



Corff Cynrychiolwyr Yr Eglwys yng Nghymru The Representative Body of The Church in Wales

A meeting of the Representative Body of the Church in Wales was held at 2 Callaghan Square, Cardiff (with some online attendees) on 24 June 2025.

Present:

Ex officio members

Archbishop of Wales

The Most Reverend Andrew John ♦

Chair of the Standing Committee

Mr Tim Llewelyn ♦

Chairs of the Diocesan Boards of Finance

St. Asaph: Mrs Sam Allin ♦

Bangor: Dr Hywel Parry-Smith ♦

St Davids: Mrs Hazel Evans ♦

Llandaff: Mr Michael Lawley ♦

Monmouth: Mr Ian Loynd ♦

Elected members

St. Asaph: The Very Reverend Nigel Williams *
Mr Paul Williams *

Bangor: The Reverend Canon Miriam Beecroft ♦ (items 25/15
to 25/21a only)

St. Davids: Mrs Judith Hayward ♦
The Venerable Paul Mackness ♦

Llandaff: Dr Heather Payne ♦
The Venerable Rhod Green ♦

Monmouth: The Venerable Ian Rees ♦
Miss Nicola Gibbons ♦

Swansea & Brecon: The Reverend Dr Adrian Morgan ♦

Nominated members

Professor Medwin Hughes (Chair) ♦

Mr Chris Clarke ♦

Mr Peter Kennedy ♦

Co-opted members

Mr Richard Anning ♦

Mrs Jane Heard *

* *Attended the meeting online*

♦ *Attended the meeting in person*

- Apologies:** Apologies were received from Mr Thomas Lloyd.
- In attendance:** Mr Adam Halsey of HaysMac (items 25/15 to 25/18 only)
- The Bishop of St Asaph, the Bishop of Monmouth, the Bishop of Swansea & Brecon, the Bishop of Llandaff, the Bishop of Swansea & Brecon, the Bishop of St. Davids and the Bishop of Bardsey were all present for item 25/21a only.
- The following members of staff were present: the Chief Executive, the Chief Operating Officer, the Director of Mission and Strategy, the Head of Legal Services, the Financial Controller (items 25/14 to 25/20 only), the Governance Manager and the Governance Officer.
- Prayers:** Opening prayers were led by the Archdeacon Rhod Green.
- Conflicts of interest:** The Archbishop, Dr Hywel Parry-Smith and the Reverend Canon Miriam Beecroft recused themselves from the discussions in relation to item 25/21b.

Audit Findings report

25/14

The Chair welcomed to the meeting Mr Adam Halsey, Partner at HaysMac (formerly Haysmacintyre), who delivered the Audit Findings report. Mr Halsey confirmed HaysMac was able to give an unqualified audit opinion.

Mr Halsey drew attention to a number of particular matters within the report, including the Representative Body's reserves policy. Mr Halsey suggested that a clear articulation of the Representative Body's approach to its reserves should be developed for inclusion within the next annual report. Explaining the distinction between free reserves (capital which the Representative Body would spend to support its charitable purposes) and reserves (capital it intended to retain) would help the Representative Body communicate its financial position to dioceses and ministry areas.

Mr Halsey confirmed financial ledger transactions were handled satisfactorily and that the delineation of duties in terms of transaction approvals were sound, with effective controls in place.

Mrs Jane Heard, Chair of the Audit and Risk Committee, noted that the Committee had reviewed the auditor's report and had no additional comments to make. Mrs Heard noted that Mr Halsey's attendance at the Committee's meeting in June had been very beneficial with detailed discussions taking place on a number of elements of the audit report.

Discussion followed.

The Representative Body unanimously resolved that the Audit Findings Report be received.

Mr Halsey remained present for items 25/15, 25/16, 25/17 and 25/18.

Going concern assumptions

25/15

The Financial Controller noted Haysmac had requested a formal assessment of the Representative Body's going concern assumptions and set out a series of those which had been reviewed by and discussed with the Audit and Risk Committee. The assumptions articulated were also supported by HaysMac.

Mr Halsey advised that non-financial aspects of the assumptions, such as operational changes, had not been challenged as part of the audit. Upon Mr Halsey's request, the Representative Body confirmed that it had no knowledge of non-financial aspects that required challenge by the auditors.

Discussion followed. Members questioned whether further explanation was required within the accounts regarding the availability of free reserves and capital. Mr Halsey advised that the Charity Commission would expect the Representative Body to have a strategic plan to transition over a five-year period: while free reserves and capital should ultimately be separated, immediate action was not required, and steps could be taken over the next 12 months to address this in preparation for next year's accounts.

The proposed going concern assumptions were:

- Unlike the dioceses, the Representative Body's income arises from stock exchange income. Indications from its investment managers show dividend yields increasing and it is not expected that the Representative Body's income will fall in the near future.
- Stock exchange investments, which form the majority of the Representative Body's assets, are reviewed by officers on a monthly basis, including regular conversations with the fund managers and quarterly in person meetings between the fund managers and the Investment Committee. As of 6 June 2025, the stock exchange investments had decreased by 1% since the year end. This reflects the current market volatility.
- Bank and money market deposits show healthy balances, with £8million currently held on money market deposit.
- Officers undertake a monthly review of the cashflow, reviewing the previous month's cashflows, and then projecting those. In addition, a 10-year cashflow forecast is maintained to underpin the 10-year forecast.
- The Clergy Pension Scheme triennial actuarial valuation as at 31 December 2022 saw the value of the past service liability reduce by almost a third. Whilst it was expected the liability would increase at the next actuarial valuation (31 December 2025), it was not estimated to have a significant impact on the Representative Body's balance sheet.
- As at 31 December 2024 the Representative Body had free reserves of £528million (2024: £498million).

In accordance with the advice of the Audit and Risk Committee, the Representative Body endorsed the going concern assumptions.

Meeting of the trustees with the auditor

25/16

As directed by the meeting's agenda, all provincial staff in attendance left the meeting to allow Mr Halsey to meet with the trustees alone.

Representative Body annual report and accounts for year ended 31 December 2024, with letter of representation

25/17

The Representative Body's draft annual report and accounts for 2024 was introduced by the Financial Controller, who talked through the main aspects of the report. The format of the report had been revised for improved readability. Attention was drawn to the inclusion of commentary on the reserves policy and an analysis of net assets. Key points included the reported deficit, an increase in general funds and the ongoing daily review of the investment portfolio. The reserve policy was noted to target £361 million.

The Representative Body's total funds as of 31 December 2024 amounted to £927million, an increase from £868million in 2023. Free reserves had increased to £527million from £498m the previous year. Investment income totalled £21.2million, while charitable activities income totalled £828k. Expenditure on charitable activities was noted at £25.4million, with a recorded operational deficit of £2.9million offset by investment gains of £64.7million. The Clergy Pension Scheme liability was valued at £137.1million as of year-end, and the Representative Body exceeded a target reserve level of £361million.

Discussion followed. Members discussed how dilapidation costs regarding the office at 2 Callaghan Square should be presented within the accounts. Mr Halsey advised that the matter would not be deemed as material and need not be specifically itemised within the accounts.

Following discussion, and subject to minor textual amendments, the following resolution was proposed and passed unanimously:

That the Annual Report and Financial Statements of the Representative Body, and the letter of representation, for the year ended 31 December 2024 be approved and adopted. That the Chair and Deputy Chair of the Representative Body be authorised to sign the letter of representation on behalf of the Representative Body.

The Annual Report would be finalised, translated and made available via the Church in Wales website. As usual, the report would be introduced to the Governing Body at its meeting in September 2025.

Common Investment Fund annual report and accounts for year ended 31 December 2024, with letter of representation

25/18

The draft Common Investment Fund Annual Report and Accounts for 2024 was presented by the Financial Controller, who talked through the main aspects of the report. It was noted the format of the report would be revised during 2026 ahead of presentation of the 2025 accounts.

The total value of the Common Investment Fund at 31 December 2024 was £78.8million, an increase of £3.4million since 31 December 2023.

The following resolution was proposed and passed unanimously:

That the accounts of the Common Investment Fund, and the letter of representation, for the year ended 31 December 2024 be approved and adopted. That the Chair and Deputy Chair of the Representative Body be authorised to sign the letter of representation on behalf of the Representative Body.

The Common Investment Fund Annual Report and Accounts would also be provided to the Governing Body at its meeting in September 2025.

Adam Halsey left the meeting.

Use of the Representative Body Seal

25/19

It was reported that the Representative Body Seal had been used from numbers 37276 to 37331 inclusive. The Seal Register was available for the Representative Body's inspection: one member requested to inspect the register.

Financial information (to 31 May)

25/20

A pack of financial information had been provided for the Representative Body's information, which included management accounts and the balance sheet to 31 May 2025. There were no comments from members regarding the information provided.

The Financial Controller left the meeting.

The Bishop of St Asaph, the Bishop of Monmouth, the Bishop of Swansea & Brecon, the Bishop of Llandaff, the Bishop of St Davids and the Bishop of Bardsey joined the meeting.

a) Discussion with the bishops present

The Chair welcomed the bishops to the meeting and explained that the discussion of this matter would be divided into two parts. The first part would consist of an open forum with the bishops; the second part would be for the Representative Body alone: trustees with dualities of interest were encouraged to recuse themselves from that discussion.

The Bishop of St. Asaph opened the discussion in prayer.

The Chair set out the context of the situation which had attracted much media interest and commentary in recent months following the publication of two reports in relation to life at Bangor Cathedral – one which focussed on safeguarding practices and one which followed a Visitation of the cathedral. The safeguarding report had been prepared by the independent safeguarding charity Thirtyone:eight; the Visitation had been undertaken by two retired archdeacons.

The Chair noted that the Representative Body, as a trustee body, had a fiduciary duty to reflect on the situation as the failures of governance, financial controls and safeguarding oversight highlighted by the reports were of significant concern and were causing reputational damage to the Church in Wales and harming its credibility. The Chair also noted that the Representative Body must seek to assure itself that funds it provided to the diocese of Bangor had been properly administered.

The Chair also noted the Implementation Group which was working to implement the recommendations within the Visitation and Thirtyone:eight reports and the Bangor Cathedral Oversight Board, which oversaw the work of the Implementation Group and was Chaired by him, had both met and were proceeding with their work. Terms of reference for both the Implementation Group and the Oversight Board had been published on the Church in Wales website.

The Chief Executive provided the meeting with an overview of the support the Representative Body's staff were providing to the diocese of Bangor, including in the areas of finance, human resources, communications, data protection and safeguarding. The provision of such support continued.

Discussion followed during which members of the Representative Body and the bishops reflected further on the situation and the circumstances that had led to it. Discussion included the need to seek to change the culture of the Church in Wales to one of greater transparency and accountability at all levels within the organisation.

Following discussion, the Archbishop, the other bishops, Canon Miriam Beecroft and Dr Hywel Parry-Smith left the meeting.

The Archbishop, the other bishops, Canon Miriam Beecroft and Dr Hywel Parry-Smith left the meeting.

b) Discussion by the Representative Body alone

The Representative Body's discussion built on the previous discussions and explored in more detail the governance, safeguarding and financial control failings identified within the Thirtyone:eight and Visitation reports. Discussion led to the Representative Body agreeing it would make a public statement in relation to the reports and spent time discussing the formation of that statement.

A statement was drafted by the Chair assisted by the Chief Executive and the Director of Mission and Strategy. This draft statement was read out in full, to trustees, by the Chair and several amendments were proposed. The amended statement was shared with the Archbishop for his comments.

Following discussion of those comments, the Chair read aloud to the Representative Body the drafted statement. The Chair then asked the Representative Body to formally vote by majority on whether it was content to endorse the statement: 15 members approved, two were against and one abstained. The Chair confirmed that, by majority vote, the statement was formally endorsed by the Representative Body. The statement is appended to this minute under appendix one.

It was agreed the statement would not be publicised until at least 17.00 on 25 June 2025.

The Archbishop and Dr Hywel Parry-Smith rejoined the meeting.

The Chair read out, in full, the final, endorsed statement of the Representative Body which set out its response to the publication of the two reports in relation to life at Bangor Cathedral. The Chair confirmed that no action would be taken to publish the statement until at least 17.00 on 25 June 2025.

Following this, the Chair adjourned the meeting and noted that the remainder of the business scheduled to be transacted during the meeting would be considered at an additional, online meeting of the Representative Body which would be organised in due course.

Next meeting

It was agreed that an extraordinary meeting of the Representative Body would be arranged to consider the remaining business from the meeting.

The next ordinary meeting of the Representative Body would take place on Thursday 20 November 2025, on a hybrid basis, at 2 Callaghan Square and online.

Appendix one

Statement from the Representative Body of the Church in Wales on Bangor Cathedral

Published on 1 July 2025

❖ Motion approved by the Trustees of the Representative Body of the Church in Wales

The Trustees of the Representative Body of the Church in Wales acknowledge with deep concern the serious issues raised in recent reports and correspondence regarding leadership, safeguarding, management, and conduct in the central structures of Bangor Diocese and at Bangor Cathedral. As the charitable trustee body responsible for stewarding assets and distributing funding to both the diocese and the cathedral, we take our duty of care and accountability to the Church and wider community with the utmost seriousness.

❖ Our Concern and Responsibility

The revelations of safeguarding failures, blurred boundaries, inappropriate conduct, weak control environment and lack of transparency in management at Bangor Cathedral are deeply troubling. Trustees are legally bound to ensure that the charities which they oversee uphold the highest standards of governance, safeguarding and record keeping. It is vital that there is public trust in any charity which is part of the Church in Wales family. Stewardship of charitable assets demands that funding is used to further the Church's mission and benefit the public in a manner consistent with our values and legal obligations. It is incumbent on the RB Trustees to ensure that the financial support they provide is properly and accountably used.

❖ Key Recommendations and Expectations

In the light of these concerns, the Representative Body sets out its clear expectations and directives for the Diocese of Bangor and its Diocesan Board of Finance, the Bangor Diocesan Trust and Bangor Cathedral:

1. That the Trustees of Bangor Diocesan Board of Finance, the Trustees of the Bangor Diocesan Trust and Cathedral Chapter make formal commitments to fully engage with both the Implementation Group and the Oversight Board to address the issues identified in the thirtyone:eight and visitation reports, to implement in full all of the recommendations in the reports and to comply with guidance directives presented to them by the Oversight Board.
2. That they will co-operate in full with an RB commissioned independent financial audit relating to the work of the Diocesan Board of Finance, the Bangor Diocesan Trust, and the Cathedral Chapter. Particular attention to be given to the appropriateness of governance, financial systems and oversight and how effectively these separate legal entities function and relate to one another. The audit report to be shared, in full, with the RB's Finance Committee and the Audit and Risk Committee.

Future funding to support the Diocese of Bangor and its Cathedral are entirely dependent on the RB satisfying itself that appropriate management structures

and financial and administrative procedures are in place to demonstrate effective governance. In particular:

- a. The effectiveness of financial controls and governance structures to ensure responsible stewardship of charitable funds.
 - b. The effective implementation of robust safeguarding and HR procedures.
 - c. The establishment of transparent channels for reporting concerns, with assurances of protection for whistleblowers.
3. That the Senior Leaders of the Diocese, the Diocesan Board of Finance, and the Cathedral Chapter participate in an externally led exercise whereby all parties agree to engage, critically discern and reflect upon the incidents that have led the Diocese to this situation. Such an exercise will enquire about the lessons learnt and facilitate a common direction for the future.
4. That the Cathedral Chapter commission an external investigation into the behaviour, culture and activities of the Cathedral Choir and due attention is given to the issues identified in the reports relating to the choir.
5. That they will co-operate with a Representative Body established leadership taskforce, accountable to the Trustees of the RB, to work with the officers of the Diocese of Bangor to offer more capacity and drive structural change. Such a taskforce will be given the authority to deliver and implement the system changes required to create a sustainable infrastructure for the future. The taskforce members are to be given full access to information and be allowed to attend board and management meetings.

In addition, the Representative Body will commission a Provincial Safeguarding Audit of all the Cathedrals in Wales to assure itself that appropriate procedures and protocols relating to safeguarding are being followed diligently. It will also commission, in partnership with the Standing Committee of the Governing Body, a cultural audit of the Church in Wales.

The Representative Body will continue to monitor the situation closely and reserves the right to review and, if necessary, adjust funding arrangements in accordance with our due diligence responsibilities as Trustees. We urge the Diocese and Cathedral to act swiftly and transparently to restore trust and ensure a safe, accountable environment for all.

We remain committed to supporting the mission and ministry of the Church in Wales in Bangor and across Wales, always guided by our duty to protect the vulnerable and steward our resources for the common good of the Church in Wales. Therefore, we also call for change in leadership, procedures and governance in the Diocese of Bangor.