

# SESAM and the Quakers in Scotland draft proposal

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## 1. Introduction

I have struggled at the last two threshing meetings about the proposed governing document (now version of 2024-03-21, hereafter GD) for Quakers in Scotland (**QIS**) to adequately convey my concerns. In writing this I'm attempting to do better, not only with respect to what I think is wrong, but also by suggesting how it could be fixed.

It's not short, and there's an even longer appendix of background detail, so this section provides a summary.

In their cover letter for the draft GD sent to SESAM Trustees on 2024-01-06, the **QIS** Coordinating Group says

"The Options for Scotland group [proposes] that we form a *single charity* and that we form a *single body*. The idea of a single body clearly needs more work to discern what this might look like. It will take time. That idea is not part of what we are asking you about here." (emphasis added)

Not including a story about "the body" (which I'll call "the church" for now) is the primary source of the problems the GD presents for SESAM. Until this is fixed I recommend that:

SESAM Trustees should advise SESAM that SESAM *should not* agree to joining **QIS** without substantial changes to the governing document, distinguishing between the charity and the church and making their relationship explicit, following the model of the governing document for Britain Yearly Meeting (the charity).

An updated GD needs to make explicit provision for the possibility of SESAM (the church) continuing as an Area Meeting while laying down SESAM (the charity) *should it decide to do so*. There must be clarity on SESAM (the church)'s status with respect to **QIS** (the church)

In what follows I'll start by identifying the problems I see with the GD, and go on to outline the kind of changes I think would improve it, to the point where SESAM would support the creation of **QIS**, both church and charity, take its place as part of **QIS** (the church) and consider laying down SESAM (the charity) in favour of **QIS** (the charity).

## 2. Problems with the GD

The GD uses "Quakers in Scotland" for both the charity and the church, without ever explicitly acknowledging that they are distinct. Sometimes context makes clear which they are referring to, but not always.

There are two problems here:

- The lack of a clear distinction between the two, exemplified further by the calling letter for GM on 6 April 2024, which describes the matter before the Meeting once as "a single Quaker body" and once as "a single Quaker charity / body";
- The very limited nature of what is said, or more often implied, about the church. This is acknowledged in the quote above: "[the body] is not part of what we are asking you about here".

These problems arise in large part because, perfectly understandably, the **QIS** Coordinating Group evidently started with a template for governing documents for (English/Welsh) CIOs made available by Quaker Life (<https://www.quaker.org.uk/documents/cio-constitution-template-agreed-2014>), which embodies the same confusion\*.

But *why* are these problems for SESAM, and even granted that they are, why do they need to be fixed *now*?

They are problems because the existing Area Meetings' responsibilities and activities as a worshipping body, governed by Meetings for Worship for Church Affairs of their membership as set out in Quaker Faith and Practice (QF&P), are largely distinct from their responsibilities and activities as a charity, governed by trustees. The former consist of, for example, the spiritual and pastoral care of their members and their witness to their communities, grounded in our testimonies, whereas the latter focus on maintaining the Area Meeting's legal status and financial well-being. As for Britain Yearly Meeting, whose succinct self-characterisation recently has been "A simple church supported by a simple charity", so it should be for Area Meetings. QF&P has useful guidance on this relationship throughout section 15. 15.03 is particularly relevant:

"The law may assume that authority for determining action passes to the trustees and the meeting may choose to do this. However, under Gospel Order, the ultimate authority will still lie with the gathered meeting."

The reasons these problems need to be fixed *now* are

- In general, because the current lack of clarity on the governance structure of **QIS** makes it impossible for the members of SESAM to know how and to what extent they will have any say in what happens to their assets and property.
- In particular, because it is laid on Area Meeting trustees to manage the assets of the Area Meeting in such a way as to support the charitable objects of the Area Meeting, and without a clear understanding of how that will continue to be true once those assets are transferred to the **SCIO**, they would fail in that responsibility, which the law expresses as "[they must] seek, in good faith, to ensure that the charity acts in a manner which is consistent with its purposes"

A clear separation between the church and the charity is a simple first step towards the necessary clarifications.

\* Indeed SESAM (the charity)'s own governing document is also based on a similar, more recent, template for non-incorporated Area Meetings from Quaker Life (<https://www.quaker.org.uk/documents/governing-document-for-am-cc-approved-11-2022-final>), and so also suffers from these problems.

East of Scotland AM and North of Scotland AM's governing documents are also based on the non-incorporated Area Meeting template. Stewardship of North of Scotland Quaker Trust is identified as a responsibility of NSAM Trustees in their Terms of Reference. West of Scotland's document is shorter, and perhaps based on an early template, compared to the others.

### 3. A note on terminology

For clarity, hereafter I'll call **QiS** (the charity) the **SCIO**, short for the (proposed) "Scottish Charitable Incorporated Organisation" and I'll call **QiS** (the church) the **RSFS**, short for the "Religious Society of Friends (Quakers) in Scotland".

### 4. Improving the GD

#### 4.1. Distinguishing the charity and the church

The GD should make a clear distinction between the **SCIO** and the **RSFS**, modelled on the distinction found in the governing document of "Britain Yearly Meeting of the Religious Society of Friends (Quakers) (Britain Yearly Meeting)" as registered with the Charity Commission (charity no. 1127633). Britain Yearly Meeting (BYM) is (an English) Charitable Incorporated Organisation. Its governing document defines that lengthy name as the charity and "The Religious Society of Friends (Quakers) in Britain" as the church.

#### 4.2. The future of the Area Meeting(s)

The GD should make it explicit that in the first instance the four Area Meetings, as well as General Meeting for Scotland, will continue to exist and function after the creation of the **SCIO** and the **RSFS**. These five will constitute the **Constituent Meetings** of the **RSFS**. Initially membership of the **RSFS** will be defined as membership of any of the Constituent Area Meetings.

The GD should specify that transfer from the Constituent Meetings of

- their assets, properties and trusteeship to the **SCIO**
- their spiritual and pastoral activities and responsibilities to the **RSFS**

will be at their discretion as to both timing and substance. Membership matters should not be transferred to the **RSFS** until such time as QF&P recognises the **RSFS** as a body that can carry out the relevant procedures per QF&P chapter 11.

We feel strongly that many of our spiritual and pastoral activities are best served in smaller constituencies than the **RSFS**. We understand that some Area Meetings need to unburden themselves quickly of some of their responsibilities, but we hope that they will wish to retain some of them, particularly membership, pastoral care and eldership.

Accordingly, the GD should make clear that for those things *not* transferred to the **SCIO** and/or the **RSFS**, Constituent Meetings will remain as parts of the Religious Society of Friends (Britain), governed by the relevant parts of QF&P.

#### 4.3. Governance of the RSFS

The GD should specify how the **RSFS** operates as a Quaker Meeting. There should be an annual Meeting for Worship for Church Affairs open to all members. At least in the short term the Clerks of the Constituent Meetings should serve as the clerking team for this, with one of their number actually serving as the Clerk on the day. Other Meetings could be held when required. At least three representatives of each Constituent Meeting must be present for any Meeting of the **RSFS** to be able to conduct business.

The above is intended to allow for a structure for the governance of the **RSFS** very like the way in which Yearly Meeting and Meeting for Sufferings together provide governance for Britain Yearly Meeting (the church).

The amendment of the GD and the appointment of trustees, of a Treasurer who is *ex officio* a trustee and of a Nominations Committee should all be identified in the GD as matters reserved to the **RSFS** in session. There should be at least one trustee from each Constituent Area Meeting.

### 5. Some extensive background, which has informed my thinking.

Thanks to Jackie Noltingk, Erica Thomas and Lesley Richards for helpful answers to my questions, and to Kathryn Gulliver and Piers Voysey for sending me copies of their AM's governing documents.

#### 5.1. Mostly about QiS

The General Meeting for Scotland (GM) mailing list were told (2023-11-17), in regard to

"(1) The possibility of merging our existing 6 charities into a single body, Quakers in Scotland.

"(2) How we might organise all our concerns and worship more effectively as a single charity."

that

"The first step for (1) is to agree a governing document to replace the six comparable documents that apply to our existing charities."

and

"Friends will hear more requests soon to join in important discussions relating to (2)."

I've searched my inbox without success for any request to "join in important discussions relating to (2)" until, possibly, the invitation from **QiS**-CG (2024-03-11) to two "information and discussion sessions on progress with work towards having a single body and charity for Quakers in Scotland".

However the cover letter from **QiS** (2024-01-06) sent to SESAM Trustees says

"The Options for Scotland group [proposes] that we form a single charity and that we form a single body. The idea of a single body clearly needs more work to discern what this might look like. It will take time. That idea is not part of what we are asking you about here."

In fact the document laid before us in the special Area Meeting on 15 January (Draft of 2023 12 29c.docx) had a lot to say about the body. Or did it? As I read it at the time it didn't clearly distinguish between the charity and the body, using the phrase "Quakers in Scotland" in what I found to be confusing ways.

A new draft (Draft of 2024 03 21.docx) has just been made available, with only modest changes from the earlier draft. I'll take it as definitive with respect to what we will have before us on 6 April. It hasn't changed much, if anything, of what I've found that makes me uneasy about agreeing to adopt it.

## 5.2. Existing models of church and charity structures

### 5.2.1. Britain Yearly Meeting

The charity is Religious Society of Friends (Quakers) in Britain, and Britain Yearly Meeting of the Religious Society of Friends (Quakers), Charity number: 1127633

The governing document for this (<https://www.quaker.org.uk/documents/bym-governing-document-revised-min34-bym2014>) begins with the following definitions:

- a. The Religious Society of Friends (Quakers) in Britain refers to the church in England, Scotland, Wales, the Channel Islands and the Isle of Man, including all its local meetings for worship and its constituent meetings for church affairs as well as all their work [referred to below as **the Society**].
- b. Britain Yearly Meeting of the Religious Society of Friends (Quakers) [**Britain Yearly Meeting**] refers to the centrally held and managed policy, property, employment and work of the charity constituted by this document.
- c. Yearly Meeting in session [**Yearly Meeting**] refers to the annual assembly that is open to all members of the Society.
- d. Area Meetings are the main local meetings for church affairs and these are the level of the Society at which individual membership is held. Each Area Meeting is a separate charitable entity and may be registered as such with the Charity Commission.
- e. *Quaker faith & practice* is the current edition of the Book of Christian discipline of the Religious Society of Friends (Quakers) in Britain
- f. Meeting for Sufferings is the standing representative body of the Society.
- g. The term Friend refers to a member of the Society.

Note that there are two clearly distinguished entities, "the church" and "the charity". The charity is governed by the above referenced governing document, the church by the Red Book.

Subsequent articles make clear that the Society, embodied in Yearly Meeting in session and Meeting for Sufferings, is responsible for amending the governing document, appointing Britain Yearly Meeting trustees, among them the BYM Treasurer, approving their terms of reference and appointing their clerks.

### 5.2.2. East of Scotland

The governing document for the "Religious Society of Friends (Quakers) [in Britain] East Scotland Area Meeting (abbreviated as East Scotland Area Meeting)" is based on a template provided by Quaker Life (<https://www.quaker.org.uk/documents/governing-document-for-am-cc-approved-11-2022-final>), which is distinct for the one for CIOs. The template does not make any overt distinction between the church and the charity. However the phrases "(East Scotland) Area Meeting in session" clearly refer to the church, and in "3. Object The object of East Scotland Area Meeting" it is evidently the charity.

This sentence, taken unchanged from the template, is of note: "If at a meeting of East Scotland Area Meeting the members decide that it is necessary or advisable to dissolve the Area Meeting or to amalgamate with another Area Meeting *and this is agreed by Meeting for Sufferings*, the trustees shall have the power to realise any assets held by or on behalf of the Area Meeting. Any assets remaining after the satisfaction of any proper debts and liabilities shall, *with the agreement of Meeting for Sufferings*, be given or transferred to another Area Meeting, to Britain Yearly Meeting, or to some other charitable institution or institutions having objects similar to that of the area meeting and failing that for such other charitable purpose as Britain Yearly Meeting shall direct." [Emphasis added]

### 5.2.3. South East Scotland

The governing document for the "Religious Society of Friends (Quakers) in Britain: South East Scotland Area Meeting [referred to below as South East Scotland Area Meeting or the area meeting and formerly known as South East Scotland Monthly Meeting]" likewise is based on the Quaker Life template, sharing its lack of clarity on church versus charity, to my embarrassment. "Subject to the matters set out below the resources of the area meeting shall be administered in accordance with this governing document by the trustees..." is clearly talking about the charity, whereas "Amendments to this governing document shall be agreed by South East Scotland Area Meeting in session and recorded by minute of the area meeting." it's the church. The dissolution clause is again taken from the template, with the addition of GM for Scotland to the allowed dispositions.

### 5.2.4. Dundee Friends Property Trust

This was governed by a 130-odd-year-old deed of trust, superseded in 2009 by a governing document, which I can't find online. From the 2020 Annual Report:

"New trustees are appointed by the remaining trustees, who are bound to select individuals in sympathy with the conditions of the original Trust Deed and who shall, if possible, be representative of Dundee Local Meeting. The majority of Trustees shall be drawn from Dundee Local Meeting."

### 5.2.5. North of Scotland

Their governing document is also based on the Quaker Life template. Stewardship of North of Scotland Quaker Trust is identified as a responsibility of NSAM Trustees in their Terms of Reference.

### 5.2.6. General Meeting for Scotland

"There are five Trustees of General Meeting for Scotland who have responsibility to the Office of the Scottish Charity Registrar (OSCR) for the right ordering of General Meeting.

"General Meeting itself meets quarterly for business

"General Meeting acts on behalf of Britain Yearly Meeting in such procedures as may be required by the Scottish Parliament and Scottish legal affairs."

[From <https://www.quakerscotland.org/general-meeting>]

GM's governing document is here:

<https://www.quakerscotland.org/sites/quakerscotland.org/files/documents/Governing%20Document%20amended%202021.pdf>. It appears to be based on the Quaker Life template for Area Meetings.

Section **12. Constituent Meetings** says "i) General Meeting for Scotland consists of all the local Meetings in Scotland."

QF&P (13.54) gives area meetings responsibility for appointing prison chaplains and "General Meeting for Scotland is responsible for providing [their names] to the governors of all prison establishments in the area meeting area".

A similar story, without the involvement of GM, obtains for registering officers. "Each area meeting shall appoint a suitable Friend as registering officer ... the area meeting ... shall report [the appointment] to the Recording Clerk without delay, by minute signed by the clerk ... The Recording Clerk is required to certify all such appointments ... in Scotland, to the Registrar General for Scotland"; "The registering officer, acting on behalf of the area meeting, ..." (QF&P 16.22,23)

### 5.3. The new structure for Wales and the Southern Marches

The "Religious Society of Friends (Quakers) in Wales and the Marches - Cymdeithas Grefyddol y Cyfeillion (Crynwyr) yng Nghymru a'r Gororau" [know as Cynar] is a Charitable Incorporated Organisation (CIO, comparable to an **SCIO**). Its constitution (linked from <https://www.symudymlaen2.org/>) says that the members of the CIO are "all members of the Constituent Area Meetings". The constitution describes "General meetings of the members of the CIO", and mandates at least an Annual General Meeting. The Clerks of the Constituent Bodies (the AMs and CCQW) constitute the "clerking team" who set the agenda for GMs and provide a Clerk for each of them from among their number. At least two members from each Constituent Body must be present for a GM to be quorate. The Convenors of the NomComms of the Constituent bodies constitute a NomComm for the CIO, and prepare nominations for the trustees and the Treasurer. There must be at least one trustee from each Constituent Body.

I'm told that "AM trustees will cease to exist, Cymar trustees will fulfil the role of AM trustees, but for all 4 AMs and CCQW, so once the assets have been handed over, bank accounts closed down and final report and accounts prepared, then they can be released by their respective AMs and leave the rest to [Cymar] to deal with."

It's not clear to me how this accords with QF&P 4.02 (<https://qfp.quaker.org.uk/passage/4-02/>) which says "Each area meeting is a separate charitable entity and it may be required to be registered as such with the relevant charity regulator. Area meetings which are registered or preparing for registration will operate under a formal governing document, which amongst other matters should set out the arrangements for trusteeship."