed (for a total period not exceeding 8 years).

Members of the MAC may be asked to attend meetings of the Senior Officers or Quarterly Master's Councils from time to time.

#### Responsibilities

As requested by the Master the MAC could be asked to advise on:

Development of the annual budget including advice to the Master on

- the accommodation arrangements
- employment arrangements
- the division of the total budget of the Faculty Office between the notary and the marriage licence functions
- Consultations on fees and other financial matters
- Submission of the application for the Legal Services Board for approval of the annual practice fee for notaries
- Strategic and long-term financial planning including the financing of capital projects and provision for reserves
- Review of and recommendation to the Master for approval of the annual financial statements and their publication
- Any concerns of alleged fraud or irregularity in the Faculty Office's financial and other control systems and the steps necessary to correct or otherwise address them
- The adequacy and effectiveness of the Faculty Office's systems of internal control and risk management and the Faculty Office's Risk Register. Review of AML processes and procedures including the Faculty Office's Risk and Assurance policy.
- The Faculty Office's whistleblowing statements
- Statutory liabilities
- Any other matter affecting the finances or financial liabilities of the Faculty Office (at the request of Master or Registrar or on their own initiative).

The MAC will provide an annual report to the Master which, once reviewed by the Master, will be published.

### Meeting Arrangements

The MAC will meet at least twice a year and more frequently, if necessary.

The Chair will call the meetings of the MAC. If for any reason the Chair of the MAC refuses or is unable to call a meeting (when due) two other members of the MAC may call a meeting.

Two members of the MAC represent a quorum.

The Registrar will attend the meetings of the MAC unless requested not to be present for all or part of a meeting. Other members of the Faculty Office will attend at the request of the Registrar.

The accountant to the Faculty Office will also attend the meetings of the Faculty Office and will:

- Prepare and submit in a timely manner financial information and other paperwork to enable the MAC to undertake its responsibilities and also provide oral reports at the meetings
- Minute the meetings of the meetings of the MAC

- The agenda, supporting papers and minutes of the MAC meetings will be circulated at least 5 working days in advance of any meeting of the MAC

### **Review**

The MAC will undertake an annual review of these terms of reference and recommend to the Master for approval any changes considered necessary by the MAC

### **Induction**

Induction arrangements will include training and guidance on:

- the Nolan Principles as they apply to an audit committee (with wider governance responsibilities) the regulatory and statutory responsibilities of the Faculty Office
- the current finances and budgeting arrangements of the Faculty Office



# THE FACULTY OFFICE

## Appendix D – Rule (Advisory Board)

### NOTARIES (ADVISORY BOARD) RULES 2008

We, SHEILA MORAG CLARK CAMERON One of Her Majesty's Counsel, Commissary or Master of the Faculties of the Most Reverend Father in God ROWAN DOUGLAS by Divine Providence Lord Archbishop of Canterbury Primate of all England and Metropolitan in exercise of the powers conferred by section 4 of the Public Notaries Act 1843 and section 57 of the Courts and Legal Services Act 1990 and of all other powers Us enabling hereby make the following Rules

#### 1. Citation and Commencement

These rules may be cited as the Notaries (Advisory Board) Rules 2008.

1.2 These Rules shall come into force on the 6th day of April 2008.

#### 2 Interpretation

In these rules:

- 'Public Notaries' includes General and Scrivener Notaries;
- 'the Board' means the Advisory Board established under rule 3;
- 'the Faculty Office' means the Registry of the Court of Faculties;
- 'the Master' means the Master of the Faculties; and
- 'the Registrar' means the Registrar of the Court of Faculties.

#### 3 3.1 There shall be established an Advisory Board constituted in accordance with the Schedule hereto

3.2 the functions of the Board shall be to advise the Master and the Registrar on any matter pertaining to the notarial profession in England and Wales and its regulation that may be referred to it

- (a) by the Master or the Registrar;
- (b) by or on behalf of a body representing notaries in practice in England or Wales; or
- (c) by any other body or person provided that the Board considers that the matter to be referred to it is of sufficient general interest to or in connection with the notarial profession to justify its consideration.

3.3 The Board may consider any matter pertaining to the notarial profession in England and Wales and its regulation notwithstanding that it has not been referred to the Board under rule 3.2

3.4 The expenses of the Board and of its members shall be paid from the general notarial income of the Faculty Office.

4. Rules 3 and 4 of the Notaries (Miscellaneous Provisions) Rules 2002 are hereby revoked.

SCHEDULE

1. The Board shall consist of six persons appointed by the Master comprising:
  - (a) two Public Notaries in practice and holding a valid practising certificate;
  - (b) the Secretaries of the Notaries Society and of the Society of Scrivener Notaries of London; and
  - (c) two independent persons, not being notaries, one of whom shall be the Chair of the Board
  
2. Members of the Board, including the Chair, appointed under paragraph 1 (a) and (c) of this Schedule shall hold office for a period of three years but any member may be removed from office at any time if the Master has reasonable grounds for doing so.
  
3. A Member appointed under paragraph 1 (a) or (c) of this Schedule will be eligible for re-appointment for one further period of three years only.
  
4. Any member of the Board wishing to resign from office shall do so in writing to the Registrar giving not less than two months notice of the intention to resign.
  
5. Where a vacancy arises in the membership of the Board within one of the categories in paragraph 1 (a) or (c) of this Schedule the Master shall as soon as practicable appoint a new member within that category who shall hold office for a period of three years and be eligible for re-appointment as under paragraph 3 of this Schedule.
  
6. The Registrar shall act as Clerk to the Board or may appoint or nominate another person to act as Clerk in his place.
  
7. The Board shall meet as often as may be necessary and in any event not less than once each year.

DATED this 12th day of March 2008

SHEILA CAMERON

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MASTER



# THE FACULTY OFFICE

## Appendix E – Rule (Qualifications Board)

### **NOTARIES (QUALIFICATION) RULES 2017**

WE CHARLES RICHARD GEORGE One of Her Majesty's Counsel Commissary or Master of the Faculties of the Most Reverend Father in God Justin Portal by Divine Providence Lord Archbishop of Canterbury Primate of All England and Metropolitan in exercise of the powers conferred by section 4 of the Public Notaries Act 1843 and section 57 of the Courts and Legal Services Act 1990 and of all other powers Us enabling hereby make the following Rules:

#### **Part I: Preliminary**

##### *1 Citation and Commencement*

- 1.1 These rules may be cited as the Notaries (Qualification) Rules 2017
- 1.2 These rules shall come into force on the 1st day of April 2017

##### *2 Interpretation*

In these rules:

**'the Board'** means the Qualifications Board established under rule 6;

.....

##### *6 Qualifications Board and Fees for Applications*

- 6.1 There shall be established a Qualifications Board constituted in accordance with schedule 1.
- 6.2 The functions of the Board shall be:
  - 6.2.1 To advise the Master whether a degree or other qualification should be approved by him for the purpose of these rules.
  - 6.2.2 To advise the Master on the standard of the qualifications of any person applying for admission as a general notary under these rules.i
  - 6.2.3 To advise the Master on the qualifications and experience of persons applying for recognition that they are eligible for admission as a general notary under rule 8.

6.2.4 To advise any other body concerned with the administration or regulation of the notarial profession in England and Wales or any part of it on matters relating to qualifications and experience.

6.3 The Master may by Order delegate to the Board any of his functions under these rules relating to the approval or recognition of degrees, qualifications and experience.

6.4 The Master may from time to time by Order prescribe fees or the maximum fees which may be charged in respect of any application to the Master under these rules and such fees may be applied by the Faculty Office towards meeting the expenses of the Board but subject thereto the expenses of the Board and of its members shall be paid from and such fees shall form part of the general notarial income of the Faculty Office.





# THE FACULTY OFFICE

## Appendix F - Key performance indicators

The Faculty Office has in place three key performance indicators, which help stakeholders assess the effectiveness and efficiency of the Faculty Office's work in key areas affecting the notarial profession. Updates and analysis on the performance indicators are produced on an annual basis, and are published on the Faculty Office web site.

A fourth KPI will be introduced in early 2022, addressing the area of diversity in the profession.

The current key performance indicators are:

**Timeliness of inspections** - this includes the number of inspections, the number of inspections resulting in follow up action and the timeliness of that action.

**Timeliness of disciplinary cases** - this is a challenging KPI to manage because just one very complex case could skew the KPI data due to the small number of cases handled each year.

**Timeliness of admissions** - this KPI measures the time taken from application to completion.



# THE FACULTY OFFICE

## Appendix G – Articles of Association

THE FACULTY OFFICE OF THE ARCHBISHOP OF CANTERBURY

ARTICLES OF ASSOCIATION

Amended by Special Resolution dated 1 April 2020

Index to the articles

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#### Interpretation, core provisions and limitation of liability

- 1 Defined terms
- 2 Core provisions
- 3 Liability of members

### Part 2

#### Directors

##### Directors' powers and responsibilities

- 4 Directors' general authority
- 5 Members' reserve power
- 6 Directors may delegate
- 7 Committees

##### Decision-making by directors

- 8 Directors to take decisions collectively
- 9 Unanimous decisions
- 10 Calling a directors' meeting
- 11 Participation in directors' meetings
- 12 Quorum for directors' meetings
- 13 Chairing of directors' meetings
- 14 Casting vote
- 15 Conflicts of interest

- 16 Records of decisions to be kept
- 17 Directors' discretion to make further rules

### **Appointment of directors**

- 18 Methods of appointing directors
- 19 Termination of director's appointment
- 20 Directors' remuneration
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- 26 Chairing general meetings
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- 36 Company seals
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### **Directors' indemnity and insurance**

- 39 Indemnity
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## Part 1

### Interpretation, core provisions and limitation of liability

#### 1 DEFINED TERMS

In the articles, unless the context requires otherwise—

**articles:** means the company's articles of association;

**bankruptcy:** includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

**chairman:** has the meaning given in article 13 ;

**chairman of the meeting:** has the meaning given in article 26 ;

**Companies Acts:** means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

**director:** means a director of the company, and includes any person occupying the position of director, by whatever name called;

**document:** includes, unless otherwise specified, any document sent or supplied in electronic form;

**electronic form:** has the meaning given in section 1168 of the Companies Act 2006;

**member:** has the meaning given in section 112 of the Companies Act 2006;

**ordinary resolution:** has the meaning given in section 282 of the Companies Act 2006;

**participate:** in relation to a directors' meeting, has the meaning given in article 11 ;

**proxy notice:** has the meaning given in article 32;

**special resolution:** has the meaning given in section 283 of the Companies Act 2006;

**subsidiary:** has the meaning given in section 1159 of the Companies Act 2006;

**writing:** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

## **2 CORE PROVISIONS**

**(1)** The name of the company is "The Faculty Office of the Archbishop of Canterbury".

**(2)** The registered office of the company will be situated in England.

**(3)** The company's objects are:-

**(a)** to carry out any functions conferred on the company by or under any provision of any legislation or law that confers functions on the company or on the Master of the Faculties, the Court of Faculties of the Archbishop of Canterbury or the Faculty Office of the Archbishop of Canterbury, as amended from time to time, including as to the regulation of notaries, the granting of special marriage licences and the awarding of degrees, and to carry out such other functions or exercise such powers whether directly or by delegated authority as, from time to time, may be carried out or exercisable by such persons and bodies that are named herein;

**(b)** to carry out any other function or exercise any other power as may, in the company's view, assist or enable it to carry out the functions and powers referred to above or which the company considers incidental, desirable or expedient.

**(4) (a)** The income of the company shall be applied in promoting its objects and any surplus not required for its objects applied as the Archbishop of Canterbury in his or her absolute discretion may direct.

**(b)** No dividends may be paid to members of the company.

**(c)** On a winding up of the company all assets which would otherwise be available to its members generally shall be transferred either to another body with objects similar to those of the company or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto.

## **3 LIABILITY OF MEMBERS**

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

**(a)** payment of the company's debts and liabilities contracted before he ceases to be a member,

- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

## Part 2

### Directors

#### Directors' powers and responsibilities

#### 4 DIRECTORS' GENERAL AUTHORITY

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

#### 5 MASTER OF THE FACULTIES RESERVE POWER

(1) The Master of the Faculties may, by written direction, direct the directors to take, or refrain from taking, specified action.

(2) No such written direction invalidates anything which the directors have done before the passing of the resolution.

#### 6 DIRECTORS MAY DELEGATE

(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

(a) to such person or committee;

(b) by such means (including by power of attorney);

(c) to such an extent;

(d) in relation to such matters or territories; and

(e) on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

## 7 COMMITTEES

**(1)** Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

**(2)** The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

### Decision-making by directors

## 8 DIRECTORS TO TAKE DECISIONS COLLECTIVELY

**(1)** The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 9 .

**(2)** If—

**(a)** the company only has one director, and

**(b)** no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

## 9 UNANIMOUS DECISIONS

**(1)** A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

**(2)** Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

**(3)** References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

**(4)** A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

## **10**      **CALLING A DIRECTORS' MEETING**

**(1)** Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

**(2)** Notice of any directors' meeting must indicate—

**(a)** its proposed date and time;

**(b)** where it is to take place; and

**(c)** if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

**(3)** Notice of a directors' meeting must be given to each director, but need not be in writing.

**(4)** Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

## **11**      **PARTICIPATION IN DIRECTORS' MEETINGS**

**(1)** Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

**(a)** the meeting has been called and takes place in accordance with the articles, and

**(b)** they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

**(2)** In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

**(3)** If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **12**      **QUORUM FOR DIRECTORS' MEETINGS**

**(1)** At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

**(2)** The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

**(3)** If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

**(a)** to appoint further directors, or

**(b)** to call a general meeting so as to enable the members to appoint further directors.

### **13 CHAIRING OF DIRECTORS' MEETINGS**

**(1)** The chairman to chair meetings of the directors shall be the director who has the most senior office in the Court of Faculties of the Archbishop of Canterbury unless he or she is unwilling or unable to act in which case the next most senior officer shall preside and in case that person is also unwilling or unable to act the next most senior officer willing and able to act.

**(2)** The person so appointed for the time being is known as the chairman.

**(3)** The directors may terminate the chairman's appointment at any time.

**(4)** If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

### **14 CASTING VOTE**

**(1)** If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

**(2)** But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **15 CONFLICTS OF INTEREST**

**(1)** If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

**(2)** But if paragraph 3 applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

**(3)** This paragraph applies when—

**(a)** the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

**(b)** the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

**(c)** the director's conflict of interest arises from a permitted cause.

**(4)** For the purposes of this article, the following are permitted causes—

**(a)** a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

**(b)** subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

**(c)** arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

**(5)** For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

**(6)** Subject to paragraph 7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

**(7)** If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

## **16** RECORDS OF DECISIONS TO BE KEPT

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

## **17 DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

### **Appointment of directors**

## **18 METHODS OF APPOINTING DIRECTORS**

**(1) The following persons shall be directors ex officio, for so long as they hold the offices set out below—**

- (a) the Master of the Faculties**
- (b) the Registrar of the Court of Faculties**
- (c) any Deputy Registrar of the Court of Faculties**
- (d) the Chief Clerk of the Court of Faculties.**

**(2) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—**

- (a) by ordinary resolution, or**
- (b) by a decision of the directors.**

**(3) In any case where, as a result of death or vacancy, the company has no shareholders and no directors, the Archbishop of Canterbury (or in case of a vacancy in the See of Canterbury or incapacity of the Archbishop or his unwillingness to act, the Archbishop of York) may appoint up to three directors.**

## **19 TERMINATION OF DIRECTOR'S APPOINTMENT**

A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;**
- (b) a bankruptcy order is made against that person;**
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;**
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;**
- (e) that person ceases to hold the office specified in Article 18(1);**

(f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

## **20 DIRECTORS' REMUNERATION**

(1) Directors may undertake any services for the company that the directors decide.

(2) Directors are entitled to such remuneration as the directors determine—

(a) for their services to the company as directors, and

(b) for any other service which they undertake for the company.

(3) Subject to the articles, a director's remuneration may—

(a) take any form, and

(b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

(4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.

(5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's parent, subsidiaries or of any other body corporate in which the company is interested.

## **21 DIRECTORS' EXPENSES**

The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

(a) meetings of directors or committees of directors,

(b) general meetings, or

(c) separate meetings of the holders of debentures of the company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

### **Part 3**

#### **Members**

##### **Becoming and ceasing to be a member**

## **22 MEMBERSHIP**

The directors for the time being shall be the members of the company.

## **23 TERMINATION OF MEMBERSHIP**

**(1)** A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.

**(2)** Membership is not transferable.

**(3)** A person's membership terminates when that person dies, ceases to exist or ceases to be a director.

## **Organisation of general meetings**

## **24 ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

**(1)** A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

**(2)** A person is able to exercise the right to vote at a general meeting when—

**(a)** that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

**(b)** that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

**(3)** The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

**(4)** In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

**(5)** Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

## **25 QUORUM FOR GENERAL MEETINGS**

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

## **26 CHAIRING GENERAL MEETINGS**

**(1)** If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

**(2)** If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

**(a)** the directors present, or

**(b)** (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

**(3)** The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

## **27 ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS**

**(1)** Directors may attend and speak at general meetings, whether or not they are members.

**(2)** The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

## **28 ADJOURNMENT**

**(1)** If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

**(2)** The chairman of the meeting may adjourn a general meeting at which a quorum is present if

**(a)** the meeting consents to an adjournment, or

**(b)** it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

**(3)** The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

**(4)** When adjourning a general meeting, the chairman of the meeting must—

**(a)** either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

**(b)** have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

**(5)** If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

**(a)** to the same persons to whom notice of the company's general meetings is required to be given, and

**(b)** containing the same information which such notice is required to contain.

**(6)** No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

### **Voting at general meetings**

#### **29 VOTING: GENERAL**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

#### **30 ERRORS AND DISPUTES**

**(1)** No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

**(2)** Any such objection must be referred to the chairman of the meeting whose decision is final.

#### **31 POLL VOTES**

**(1)** A poll on a resolution may be demanded—

**(a)** in advance of the general meeting where it is to be put to the vote, or

**(b)** at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

- (2)** A poll may be demanded by—
- (a)** the chairman of the meeting;
  - (b)** the directors;
  - (c)** two or more persons having the right to vote on the resolution; or
  - (d)** a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- (3)** A demand for a poll may be withdrawn if—
- (a)** the poll has not yet been taken, and
  - (b)** the chairman of the meeting consents to the withdrawal.
- (4)** Polls must be taken immediately and in such manner as the chairman of the meeting directs.

## **32**      **CONTENT OF PROXY NOTICES**

- (1)** Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—
- (a)** states the name and address of the member appointing the proxy;
  - (b)** identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c)** is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - (d)** is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2)** The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3)** Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4)** Unless a proxy notice indicates otherwise, it must be treated as—
- (a)** allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - (b)** appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### 33 DELIVERY OF PROXY NOTICES

**(1)** A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

**(2)** An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

**(3)** A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

**(4)** If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

### 34 AMENDMENTS TO RESOLUTIONS

**(1)** An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

**(a)** notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

**(b)** the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

**(2)** A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

**(a)** the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

**(b)** the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

**(3)** If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## Part 4

### Administrative arrangements

### **35 MEANS OF COMMUNICATION TO BE USED**

**(1)** Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

**(2)** Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

**(3)** A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

### **36 COMPANY SEALS**

**(1)** Any common seal may only be used by the authority of the directors.

**(2)** The directors may decide by what means and in what form any common seal is to be used.

**(3)** Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

**(4)** For the purposes of this article, an authorised person is—

**(a)** any director of the company;

**(b)** the company secretary (if any); or

**(c)** any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

### **37 NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

### **38 PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS**

Not used.

### **Directors' indemnity and insurance**

## 39 INDEMNITY

**(1)** Subject to paragraph 3 , a relevant director of the company or an associated company may be indemnified out of the company's assets against—

**(a)** any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

**(b)** any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

**(c)** any other liability incurred by that director as an officer of the company or an associated company.

**(2)** This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

**(3)** In this article—

**(a)** companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

**(b)** a "relevant director" means any director or former director of the company or an associated company.

## 40 INSURANCE

**(1)** The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

**(2)** In this article—

**(a)** a "relevant director" means any director or former director of the company or an associated company,

**(b)** a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

**(c)** companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.



# THE FACULTY OFFICE

## **Appendix H - Role description for all members of Faculty Office boards and committees**

Members of the Faculty Office's boards and committees play a significant role in helping to ensure delivery of the Faculty Office's objects, and in maintaining its reputation and history.

The following qualities and skills are sought in all members of Faculty Office boards and committees:

- Committed to the Faculty Office's objects and willing to work in ways that demonstrate this
- Good understanding of the legal duties, liabilities and responsibilities of trustees and a clear grasp of the difference between governance and management
- Previous experience of board service
- Ability to assimilate complex information and data quickly and thoroughly
- Ability to work well with a diverse and professional team
- Understanding of high-level strategic issues
- Willingness to quickly learn concepts relevant to the notarial profession
- Experience of challenging and supporting executive leaders effectively



# THE FACULTY OFFICE

## Appendix I - The following additional role descriptions are in place for the chairs of:

- The Advisory Board
- The Qualifications Board
- The Master's Audit Committee

### Role description for the Chair of the Advisory Board

In addition to the qualities and skills sought in all members of Faculty Office boards and committees, the Chair of the Advisory Board contributes to the leadership of the Faculty Office through effective chairing of the Board.

In particular, the Chair is responsible for ensuring that:

- Appropriate elements of the Master's priorities are delivered
- Appropriate outcomes relating to the FO action plan are delivered
- Suitably evaluated advice on relevant issues is provided to the Master
- Aspects of the governance manual for which the Advisory Board holds responsibility are maintained and are up to date
- The performance of the Board is monitored, and that members are suitably inducted and supported

The term of the chair is three years, with the possibility of a second term. The normal maximum of two terms can be extended to ensure continuity if required.

The Chair of the Advisory Board also normally chairs the Master's Audit Committee.

### Role description for the Chair of the Qualifications Board

In addition to the qualities and skills sought in all members of Faculty Office boards and committees, the Chair of the Qualifications Board contributes to the leadership of the Faculty Office through effective chairing of the Board.

In particular, the Chair is responsible for ensuring that:

- The Board fulfils its obligations in relation to the Notaries (Qualification) Rules 2017 and that Appropriate elements of the Master's priorities are delivered
- Appropriate outcomes relating to the FO action plan are delivered
- The Board adopts a consistent approach to all applications for Certificates of Exemption
- Aspects of the governance manual for which the Qualifications Board holds responsibility are maintained and are up to date
- The performance of the Board is monitored, and that members are suitably inducted and supported

The Chair of the Qualifications Board is also normally a member of the Master's Audit Committee, subject to their being available to undertake that role.

The term of the chair is three years, with the possibility of a second term. The normal maximum of two terms can be extended to ensure continuity if required.

### **Role description for the Chair of the Master's Audit Committee**

In addition to the qualities and skills sought in all members of Faculty Office boards and committees, the Chair of the Master's Audit Committee contributes to the leadership of the Faculty Office through effective chairing of the Committee.

The Chair is responsible for ensuring that the Committee fulfils its obligations as detailed in the terms of reference for the Master's Audit Committee.

The Master appoints the Chair of the Master's Audit Committee, and it is customary for this to be the Chair of the Advisory Board.

The term of the chair is three years, with the possibility of a second term. The normal maximum of two terms can be extended to ensure continuity if required.



# THE FACULTY OFFICE

## Appendix J - Policy documents / statements:

- [Equality, diversity and inclusion policy \(here\)](#)
- [Public access to justice policy \(here\)](#)
- [Complaints policy \(here\)](#)
- [Appointment of board and committee members policy \(here\)](#)
- [Removal procedure for board and committee members \(here\)](#)
- [Transparency policy \(here\)](#)
- [Whistleblowing policy \(here\)](#)
- [Anti-corruption and bribery policy \(here\)](#)
- [Gifts and hospitality policy \(here\)](#)
- [Expenses policy \(here\)](#)
- [Publishing policy \(here\)](#)
- [Policy on staff with responsibilities to both the Faculty Office and to LBMW \(here\)](#)
- [Consultations policy – outcomes and impact \(here\)](#)
- [Climate issues policy \(here\)](#)
- [Operating reserves policy \(here\)](#)



# THE FACULTY OFFICE

## Equality, diversity and inclusion policy

The Faculty Office is committed to encouraging equality, diversity and inclusion amongst our team, and to eliminating unlawful discrimination.

We aim for our staff to be representative of society, and for each of our colleagues to be and feel respected and able to give their best.

The Faculty Office in providing services is committed against unlawful discrimination.

### This policy's purpose is to:

- provide equality, fairness and respect for all our employees, whether temporary, part-time or full-time
- not unlawfully discriminate because of the Equality Act 2010 protected characteristics of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race (including colour, nationality, and ethnic or national origin), religion or belief, sex and sexual orientation
- oppose and avoid all forms of unlawful discrimination. This includes in pay and benefits, terms and conditions of employment, dealing with grievances and discipline, dismissal, redundancy, leave for parents, requests for flexible working, and selection for employment, promotion, training or other developmental opportunities

### The Faculty Office commits to:

- Encourage equality, diversity and inclusion in the workplace
- Create a working environment free of bullying, harassment, victimisation and unlawful discrimination, promoting dignity and respect for all

- Take seriously any complaints of bullying, harassment, victimisation and unlawful discrimination by fellow staff members and any others in the course of the organisation's work activities
- Make opportunities for training, development and progress available to all staff, who will be helped and encouraged to develop their full potential
- Decisions concerning staff being based on merit (apart from in any necessary and limited exemptions and exceptions allowed under the Equality Act)
- Review employment practices and procedures when necessary to ensure fairness, and also update them and the policy to take account of changes in the law
- Monitor the make-up of the staff team regarding information such as age, sex, ethnic background, sexual orientation, religion or belief, and disability, encouraging equality, diversity and inclusion

The Registrar keeps the effectiveness of this policy under review and advises the Master accordingly.



# THE FACULTY OFFICE

## Public access to justice policy

### What we mean by 'access to justice'

'Access to justice' is the acting out of the rule of law in particular or individual circumstances. The tools to achieve that outcome range from informing the public about their rights, through routine transactional legal services and personalized advice, through to action before tribunals and courts. The agents of delivery are wide and, of course, legal professionals are at the heart of this along with many other actors in legal services and the wider justice sector." (LSB Regulatory Objectives 2010)

1. Improving access to justice is one of the Regulatory Objectives set out in the Section 1 of Legal Services Act 2007 which the Faculty Office with the other approved regulators have a duty to promote.
2. In this context the Faculty Office understands "access" to encompass services delivered through any channel such as face-to-face, telephone or internet and both individually tailored and those tailored to groups or more generally provided to potential consumers. Similarly, "justice" means more than a traditional sense of access to legal services. Justice is more than the resolution of disputes: it includes just relationships underpinned by law; justice is under-pinned by legal knowledge, legislative frameworks, dispute resolution and the infrastructure of the legal services market.
3. The Faculty Office aims to ensure that consumers can easily access the services they need and, where possible, have a meaningful choice of notary who is appropriately qualified and has the requisite legal knowledge to provide those services; by whom they are treated fairly, including in particular where they are vulnerable, in terms and conditions, during disputes and complaints, and in being protected against any conflicts of interest and also to have their needs met by a diverse profession which reflects the community it serves.
4. We will aim to achieve this by:
  - a. Seeking to remove unnecessary barriers to entry to the profession;
  - b. Ensuring that notaries are adequately qualified both at the point of entry and remain competent through ongoing education;

- c. Ensuring that notaries comply with the information transparency obligations on price, service, redress, complaints and regulatory status;
  - d. Seeking to promote the equality, diversity and inclusivity of the profession.
- 5. We recognise that in a small profession it will not always be possible to ensure that every consumer has immediate access to the services of a notary (or choice of notaries) in a location which is convenient or at a price that is 'acceptable' to them and we acknowledge that notarial services by their nature specialised and are normally only required when a consumer is dealing with assets, doing business, seeking employment or intending to travel overseas; they are rarely 'distress purchases'.



# THE FACULTY OFFICE

## Complaints policy

### Introduction

1. The Faculty Office is responsible principally for the appointment and regulation of approximately 750 public notaries in England and Wales and for the grant of the Archbishop's Special Marriage Licence.
2. The Faculty Office consists of a small team which is committed to operating in a trustworthy, sensible and correct manner. In its dealings with the public it is committed to being helpful, polite, effective and efficient. The Faculty Office commits to not discriminating against members of the public on the basis of age, disability, gender identification, marriage and civil partnership, pregnancy and maternity/paternity, race, religion or belief or sexual orientation. Where it does not perform in this way, it welcomes expressions of concern so that failings can be addressed, and complaints resolved.
3. This policy covers complaints made against the Faculty Office as a whole or members of its staff. It is not intended to cover complaints about individuals notaries, for which there are separate rules – see our [guidance](#).

### What is a complaint?

4. We consider a complaint to be "an expression of dissatisfaction however made, about the actions taken or a lack of action."

### Who can make a complaint?

5. Any member of the public, corporate body or a member of staff of the Faculty Office may make a complaint if they have a proper interest, eg having an interest in a matter relating to the appointment and regulation of notaries; or the obtaining of a Special Licence.

### Where this policy does not apply

6. It may not always be possible for complaints to be handled according to or within this policy. For instance, when the complaint is also the subject of a criminal investigation or by a governmental or regulatory authority or is the subject of a claim brought in a court or expected to be brought in a court, it may be necessary to depart from the policy for reasons of confidentiality or so as not to prejudice the course of an external investigation or litigation. Some complaints will need to be handled under a separate process because there are specific rules governing that matter<sup>1</sup>. In such case, we will tell you what that other process involves.

### How to make a complaint

7. The best way to make a complaint is to complete the form which follows this policy and to email or post it to the Faculty Office. Alternatively, you can write to or email the Faculty Office at:

The Registrar  
The Faculty Office  
1 The Sanctuary  
Westminster  
London SW1P 3JT

Email:- [faculty.office@1thesanctuary.com](mailto:faculty.office@1thesanctuary.com)

You can also make a complaint by telephone although we will normally encourage you to put your complaint into writing. Our telephone number is 020 7222 5381.

### How complaints are handled

8. In the first instance, your complaint will normally be addressed by the person or team whose action or lack of action have caused you to be dissatisfied, or their immediate line manager. This is because they are normally the person or people who know most about the matter and who might be able to provide an explanation, correct a mistake or provide you with assistance.
9. All complaints however will be brought to the attention of the Registrar, who manages the Faculty Office, at a weekly management meeting, and the Registrar will ask for information on no less than a weekly basis about how the complaint is being handled.
10. If your complaint relates to poor behaviour on the part of a member or members of staff which the Registrar considers to be an accusation of dishonesty or other misconduct on the part of a member or members of staff, he or she will normally refer the complaint to be handled by another member of staff, who has not previously been

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<sup>1</sup> For example, the substantive issue of whether a practicing certificate is or is not issued to a notary to enable him or her to practice would usually be the subject of specific rules. Similarly, a complaint about the refusal to issue a Special Marriage Licence (as distinct from how an application has been dealt with) would normally be referred to the Episcopal Adviser appointed by the Archbishop of Canterbury.

involved. Additionally, if the member or members of staff complained against consider that the complaint would be better handled by someone else, then they may ask the Registrar to appoint another member of staff to look into it.

11. The purpose of the internal investigation of the complaint is to ascertain whether the Faculty Office has made a mistake or has performed poorly or has acted in a discriminatory or unfair way. If the member of staff cannot quickly resolve the mistake by putting matters right (eg performing an action which has been delayed) and apologising, then the member of staff must report in writing to the Registrar with an explanation of the events, what was done and not done. The report should set out what loss or damage has been suffered or might be suffered by the events complained about.
12. If the complaint amounts to an accusation of dishonesty or other misconduct on the part of the Registrar, the Registrar shall make a report to the Master of the Faculties.
13. A full report to the Registrar on the complaint should be made within a period of 14 days from receipt of the written complaint (or telephone call if the complainant is unable or willing to put the complaint into writing). Within 21 days of the receipt of the written complaint (or telephone call if the complainant is unable or willing to put the complaint into writing), a written reply should be sent to the person who made the complaint setting out:
  - (a) whether the complaint is upheld or not or partially upheld
  - (b) giving reasons for his or her conclusion (although these need not be lengthy or full)
  - (c) apologising if appropriate
  - (d) setting out any action that the Registrar proposes to take to rectify any failing either in the specific case or more generally and in what timescale
14. When considering complaints, the Faculty Office should consider the following aspects both in relation to how it should act and how it responds to complaints:
  - (a) being open and transparent
  - (b) acting in the public good
  - (c) acting to further the regulatory objectives<sup>2</sup>
  - (d) acting professionally and objectively
  - (e) getting things right

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<sup>2</sup> These are set out in section 1 of the Legal Services Act 2007:

- (a) protecting and promoting the public interest;
- (b) supporting the constitutional principle of the rule of law;
- (c) improving access to justice;
- (d) protecting and promoting the interests of consumers;
- (e) promoting competition in the provision of services within subsection
- (f) encouraging an independent, strong, diverse and effective legal profession;
- (g) increasing public understanding of the citizen's legal rights and duties;
- (h) promoting and maintaining adherence to the professional principles

- (f) being sensitive to the views of both the person making the complaint, any staff members complained against, and any affected third parties
- (g) responding as quickly as possible
- (h) acting proportionately according to the importance of the issue.

15. The Registrar or other Faculty Office staff may need to communicate with the person who made the complaint or other persons in order to get further information and where that or other reasons would mean that a full reply cannot be made in 21 days, then the Registrar may send a preliminary reply to the person making the complaint, setting out the next steps he or she will be taking to investigate the complaint and when he or she expects a final response to be sent.
16. If the person who made the complaint is not satisfied with the response to the complaint, then they may ask the complaint to be sent to the Master.
17. If a complaint is sent to the Master then the Master may review the initial response with a view to determining whether it adequately addresses the complaint and the matters set out in paragraph 12 above. The Master may also refer the complaint to be considered by an expert referee of his or her choosing and for recommendations to be made by him or her to the Master. That referee may be an independent person, not connected with or having an interest in the work of the Faculty Office and who may be remunerated for his or her time or unpaid.
18. The Master will aim to send a final response to the person who made the complaint within three months of the complaint, although this will depend on how quickly the person making the complaint and other parties provide the information that the Master needs in order to be able to make an informed decision.
19. The Master is not obliged to accept the recommendations of a referee to which he or she has referred the complaint but will normally disclose to the complainant what those recommendations were and his or her reasons for either accepting or not accepting them.
20. If a complaint is made against the Master, the Master will normally seek to respond in the first instance but if the person making the complaint remains unsatisfied the Master will normally refer the complaint to be considered by an expert referee for recommendations and if the expert referee finds fault with the Master a report should normally be made to the Bishop at Lambeth.
21. A record of all complaints, whether made in writing or by any other means, is to be logged and kept up to date by Faculty Office staff with a record of what has happened and any resolution.
22. At all times Faculty Office staff should bear in mind that persons making complaints may not be experts in legal matters or the work of the office and may require assistance and explanation in articulating their concerns. If this help cannot be given internally, for reasons of a conflict of interest, the person making the complaint should

be referred to speak to an independent person for help, such as a Citizens Advice Bureau or Pro Bono Legal Advice Centre. All documents should be provided in an accessible format and using plain English where the person making a complaint is not an expert.

23. The Faculty Office should be mindful that a complaint made against a member of staff can be the cause of anxiety, loss of morale and hurt. All appropriate steps should therefore be taken to give or provide support to the member of staff, minimise the effect that any investigation might have on their work or private life and to avoid unnecessary, disproportionate or inappropriate recrimination or blame.
24. Complaints about the Faculty Office which concern its issuing of Special Marriage Licences or advising on issues relating to Marriage in the Anglican Church in England or Wales can be, where they are not resolved by the Faculty Office, addressed to the Bishop at Lambeth, whose contact details are: The Bishop at Lambeth, Lambeth Palace, London, SE1 7JU.
25. The Faculty Office expects that members of the public will not communicate to staff members in a way that is offensive or discourteous, while recognising that dissatisfaction can give rise to strong emotions. If telephone communications are significantly or persistently offensive or discourteous, Faculty Office staff may cease to take such calls. Additionally, where a complaint has been fully addressed under this policy or is of such a trivial nature that it would not warrant further investigation, it may be necessary to cease replying to persistent repetitive or vexatious correspondence.
26. The outcomes of complaints will not be publicised. However, the Faculty Office will aim to give brief details of complaints received in the annual report of the Registrar.

Last revised: January 2022

The Registrar keeps the effectiveness of this policy under review and advises the Master accordingly.



# THE FACULTY OFFICE

## **Appointment of board and committee members policy**

Members of the Faculty Office committees and boards are selected giving due regard to the principles set out by Lord Nolan while chairing the Committee on Standards in Public Life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership. The Nolan Principles are laid out in appendices for reference.

The policy on Equality, diversity and inclusion (see 5.1 above) is a central principle in recruiting board and committee members.

Support for, and appropriate understanding of, the work of the Faculty Office is important, as is expertise and professional reputation, all of which are considered when considering the composition of the board.

Each board or committee keeps under review a skills audit, which highlights the needs of each group. The needs of each group can change over time, and the audit is used by the Registrar in identifying the right mix of nominations for vacancies as they arise.

Nominations for membership of a board or committee are formally presented to the Master by the Registrar. In arriving at appropriate nominations, the Registrar will liaise with each board or committee, in order that members of each group are able to submit nominations.

Vacancies for roles on boards and committees are also advertised openly, via the Faculty Office web site and other open channels appropriate to the vacancy concerned.

Interviews for all vacancies are conducted openly, with regard to the skills audits and policies in place at the time, also having appropriate regard for expertise and professional reputation. Appropriate records of interviews, along with any decisions, are retained for a reasonable period.

There are cases where established Rules require that there is representation from specific external groups (the presence of the Secretary of each of the two notarial societies on the Advisory Board being an example).

When there is a vacancy amongst those representational places, the Registrar will liaise with the holders of those roles to ensure that the Faculty Office's expectation that the holders of these representational places do not expect or exert undue influence is understood.

The Registrar keeps the effectiveness on this policy under review and advises the Master accordingly.



# THE FACULTY OFFICE

## **Removal procedure for board and committee members**

The performance the various boards and committees, and members thereof, is kept under review by the Registrar, to ensure they are effective in meeting their terms of reference (in some cases Rules).

Should the Registrar have any concerns as to the performance of any board or committee member, this is brought in the first instance to the attention of the chair of the board or committee concerned for consideration and action as required.

Should the issue go unresolved, the Registrar will bring the issue to the Master for review.

The Master will, as appropriate, arrange for any investigations to be carried out and will consider the outcome of these investigations.

The removal of any board or committee member is a decision solely for the Master, other than in the case of members whose presence is representational.

Should the Master have serious concerns regarding an individual holding a representational position, the matter will be reviewed with the organisation being represented and an agreed position sought between the Master and the organisation concerned.

The Registrar keeps the effectiveness on this procedure under review and advises the Master accordingly.



# THE FACULTY OFFICE

## Transparency policy

The aim of this policy is to confirm the Faculty Office's intention to be transparent and open in our activities with stakeholders, and how this is put into practice.

Within the Faculty Office there are three main categories of information:

**Public information** – this information is made available to all stakeholders on the Faculty Office website, in public documents and via other forums as appropriate

**Internal information** – this information made available to stakeholders within the Faculty Office via normal internal business systems

**Confidential information** – this information is in some way sensitive and/or personal, and is only available to appropriate stakeholders. This information may in some cases be made more widely available, with sensitive and/or personal information redacted as appropriate.

The Registrar keeps the effectiveness on this policy under review and advises the Master accordingly.



# THE FACULTY OFFICE

## Whistleblowing policy

### Introduction

The Faculty Office appoints and regulates public notaries in England and Wales. It is responsible for taking action when a notary has been found out to have committed misconduct. It is also the supervisor for anti-money laundering within the notarial profession.

### Concerns about notaries

If you wish to make a complaint against a notary please refer to the [Service and Conduct Complaints](#) information on this website. In the first instance, a complaint will normally be made to the notary in question, but if that is not appropriate for some reason please contact the Faculty Office where advice can be given about how to further pursue your complaint.

Some concerns about notaries are difficult to raise openly, particularly when it is a member of staff of the notary who is concerned. If you have a concern about the activity of a notary or someone working for or with a notary about serious misconduct or recklessness which you cannot raise directly with the notary, the Faculty Office may be able to help you. We strongly encourage responsible and lawful reports to us of serious misconduct and serious risks at the earliest possible stage. Your prompt report could be vital in protecting the public from reckless or dishonest behaviour.

You may contact us by letter, phone on 020 7960 7126 or emailing the contact details listed on the Faculty Office website. Write to or ask to speak to the [Chief Clerk, the Registrar or the Deputy Registrar](#).

If your concern relates to the proceeds of crime, terrorist financing or breach of the antimoney laundering regulations you can report this directly to the [National Crime Agency](#) and about any criminal matter more generally, to the police. You can also raise your concerns with the Faculty Office. We would want to hear from you. The Faculty Office will then refer your concerns to the National Crime Agency or to the police, in which case it will seek to respect your wish for (but cannot guarantee) anonymity insofar as it is legally allowed or it is possible to do so.

## How we will deal with your report

We will deal with your report sensitively and if information is provided to us on a confidential basis we will take appropriate steps to protect your identity. It would be our expectation that information normally be provided to us openly as to withhold the source of the information or something about it can hinder a transparent and thorough investigation. However, if you wish your report to remain confidential please tell us. Normally this will be because you are an employee of a notary and would be fearful of being dismissed or otherwise disadvantaged by raising a concern openly. Protections against dismissal and other detriment are also available under the Public Interest Disclosure Act 1998 for employees who raise certain concerns with their employer.

In some cases we will need to discuss with you whether you are prepared to be identified at some stage. For example, depending upon the facts of the case, we may have difficulty in taking enforcement or disciplinary action without formally and openly relying upon evidence from you.

Notaries who we regulate are required to report such matters to us in any event. However, if you are a notary and are concerned about whether you may be investigated for your own part in any wrongdoing, reporting the issues and co-operating with us could constitute significant mitigation. This is particularly so where issues are reported to us at an early stage. Late reports could, however, also constitute mitigation. We would rather see notaries and those working in notarial practices providing information late than not at all. Although we cannot guarantee that we will not take any action against you, bringing the information to us is likely to help your position considerably.

Where information is clearly untrue, or is being disclosed for personal gain rather than to address a genuinely held concern which requires the help and intervention of the regulator we reserve the right to take no further action. We may also not be able to tell those who bring forward concerns and information what action we will be taking, where an investigation is ongoing and would be prejudiced by telling the person who provided the information what is happening. Otherwise we shall seek to keep the person informed either from time to time or at the end of the investigation.



# THE FACULTY OFFICE

## Anti-corruption and bribery policy

The Faculty Offices is committed to conducting business in an honest and ethical manner. We act professionally and with integrity in all of our activities.

This policy applies to everyone who works for the Faculty Office or on its behalf in any role, including those who give their time on a voluntary basis.

**Bribe** means a financial or other inducement or reward for action, which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit that is intended to influence a decision or action.

**Bribery** includes offering, promising, giving, accepting or seeking a bribe.

**Corruption** means any form of abuse of power for business and/or personal gain and may include, but is not limited to, bribery.

All forms of bribery are illegal. If anyone who works for us or on our behalf in any role is unsure about whether a particular act constitutes bribery, they should raise it with the Registrar.

- Specifically, anyone who works for the Faculty Office or on its behalf in any role must not:
- give or offer any payment, gift, hospitality or other benefit in the expectation or hope that a business advantage will be received in return, or to reward any business received
- accept any offer which is made with the expectation that the Faculty Office will provide a business advantage for them or anyone else
- give or offer any payment to a government official in any country to facilitate or speed up a routine or necessary procedure

- engage in any other activity that might amount to bribery or corruption or otherwise lead to a breach of this policy
- Anyone who works for the Faculty Office or on its behalf must not threaten another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption.
- If anyone who works for the Faculty Office or on its behalf is offered a bribe, or is asked to make one, or if they suspect that any bribery, corruption or other breach of this policy has occurred or may occur, they must notify the Registrar or report it in accordance with the Whistleblowing Policy.



# THE FACULTY OFFICE

## Gifts and hospitality policy

This policy does not prohibit the giving or accepting of reasonable and appropriate hospitality for legitimate purposes.

- A gift or hospitality will not be appropriate if it could be seen as an inducement or reward for any preferential treatment.
- Gifts must be of an appropriate type and value depending on the circumstances. Gifts must not include cash, or be given in secret.
- Promotional gifts of low value such as branded stationery may be given to or accepted from existing customers, suppliers and business partners.

Anyone who works for the Faculty Office or on its behalf in any role must declare and keep a written record of all hospitality or gifts given or received.



# THE FACULTY OFFICE

## Expenses policy

This policy applies to all officers and employees of the Faculty Office. It is a framework that covers how reasonable and authorised expenses that are incurred can be claimed and reimbursed.

All officers and employees are expected to behave honestly, responsibly and within the guidelines of this policy; to submit expenses as soon as possible and with enough details to explain why they have made the purchase; and to keep all receipts and provide VAT receipts.

The Faculty Office has a zero tolerance approach to bribery and fraud (see Anti-corruption and bribery policy at 5.9 above)

## Travel related expenses:

**Mobile phones and internet connectivity** – use free wi-fi whenever possible. Reasonable internet connectivity charges can be added to a hotel bill unless already included as part of the negotiated rate

**Air, rail and road-travel** – all bookings should be made in economy/standard class (unless the economy/standard price can be beaten by booking early, in which case higher classes are acceptable).

**Mileage** – you can claim up to 45p/mile. You must also be insured for using your car for business purposes.

**Taxis** – always try to use public transport instead of taxis (unless you are in an unsafe area or travelling late at night). Always keep a receipt that includes the date. You cannot claim trips from home to work.

**Car hire** – you can rent cars if it is more cost-effective than taking public transport (or if it is not practical or public transport is not available to reach your destination)

**Accommodation** – if you are required to stay away from home (either in the UK or abroad) or if it is not possible/unreasonable to get home after a business related event, you can book an appropriate and reasonable hotel.

Duty of care: This is important! Always inform others of your overnight location so we can comply with duty of care requirements. Tell your line manager (or another member of staff if they are away).

**Per diems** – these cover costs for meals when away from the office on business.

**Additional travel related expenses** – the following travel related expenses are acceptable and will be reimbursed: baggage (no more than 2 bags) and advanced seat bookings; parking; foreign currency charges; Visas; Tips (up to 15% - unless already included in the bill).

**Remote working expenses** – the following expenses are acceptable to claim where officers or staff of the Faculty Office are working from home (and restrictions or conditions will be stipulated next to each item:

- Laptops, computers, screens, keyboards, printers and other necessary computer equipment (unless provided direct by the Faculty Office and prior approval must be obtained from the Registrar before purchases are made)
- Office furniture including chairs, standing desks and other ergonomic equipment (prior approval must be obtained from the Registrar before purchases are made)
- Broadband internet connection (unless already acquired for personal use)
- Mobile and landline telephone bills (if not already provided by the Faculty Office and the business proportion only)
- Stationery and resources (eg printer cartridges) necessary to conduct business (if these cannot reasonably be collected from the office when in attendance)

**Other expense types** – the following expenses are acceptable and Faculty Office officers and employees will be reimbursed for them:

- Professional/Society/Club membership fees (where relevant to your employment and agreed with the Registrar in advance)
- Postage for business purposes
- Magazine/Periodical Subscriptions (where relevant to your employment and agreed with the Registrar in advance)
- Annual eye-testing charges
- Visas

**Exceptions** – the following travel and remote working expenses will not be reimbursed:

- Any items for personal, non-business use
- Bar bills\*
- Birthday cakes or cards for employees
- Childcare or pet care
- Clothing (except legal attire for use as part of your duties)
- Damage to personal vehicles
- Flowers, sweets, confectionery
- Food/drink outside of travel subsistence unless agreed by the Registrar
- Laundry service/dry-cleaning (unless trip is longer than 4 nights)

- Mini-bar contents
- Parking fines
- Spa and health/fitness clubs or subscription services
- The loss/theft of goods (except where covered by insurance taken out by the Faculty Office or LBMW LLP as appropriate)
- Tourist attractions\*
- Travel to/from home and the office (except as stated above)

\*you can claim these if the event is part of an approved entertainment/hospitality event

There may be other things that will not be reimbursed, so make sure you explain the business reason for each claim. The Registrar and the Finance Officer keep the effectiveness of this policy under review and advise the Master's Audit Committee accordingly.



# THE FACULTY OFFICE

## Publishing policy

The Faculty Office is committed to acting in a way that is open and honest about what we do, how we work and how decisions are made.

We do this through our overarching publishing principle that all Faculty Office documentation should be published openly, unless there is a compelling reason not to publish.

Published documentation is made available in a timely manner, to enable stakeholders to consider documentation in the context to which it relates

Compelling reasons are normally to protect the personal details of individuals, for business confidentiality or due to complex ecclesiological issues.

In some cases, it is possible to overcome such concerns by publishing some documentation with redactions.

That commitment extends, but is not limited, to the following:

- The Master's Annual Address
- The agenda, minutes and papers for each of the four Faculty Office boards and committees (The Master's Council, The Master's Audit Committee, the Advisory Board and the Qualifications Board)
- The membership of each of the four committees and boards
- Policy documents
- The status of each key performance indicator (listed in appendices)
- The outcomes and impact of any consultations undertaken with the profession
- Engagement strategy with consumers
- Financial statements



# THE FACULTY OFFICE

## Policy on staff with responsibilities to both the Faculty Office and LBMW (Conflicts of interest policy)

### Overview

All staff of the Faculty Office are jointly employed by the Faculty Office and Lee Bolton Monier-Williams LLP (“the Firm”) with which the Faculty Office has a shared services agreement. For staff to avoid, declare and manage conflicts of interest between these respective organisations the following policy has been devised.

### Principles

1. Staff to act in the best interests of the Faculty Office and the Firm
2. For the division of time and effort between the two bodies to be understood so that neither body lose out financially or in human resource
3. For conflicts of interest to be identified and resolved

### Practicalities

The following practical points are designed to further the principles. The detailed agreement between the Faculty Office and the Firm is set out in the common services agreement between the two entities.

- 2.1. The Firm at the reasonable request of the Faculty Office jointly employs such persons who are required to discharge work for the Faculty Office.
- 2.2 The two bodies jointly determine the job specification and contract of employment of each jointly employed member of staff including the estimated proportion of time which may be spent devoted to work for the Faculty Office (which may be as much as 100%).
- 2.3 Staff members are expected to discharge their responsibilities when working on Faculty Office or Firm work to the best of their ability and efforts.
- 2.4 Staff members must notify their line manager if they consider that their ability to discharge their responsibilities for one of the employers is being impaired by demands placed upon them by the other, or their loyalty to one is being tested by the loyalty to the other.
- 2.5 The split in responsibilities and the question of conflicts will be explored at every appraisal and end of probationary period.
- 2.6 If a member of staff wishes to raise a whistleblowing concern about the operation of this policy they may speak to the Master of the Faculties, the chair of the Master’s Advisory Board, a trade union representative or the Legal Services Board. (see also the Whistleblowing policy)
- 2.7 The employee handbook and other policies and procedures of the Firm as regards human resource matters including such matters as holidays, sickness, grievances and discipline apply

to all jointly employed staff and the Firm shall not make changes to the handbook and other policies and procedures without reasonable consultation with the Faculty Office.

- 2.8 Jointly employed staff are line managed by the Registrar of the Faculty Office when engaged on Faculty Office work and by the relevant Head of Department or Practice Manager when engaged on work for the Firm (although normally the relevant Head of Department will be the head of the Ecclesiastical, Education and Charities Department who is also the Registrar of the Faculty Office).
- 2.9 All jointly employed staff aside than secretarial, administrative or general office staff record their time on the centralised system operated by the Firm so that it is known what the split is between Firm and Faculty Office work and the sub-categories of work listed for each party.
- 2.10 Where employment issues concern both the Firm and the Faculty Office, for example through performance management and disciplinary concerns, the Firm and Faculty Office liaise to ensure that the interests of both employers are taken into account whether by forming a committee of two or more representatives of both parties or by appointing a single agreed representative of both employers.
- 2.11 Where the actual time incurred by a staff member on their respective responsibilities differs from the agreed proportion, there is an adjustment in the level of the management charge paid by the Faculty Office to the Firm at the end of each period.
- 2.12 The Firm will not employ or take on a client who is a practising notary.

Date: 13<sup>th</sup> January 2022



# THE FACULTY OFFICE

## Consultations policy – outcomes and impact

### Our approach to consultation

#### Purpose

This policy sets out the Faculty Office's approach to consultation in relation to policy development and changes to our regulatory framework. By consultation we mean early and informal discussion (this includes pre-consultation - the phase of engagement before proposals are fully formed) as well as formal written consultations on proposals for change or reform.

It is intended to provide stakeholders with an understanding of how they can expect to engage with us when we make any change to our regulatory arrangements.

#### Why we consult

We are committed to developing policy in a clear and transparent way and in accordance with best practice principles. The Legal Services Act 2007 requires us to ensure that our regulatory interventions are transparent, accountable, proportionate, consistent and targeted; and to ensure that best regulatory practice is adopted.

Open and effective consultation is a critical part of policy development. That includes early consultation through informal discussion as well as formal written consultations. Our work impacts on a number of individuals and organisations, including the regulated community, consumers and and, sometimes, other regulatory bodies. Effective consultation offers the best means of identifying any potential unintended effects and of hearing alternative suggestions and perspectives on our proposals. By inviting a broad range of views, we are able to test and develop our ideas to reach the best possible policy outcome.

#### Our approach

We believe a flexible approach to consultation is needed whereby we consider which approach will yield the best response in each set of circumstances. Formal written consultation is just one tool for inviting stakeholder views and while extremely valuable, may not necessarily always be the most appropriate or only method of consultation. Stakeholders

can therefore expect us to take a broad view of what constitutes consultation and for it to become part of our ongoing policy development. For instance, other forms of consultation such as face-to-face discussions or correspondence with key stakeholders may provide an effective way to gather views and collect evidence. We expect this to be particularly likely at the earlier stages of policy development or as we refine the final details in discussion with those directly affected. Early discussion with stakeholders might include consumer groups, representative bodies and those most directly affected by change.

A flexible approach whereby the nature and format of consultation can be tailored to each set of circumstances is likely to take account of a range of factors:

**a. The nature and scale of the proposed change**

How much of a change will it be for the regulated community and/or consumers of regulated legal services? Is new regulation being imposed or are regulatory burdens being removed?

**b. Who will be affected by the proposed change**

Will all of the regulated community be affected? What will be the impact on consumers? Are there any impacts in relation to other professions or regulatory frameworks?

**c. Timing**

What is the timetable for the changes as there may be external drivers beyond our control that we need to be in a position to respond to? How long will those affected have to prepare for the change? Will it be a single consultation or multiple? What else might we be consulting on at the same time?

**d. Nature and extent of any previous consultation**

Is this the first time we have consulted on the issue? Have we undertaken 'informal' consultation by meeting with those affected or setting out the direction for future changes in speeches or other public documents?

**e. Recognition of major holiday periods**

Does our proposed consultation fall over a major holiday period and does the length of the consultation still allow for proper consideration?

While we consider that formal written consultation in itself may not always necessarily be the best way of generating meaningful responses or gathering evidence, it will continue to play a very important role. Publication of written consultation documents is familiar, transparent and easily shareable across the wider stakeholder community. This is particularly important where there may be unintended or unforeseen impacts.

We therefore consider that formal written consultation will continue to be a central element of our approach in the majority of areas. However, to ensure the most effective engagement, we will consider whether to undertake more targeted forms of consultation alongside and

ahead of this. In assessing the right length of consultation we will consider the whole approach rather than a narrow focus on the written consultation period.

In considering the length of the consultation period, we will take account of the criteria set out above. This takes account of Cabinet Office guidance requiring timeframes for consultation to be "proportionate and realistic" and dependent on the "nature and impact of the proposal". We note that the guidance anticipates the length of time for written consultation to typically vary between 2 and 12 weeks. We are required by the Legal Services Act to follow best regulatory practice.

All written consultations will be made available on our website, they are also likely to be featured on our Twitter feed and circulated formally by email to relevant stakeholders including, but not limited to, our regulated community. We will also make clear the length of the consultation period and any other means by which stakeholders can engage with us.

As part of our commitment to equality, diversity and inclusion we will consider the impacts of proposals as they are developed. We are also conscious that the equality, diversity and inclusion agenda has even more significant impacts on consumers.



# THE FACULTY OFFICE

## **2030 Net Zero carbon target policy**

The Faculty Office supports as a matter of policy the Net Zero carbon target approved by General Synod in February 2020, and will work alongside other parts of the Church of England to deliver that target.

The Synod recognises that the global climate emergency is a crisis for God's creation, and a fundamental injustice.

The Faculty Office accepts its responsibility in this regard and will work, as the Synod expects, from 2022 to achieve year-on-year reductions in emissions. As suggested by the Synod, the Faculty Office will address progress towards net zero emissions every three years.

The Faculty Office will give appropriate consideration to the work of the Synod's Environment Working Group as it develops new insights and recommendations in this important area.



# THE FACULTY OFFICE

## Operating reserves policy

THE FACULTY OFFICE OF THE ARCHBISHOP OF CANTERBURY RESERVES POLICY: Operating Reserve (Regulatory)

### Background

The Faculty Office of the Archbishop of Canterbury (the Faculty Office) is a Company Limited by Guarantee registered in England & Wales (company no. 12221896). The Board of Directors is comprised of The Master of the Faculties (Morag Ellis QC), the Registrar (Howard Dellar), the Deputy Registrar (Ian Blaney) and the Chief Clerk (Neil Turpin). The Master of the Faculties is the sole Member of the company and the ultimate controlling party. The Master has appointed an Audit Committee comprising independent members to review the governance of the Faculty Office and in particular the financial oversight.

### Purpose

The Faculty Office has various functions which need resourcing, but this policy covers its regulatory role in relation to public notaries only and the income and expenditure attributable to that which are separately accounted for. The purpose of the Operating Reserve Policy for the Faculty Office is to ensure the stability of the mission, initiatives, employment, and ongoing operations of the organisation as it relates to public notaries within the Permitted Purposes pursuant to Section 51(2) of the Legal Services Act 2007. The Operating Reserve is intended to provide an internal source of funds for situations such as a sudden increase in expenses, one-time unbudgeted expenses, unanticipated loss in funding, or uninsured losses. The Reserve may also be used for one-time, nonrecurring expenses that will build long-term capacity, such as staff development, research and development, or investment in infrastructure. Operating Reserves are not intended to replace a permanent loss of funds or eliminate an ongoing budget gap. It is the intention of the Faculty Office for Operating Reserves to be used and replenished within a reasonably short period of time. The Operating Reserve Policy will be implemented in concert with the other governance and financial arrangements of Faculty Office and is intended to support the goals and strategies contained in these related policies and in strategic and operational plans.

### Definitions and Goals

The Operating Reserve Fund is defined as a designated fund set aside by action of the Board of Directors at the Direction of the Master of the Faculties. The minimum amount to be designated as Operating Reserve will be established in an amount sufficient to maintain ongoing operations and programs for a set period of time, measured in months. The Operating Reserve serves a dynamic role and will be reviewed and adjusted in response to internal and external changes.

The target minimum Operating Reserve Fund is equal to six months of average operating costs. The calculation of average monthly operating costs includes all recurring, predictable expenses such as salaries and benefits, occupancy, office, travel, initiatives, and ongoing professional services. Depreciation, in-kind, and other non-cash expenses are not included in the calculation. The calculation of average monthly expenses also excludes some expenses one-time or unusual expenses and capital purchases. The amount of the Operating Reserve Fund target minimum will be calculated each year after approval of the annual budget, reported to the Master's Audit Committee and the Board of Directors, and included in the regular financial reports. Accounting for Reserves The Operating Reserve Fund will be recorded in the financial records as the Faculty Office Operating Reserve. The Fund will be funded and available in cash or cash equivalent funds. Operating Reserves will be commingled with the general cash and investment accounts of the Faculty Office.

### **Funding of Reserves**

The Operating Reserve Fund will be funded with surplus unrestricted operating funds. The Board of Directors may from time to time direct that a specific source of revenue be set aside for Operating Reserves.

### **Use of Reserves Use of the Operating Reserves requires three steps:**

#### **1. Identification of appropriate use of reserve funds.**

The Registrar and staff will identify the need for access to reserve funds and confirm that the use is consistent with the purpose of the reserves as described in this Policy. This step requires analysis of the reason for the shortfall, the availability of any other sources of funds before using reserves, and evaluation of the time period that the funds will be required and replenished.

#### **2. Authority to use operating reserves**

The Registrar will submit a request to use Operating Reserves to the Board of Directors. The request will include the analysis and determination of the use of funds and plans for replenishment. The Faculty Office's goal is to replenish the funds used within twelve months to restore the Operating Reserve Fund to the target minimum amount. If the use of Operating Reserves will take longer than 12 months to replenish, the request will be scrutinized more carefully. The Board of Directors will approve or modify the request and authorize transfer from the fund.

#### **3. Reporting and monitoring.**

The Registrar is responsible for ensuring that the Operating Reserve Fund is maintained and used only as described in this Policy. Upon approval for the use of Operating Reserve funds, the Finance Officer will maintain records of the use of funds and plan for replenishment. He/she will provide regular reports to the Board of Directors and the Audit Committee of progress to restore the Fund to the target minimum amount.

Review of Policy This Policy will be reviewed every other year, at minimum, by the Master's Audit Committee, or sooner if warranted by internal or external events or changes. Changes to the Policy will be recommended by the Master's Audit Committee to the Board of Directors.