

CONSTITUTION OF ST STITHIANS COLLEGE

1 THE COLLEGE

1.1 Historical

St Stithians College (the "College") was established on 30 April 1941 as a Methodist Church School. This was set out in the first preamble and section 1 of the Trust Deed (the "Trust Deed") of the St Stithians College Endowment Fund Trust (No. IT466/1941) (the "Trust") as -

"... a Methodist Educational School in Johannesburg or its vicinity, under the control of the Methodist Church ...,"

meaning that the College is a church school, espousing a Christian Methodist ethos and set of values as a self-governing institution, but with the Methodist Church of Southern Africa ("MCSA") having the final say in all matters concerning spiritual welfare, religious instruction and worship at the College. The Trust had in turn been established by the executors of the estate of the late Albert Charles Collins, in order to fulfil his directions to them in this regard in his Last Will and Testament.

1.2 The Structure in brief

As at the amendment of this Constitution in 2021, the College consists of a number of schools (the "Schools") for boys and girls, from the reception level to the final exit level in terms of the South African independent school system. The College has a Rector as its chief executive officer and is governed by a Council, as its highest decision making body with overarching responsibility for and authority over the eight) Schools, each with its own liaison and facilitating body, called Parent-Teacher Associations ("PTA's"), and its own Head, operating under the authority of the Council (in the case of the PTA's) and the Rector (in the case of the Heads). This Constitution (including its annexes) sets out the governing provisions of the College, as at March 2022 onwards.

2 MAIN OBJECTIVES

The main objectives of the College are:

- 2.1 to be a world class, independent, Methodist Church School;
- 2.2 to provide a holistic, relevant and superior education in the Christian Methodist ethos of mutual trust, respect and dignity;
- 2.3 to provide education based on the principles set out in section 15 of the Trust Deed and contemplated by the Saints Charter as amended from time to time. A copy of the Saints Charter in force from 2007 is attached marked Annex "A";
- 2.4 to create a diverse learning experience, working together to reflect our rich and diverse history and heritage.

3 THE ROLE OF THE CHURCH

- 3.1 The College is a church educational institution, espousing a Christian Methodist ethos and set of values, whose curriculum shall always include religious education, in a manner determined by the Council from time to time.
- 3.2 In all matters concerning spiritual welfare, religious instruction and worship, the decision of the MCSA shall be final.
- 3.3 Whilst the MCSA may from time to time and upon request recommend Chaplains to render certain tasks to the College, the appointment of a Chaplain as a member of the College's staff and his or her subsequent termination shall be the right and responsibility of the Rector of the College.
- 3.4 The Council will, prior to its appointment or subsequent termination of the Rector, in terms of clauses 4.1.6 and 7.1, consult with and obtain the consent of the Presiding Bishop of the MCSA.

4 THE COUNCIL AND THE COUNCIL EXECUTIVE

4.1 Powers

The Council of the College is the guardian of the College's ethos as a Methodist Church educational institution and of its objectives. Save for the powers reserved to the MCSA and the Trust, the Council shall control and be responsible for –

- 4.1.1 determining the strategic direction for the College by setting its mission and vision;
- 4.1.2 establish, developing, reviewing and approving policies and strategies for the College;
- 4.1.3 oversight in respect of the implementation of policies and strategies;
- 4.1.4 governance and oversight in respect of the finances and general management and administration of the College;
- 4.1.5 developing and approving the budget for each financial year, and ensuring financial probity in relation to the College's transactions and business dealings, including value for money, resource and risk management;
- 4.1.6 the appointment and subsequent termination or dismissal of the Rector (subject to his or her appointment or dismissal being consented to by the Presiding Bishop);
- 4.1.7 the appointment and subsequent termination of a Head of School, in consultation with the Rector;
- 4.1.8 ensuring that PTA's are in place and operative at each School;
- 4.1.9 appointing such sub-committees as it deems necessary to carry out its functions ("Sub-Committee/s") and monitoring the fulfilment of their mandates and any other matters referred to them;

- 4.1.10 appointing a Secretary and such other officers as it may deem necessary for the exercise of its functions, and the functions of its Sub-Committees, and shall be entitled to terminate or dismiss such persons;
- 4.1.11 the upkeep, repair and maintenance of all buildings and ensuring that they are insured against risk of damage and destruction;
- 4.1.12 the acquisition, disposal, erection, demolition, control, use or in any manner dealing with all property or funds subject to the provisions of clauses 10, 11 and 18 of this Constitution;
- 4.1.13 monitoring a comprehensive range of performance matrices to ensure that the College and its Schools function properly, optimally and in accordance with the policies and strategies laid down as well as any applicable legal requirements, measured against established targets, budgets and benchmarks or standards, wherever possible;
- 4.1.14 ensuring that minutes of all its meetings are kept, approved at the next succeeding meeting of the Council, signed by the Chairperson as a correct record and thereafter retained electronically, in the Minute Book and in any other appropriate form;
- 4.1.15 establishing an Appeals and Grievance Sub-Committee, and in terms of the College's Appeal Policy, to –
 - 4.1.15.1 receive and administratively manage any appeals or grievances from disciplinary processes instituted against the Rector; the Head of a School; persons appointed to assist the Council or any of its Sub-Committees in the exercise of their functions; and
 - 4.1.15.2 receive, hear and determine, or to manage any appeals from any disciplinary processes instituted by the Rector against a Chaplain, or any other member of staff; or in any other disciplinary process in which the Rector is conflicted or requests the intervention of the Appeals Sub-Committee;
 - 4.1.15.3 receive, hear and determine any appeals from the Rector's decision to require any parent or guardian to remove his or her child from the College;
- 4.1.16 exercising all powers ancillary to those specified herein.

The Council is the highest authority in relation to the College. Nevertheless, and notwithstanding these powers, only the Chair, or in his or her absence the Deputy Chair, and any person delegated thereto by either the Chair or Deputy Chair, and not any other Member of Council, shall have the authority of the Council to issue instructions to the Rector.

4.2 Council's Composition and Quorum

Number of Council Members

- 4.2.1 The Council shall consist of up to 32 (thirty-two) voting members ("voting Members") plus 7 (seven) non-voting Members.

Quorum

A quorum of the Council shall be:

- 4.2.2 in the case of there being an even number of voting Members at the time (whether present or not), a quorum will be half the voting Members plus one; and
- 4.2.3 in the case of there being an uneven number of voting Members at the time (whether present or not) the majority of the voting Members.

Composition

- 4.2.4 The composition of the Council shall be as set out below, with the voting Members being those referred to in clauses 4.2.5.1 to 4.2.5.13 inclusive:
- 4.2.4.1 the Chair of Council (the "Chair"), nominated by the Governance/Nominations' Sub-Committee and elected by Council for a term of three years at the penultimate meeting prior to the end of the current Chair's term of office or of that office becoming vacant for any reason, and if he or she is a representative of the Trust, the St Stithians Foundation (the "Foundation"), the Old Stithian Association (the "OSA") or one of the PTA's (collectively "the affected body") then he or she will automatically relinquish that position and the affected body shall appoint a substitute representative; The Chair of Council should be a person of good standing in the Saints Community, have demonstrated the values of the College and its Ethos in their day to day lives and engagement with the college. Have previously been involved on other school committees and or activities
 - 4.2.4.2 The Deputy Chair of Council
 - 4.2.4.3 the Rector;
 - 4.2.4.4 the Presiding Bishop of the MCSA, or his or her delegate;
 - 4.2.4.5 the District Bishop of the MCSA, or his or her delegate;
 - 4.2.4.6 the Superintendent Minister of the College (also referred to as the senior chaplain);
 - 4.2.4.7 5 (five) further representatives of the MCSA, appointed by the Annual Conference of the MCSA;
 - 4.2.4.8 2 (two) lay representatives of the Trust;
 - 4.2.4.9 1 (one) representative from the Foundation;

- 4.2.4.10 the chair of the OSA together with 4 (four) additional representatives of the OSA, who shall be members of OSA, elected for three-year terms by the governing committee of the OSA;
- 4.2.4.11 the chairs of the PTA's of each School, unless he or she is already a Member on another basis in which event he or she will automatically relinquish that position and the PTA concerned shall appoint a substitute representative;
- 4.2.4.12 the 6 (six) Standing Sub-Committee chairs, unless he or she is already a Member on another basis in which event he or she will automatically relinquish that position and the Sub- Committee concerned shall appoint a substitute representative;
- 4.2.4.13 up to 3 (three) independent persons elected for three year terms by the Council from nominations made by the Governance/Nominations' Sub-Committee in order to reflect the diversity of the community the College seeks to serve and to take account of any special talents, skills, experience or wisdom that may be needed or sought from time to time; and
- 4.2.4.14 other further invited persons in the employ of the College, being the Bursar and the Heads of the Schools. Such invited members shall all attend Council meetings as required, with the right to speak but not to vote.

Deputy Chair, Code of Ethics and Date of Appointment

- 4.2.5 The Deputy-Chair nominated by the Governance/Nomination Committee and elected by Council at the penultimate meeting prior to the expiry of the current term of the Deputy Chairperson by voting Members listed in clauses 4.2.5.1 to 4.2.5.13 resigns during their term, a replacement shall be nominated in the meeting of the Governance/Nominations subcommittee immediately following the resignation and elected at the next meeting of the Council. The Deputy Chair of Council must be a person of good standing in the Saints Community, have previously participated in committees within the schools and the school parent body(recommended), be willing to make time available to attend various school events, functions, milestones and have conversations within the community when and if required.
- 4.2.6 The duties of the deputy Chairperson are to:
- 4.2.7 Attend and participate all council meetings
- 4.2.8 Act in the place of the chair of council when requested or Chair is unable to attend the Council meeting
- 4.2.9 Act as a sounding board for the Chair and members of the College Exco
- 4.2.10 Attend various function within the school in consultation with the Chair
- 4.2.11 Be chair of at least on subcommittee of council and participate in at least on other committee as a full member or invitees

- 4.2.12 In consultation with the chair attend as a permanent invitee subcommittee meeting that Chair is unable to attend to ensure the Chair and Deputy Chair are represented at all the committee meetings
- 4.2.13 Each member of Council is bound by the Code of Ethics and Practice of Members which is set out in Annex "B" to this Constitution and may be amended from time to time by the Council by a majority of all voting members appointed at the time.
- 4.2.14 The Council Members in office at the date of commencement of this constitution shall each be deemed to be holding office hereunder from the dates of their appointments as such.

4.3 The Council's Executive Committee

- 4.3.1 The Council shall, upon the adoption of the revised Constitution, appoint an Executive Committee ("Council Exco"), to:
 - 4.3.1.1 oversee the implementation of Council policy, strategy and decisions;
 - 4.3.1.2 make such decisions on behalf of Council as may be required of it during
 - 4.3.1.3 these periods; and
 - 4.3.1.4 exercise such other powers as may be delegated to it by the Council.
- 4.3.2 For these purposes, the Council Exco must –
 - 4.3.2.1 meet regularly and undertake its tasks and functions between Council meetings;
 - 4.3.2.2 notify Council of its activities and seek ratification from Council for its decisions.
 - 4.3.2.3 keep minutes of all its meetings, approved by the next succeeding meeting, signed by the Chairperson as a correct record, and thereafter retained electronically, in the Minute Book and in any other appropriate form.
 - 4.3.2.4 provide copies of its Minutes to the Council, and any other records of its decisions to each Council Meeting, or whenever requested by the Chair of Council.
- 4.3.3 The Council Exco shall comprise the Council's Chair, its Deputy Chair, the chairs of all Sub-Committee, the Rector and the Head of Finance and a representative each from the PTAs, OSA, Trust (if not already represented) and Church Council members.
- 4.3.4 The Council Exco may ask other persons to attend its meetings by invitation as it deems necessary.
- 4.3.5 Its quorum shall be a simple majority of the Council members on the Council Exco. The Council will appoint a secretary to the Council Exco.

5 APPOINTMENT/ROTATION OF MEMBERS AND COUNCIL PROCEDURE

5.1 Re-election, Retirement, Rotation and Vacancies

5.1.1 Persons elected as Members of Council in terms of clauses 4.2.5.1 (the Chair), 4.2.5.10 (OSA Members) and 4.2.5.13 (independent Members) shall cease to be Members at the expiry of their term but shall be eligible for re-election by OSA or the Council (as the case may be) for a maximum of two further consecutive terms (i.e. nine years consecutively).

5.1.2 Members shall cease to be Members of Council if:

5.1.2.1 they no longer hold the office which qualified them for membership; or if they no longer qualify in terms of clauses 4.2.5.10 or 4.2.5.11; or

5.1.2.2 if they no longer enjoy the confidence of the body which elected them as representatives on the Council, as advised in writing to the Chair by that body; or

5.1.2.3 if they have been absent without apology or leave of the Chairman for three consecutive meetings, unless the Council condones this in the circumstances of a particular case; or

5.1.2.4 if they are disqualified from holding office as directors in terms of the Companies Act, No 61 of 1973, as amended or substituted from time to time; or

5.1.2.5 if the Council passes a vote of no confidence in them by a seventy-five percent majority of the voting members at the time.

5.1.3 The Deputy Chairperson, and any Member who holds office as chair of any Sub-Committee of the Council or as the Council representative on another body shall not be eligible for re-election in the same office after serving in that office for a consecutive period of six years, unless a period of two years shall have lapsed since he or she last occupied that office.

5.1.4 Any casual vacancy (through resignation or otherwise) shall be filled by the person elected or appointed by the competent component in terms of the categories of Member referred to in clause 4.2.5, nominated by the Governance Committee and approved by Council for the balance of the term of the Member who has left office.

5.2 Proceedings

5.2.1 The Chair, or in his or her absence the Deputy-Chair, shall preside at Council meetings, and if neither are present, but the meeting is quorate, then a chair chosen by the meeting for that meeting, unless and until the Chair or Deputy-Chair arrives. The Chair shall enjoy a casting as well as a deliberative vote as a Member of the Council, but not the chair of any of the Council's Sub-Committees.

5.3 Council Secretary

- 5.3.1 The Council shall appoint a secretary and such other officers as it may deem necessary for the exercise of its functions as a member of the College staff and shall be entitled to dismiss such persons.
- 5.3.2 Minutes of all meetings of council and its subcommittees must be kept, approved by the next succeeding meeting of the Council or subcommittee and, signed by the Chair of Council or the subcommittee as a correct record and thereafter retained electronically, in the Minute Book and in any other appropriate form.
- 5.3.3 Meetings of the Council shall be held at least once each term and shall be convened by the Chair in agreement with the office of the Rector annually in advance. The Chair of council will in addition convene a special meeting of council when requested to do so by at least eight Members of council in writing. Such meeting should be convened within two weeks of the written request being received.
- 5.3.4 The Council may adopt such practices and rules from time to time as it may deem fit, including rules relating to the confidentiality of certain of its proceedings pertaining to matters of a sensitive nature, which shall be observed by all Council members. The Council will conduct itself in line with recognised modern governance principles and in adherence to the Codes on Good Corporate Governance

6 SUB-COMMITTEES OF COUNCIL, PTA'S AND OTHER STRUCTURES

- 6.1 The Council shall create Sub-Committees in a manner and for the purposes that it sees fit in order to facilitate the proper management and governance of the College. The Sub-Committees of Council shall hose set out in Annexure "C".
- 6.2 The Council shall create PTAs for each School in a manner and for the purposes that it sees fit in order to fulfil liaison and facilitation roles within each school. The PTAs shall initially be those set out in Annex "D"
- 6.3 The Sub-Committees shall –
- 6.3.1 have the power to co-opt persons who are not Members of Council on a temporary basis until approval for such co-option is obtained from Council, based on the skills of the co optee in relation to the committee.
- 6.3.2 report regularly on its activities to the Council; and shall at each meeting of Council seek ratification for any decisions taken by it in pursuit of its mandate and purpose.
- 6.4 Amendments to the sub-committee structures and the PTA structures, their mandates and all other matters in this clause 6 and Annexes "A", "B" and "C" shall be effected by ordinary resolution of Council, being by majority vote of all voting Members then appointed.

7 THE RECTOR

- 7.1 The Rector shall be appointed by the Council as provided for in clauses 3.4 and 4.1.6 –
- 7.1.1 after receiving recommendations in this regard from the Governance/Nominations Sub-Committee or any selection panel formed by it for this purpose; and

- 7.1.2 after consultation with and the consent of the Presiding Bishop of the MCSA.
- 7.2 The Rector shall be the chief executive officer of the College. As such the Rector shall have authority over the College, its Schools, Heads and all other staff and organisations or structures involved in or associated in any way with the College.
- 7.3 The Rector shall be responsible to the Council through the Chair and shall report to the Council at each of its meetings.
- 7.4 The Rector will be responsible for all matters pertaining to education and discipline subject to the control and direction of the Council, and generally for ensuring that the College is run appropriately, efficiently and in terms of the Council's vision, mission, directives, strategies, policies and procedures.
- 7.5 The Head of Finance is responsible for managing the finances of the College and in that regard reporting on a regular basis to the Rector, with final responsibility to Council.
- 7.6 The Rector shall be responsible for –
- 7.6.1 the appointment, discipline and termination of staff in support of her office;
- 7.6.2 hearing and determining appeals from any disciplinary processes instituted by the Head of School in relation to both staff and learners in that School, or for referring the appeal to the Appeals or grievance Sub-Committee in terms of the College's Appeal Policy;
- 7.6.3 hearing and determining any appeals from the decision of a Head of School in relation to the outcome of an application for admission as a learner.
- 7.7 The Rector shall have the right to request any parent or guardian to remove his or her child from the College, subject to a right of appeal to the Appeals Sub-Committee.
- 7.8 In addition to the Rector being the College's chief executive officer, his or her primary roles are set out in Annexe "E".

8 THE HEADS

- 8.1 Each Head of a School shall be appointed by the Rector after receiving recommendations in this regard from the Governance/Nominations Sub-Committee or any selection panel formed by it for this purpose, and in consultation with the Council.
- 8.2 In the event of the termination or dismissal of a Head of School, the Rector shall do so only after consultation with the Council Chair, and e approval of the Governance/Nominations Sub-Committee.
- 8.3 The Head shall be the chief executive officer of the School to which he or she has been appointed and agent of the Rector in relation to the latter's decisions. As such the Head shall
- 8.3.1 in exercising his or her functions comply with the vision, mission, decisions, directives, strategies policies and procedures of the Council as the decisions and directions of the Rector;

8.3.2 have authority over the School concerned and all its staff - including powers to appoint them in consultation with the Rector, and terminate them - as well as over organisations or structures involved in or associated in any way with the School;

8.4 In addition to the Head being the School's chief executive officer and the agent of the Rector, as described, his or her primary roles and responsibilities in relation to his or her own School are set out in Annexure "F".

9 THE SHARED SERVICES HEADS AND SENIOR MANAGEMENT BODIES

The Rector shall be entitled, in consultation with the Council, to establish positions and structures to facilitate proper administration, operation and governance of the College and Schools. The creation of the roles of Shared Services Heads and the structures described as Senior Management Bodies shall be made at the discretion of the Rector will initially be established as set out in Annexes "G" and "H" hereto and amendments to such positions and structures, their mandates and all other matters shall be effected by, and at the discretion of, the Rector, who shall report to Council on at least an annual basis in respect of any such changes, which changes shall be reflected in an amended Annex "G" or "H", as the case may be.

10 IMMOVABLE PROPERTY

10.1 Subject to the provisions of the Deed in this regard, all the immovable property acquired in whatever way for the benefit of the College shall be registered in the name of the trustees of the Trust, to be held by them in trust for the College. No such property may be sold, leased for 10 (ten) years or longer, or mortgaged without the prior written consent of the trustees, who in turn may not sell, lease for 10 (ten) years or longer, or mortgage the said property without prior consultation with Council, who shall take a resolution once consulted, which will be recorded accordingly.

10.2 The Council shall be responsible for the development, upkeep, repair and maintenance of the immovable property and all buildings thereon and shall ensure that they are insured against risk of damage and destruction.

10.3 Subject to the provisions of the Trust Deed in this regard, the Council shall have the right to be consulted by the Trust and have input on the acquisition, disposal of, erection, demolishing, control, use or in any manner deal with all property or funds, subject to the provisions of clause 10.1 in relation to immovable property.

10.4 The Members and College office bearers shall have no right to property or any other assets of the College solely by virtue of their being Members or office bearers.

11 NON-DISTRIBUTION OF INCOME AND PROPERTY

The income and the property of the College shall not be distributable to the Members or to office bearers except as reasonable compensation for services rendered.

12 BANKING ACCOUNT

The College's financial transactions shall be conducted by means of banking accounts opened and maintained at the direction of the Council. Regular accounts shall be submitted by the Head of Finance to the Council for perusal, discussion and approval. Annual accounts shall be subject to audit and the audited accounts shall be submitted to the Council immediately after receipt thereof for consideration and approval.

13 FINANCIAL YEAR

The financial year of the College shall run from 1 January until 31 December of each year.

14 JURISTIC PERSONALITY

The College, as a body corporate in the form of a voluntary association, has an existence independent of the Members, with perpetual succession. Subject to the provisions of this Constitution, the College shall be capable of owning and holding assets (other than immovable property as provided in clause 10.1) in its own name to meet its debts, liabilities and engagements, and to sue and to be sued in its own name.

15 AMENDMENT OF CONSTITUTION

Amendments to this Constitution can be effected as follows:

- 15.1 Further to clause 6.3, in addition to amendments to clause 6 and Annexes "A", "B" and "C", amendments to Annexes "D" to "F" inclusive shall also be effected by ordinary resolution of Council, being the majority vote of all voting Members then appointed, and amendments to Annexes "G" and "H" shall be effected by the Rector who shall report thereon to Council and furnish it with copies of the amended annexes as provided for in clause 9.
- 15.2 In respect of any other clause, no amendment of this Constitution shall be valid without the prior approval of the Council by a seventy-five percent majority vote of all appointed Members after prior written notice to the Presiding Bishop and District Bishop and after consultation with the trustees of the Trust and the governing committees of the Foundation, OSA and the School PTA's. In relation to the approval of the Council, an absent Member may in writing appoint another Member as his or her representative with instructions as to how to vote for him or her. Such written appointments shall be filed with the Secretary at or before the meeting to be valid. Copies of all such amendments shall be submitted to the Commissioner, as required in terms of the Income Tax Act, 58 of 1962 (the "Act"), as amended or substituted from time to time.

16 COMING INTO OPERATION OF CONSTITUTION

This revised Constitution shall come into operation on 1 January 2008 or such other date as may be determined by the Council. It is recorded that to the extent that the Council and the Rector have by their actions implemented during 2007 and 2008 certain aspects of the amended Constitution reflected in this Addendum as are not in conflict with the provisions of the Deed, such actions are hereby ratified.

17 PUBLIC BENEFIT ORGANISATION REQUIREMENTS

The Council will ensure that the College complies with the requirements of the Act in relation to any approval of it by the Commissioner as a public benefit organisation ("PBO") under section 10(1)(cN) read with section 30 of the Act, and in relation to its recognition under section 18A of the Act (for as long as that recognition lasts). The Council will furthermore ensure that it passes and complies with such amendments to this Constitution as may be necessitated by any statutory changes to such requirements from time to time. To the extent that there may be ambiguity or conflict between the provisions of this Constitution and the provisions of the Act, the provisions of the Act shall prevail.

18 DISSOLUTION

If at any time the Council

- 18.1 by majority of not fewer than three quarters of all the appointed voting Members of the Council at that time,
- 18.2 at a special meeting called for that purpose, of which not fewer than twenty-one days' notice in writing shall have been given to all Members,
- 18.3 after consultation with the Presiding Bishop or in his or her absence the Presiding Bishop's delegate, the staff of the College, the governing committees of the Foundation, OSA, the School PTA's and the trustees of the Trust, and
- 18.4 after written notification to the Presiding Bishop,
- 18.5 decides that it is not possible to continue to operate the College in accordance with the terms of this Constitution, the College may be dissolved.
- 18.6 If upon the dissolution of the College there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, such property shall not be paid to or distributed among the Members, office bearers or any component of the College, but shall be given and transferred to some other school, foundation, body or institution within the MCSA of an educational nature which has been approved as a PBO, to be determined by the Council at or before the time of dissolution, with the approval of the trustees of the Trust or in default thereof by the Presiding Bishop or (in his or her absence) the Presiding Bishop's delegate, subject to the provisions at the time of the Act in this regard; but failing all the foregoing for any reason, such property shall be transferred in accordance with those provisions of the Act relevant to the dissolution of a PBO.
- 18.7 For the purpose of carrying to its final end and termination any dissolution of the College, and notwithstanding anything to the contrary contained in this Constitution, the persons then constituting the Council shall remain in office until their respective deaths, resignations or other disqualification in terms of this Constitution and any vacancies thus occurring on the Council shall be filled by the remaining members thereof so that the number of members of the Council shall remain undiminished until the completion of such dissolution; provided always that these provisions shall not apply in the case of any member of the Council who holds office ex officio.

As amended by the Council of St Stithians College, 17 March 2022 and signed by the parties, as set out below:

By the Chair of the Council:

Signature: 

Name: Ntombi Langa Royds

Date: 17 March 2022

Place: Sandton

By the Rector:

Signature: 

Name: Celeste Gilardi

Date: 17 March 2022

Place: Sandton



ST STITHIANS COLLEGE THE SAINTS CHARTER

This Charter sets out the purpose and the core principles which are fundamental to St Stithians College as a Methodist school and *“A South African School Making a World of Difference”*.

PURPOSE AND CORE PRINCIPLES

HONOUR GOD

St Stithians is a Church school and learners are encouraged to appreciate and develop their own faith and pursue a meaningful relationship with the living Lord. In short, we *“Honour God”*.

HONOUR SELF

The College offers a complete education. We develop the spiritual, social, emotional, intellectual, cultural and physical potential of the student by developing life skills and fostering the growth of the individual and the community through the academic, extramural and reflective life of the school curriculum. The unique richness of every member of the school community is valued and respected, irrespective of class, gender, race or religion. We allow differences to be recognised within a spirit of humility and acceptance, without compromising the integrity of the College. In short, we *“Honour Self”*.

HONOUR OTHERS

In educating our learners, we expect our graduates to play a significant role in their communities and in South Africa. The privilege of an education at St Stithians College comes with the responsibility of giving back to the community in service to the country.

St Stithians participates in community service encouraging learners to show compassion and empathy for others, including their peers, and to be responsible citizens and decision makers. It aims to inculcate an ethic of service, reinforcing the principle that *“from those to whom much has been given, much can be expected”* (Matthew 25:14-30). We inculcate a spirit of sharing in our learners. In short, we *“Honour Others”*.

APPROACH TO EDUCATION

St Stithians strives for excellence in all spheres and a continuation of its fine reputation as a leading South African school at the cutting-edge of innovation and educational issues.

St Stithians encourages learners to do their personal best, fostering a healthy sense of competition while at the same time teaching learners to work collaboratively. It encourages and teaches a sense of self-confidence, self-discipline, humility and respect avoiding any form of arrogance.

St Stithians recognises the need for both educators and parents to provide educational resources and support. All our learners develop a love for learning, through effective communication, respect and courtesy, which forms the basis for the partnership between parents, learners, teachers, management and support staff.

A SOUTH AFRICAN SCHOOL MAKING A WORLD OF DIFFERENCE

The College has a responsibility to share its experience with other South Africans in the same way it benefits from the knowledge and research undertaken by others in the field of education. This enables the College to contribute to raising the general standards of learning in the country and therefore to indeed, *“Make a World of Difference”*.

As a South African School, the College is committed to upholding the principles underlying the Constitution of the country and, in particular, the Bill of Rights.

COMMITMENT

To give effect to this purpose and core principles all staff, learners and parents are committed to realising the ideals of this Charter. They are committed to abide by and support the policies as adopted or amended by the Council and Management of the College. The Charter does not replace but is the foundation of the Codes of Conduct and policies in place in the schools on the campus.

Council is committed to:

- ensuring that the College adheres to this Charter in all its activities;
- ensuring that the College operates within the confines of the Trust Deed, the Constitution of the College and any policies adopted for the effective administration of the College;
- ensuring that the governance of the College is in accordance with modern corporate governance principles, any relevant statutes and the Constitution of the country.

Management and all staff of the College are committed to:

- developing in each individual learner a sound spiritual and moral attitude, based on the Gospel values of love, justice, compassion, respect, care, mercy and understanding;
- developing a curriculum of excellence;
- setting the highest expectations of work and behaviour for ourselves and all learners; protecting the dignity of all who are a part of our community;
- creating a loving, caring and stimulating environment for all;
- fostering open communication with parents as the basis for close co-operation; fostering strong communication between the schools on campus;
- conducting ourselves in accordance with our Code of Professional Conduct.

Parents/Guardians/Care-givers are committed to:

- upholding the values enshrined in this Charter, recognising the need to role model these values and behaviours to our children;
- helping and encouraging our children to develop a sense of responsibility and accountability and strong spiritual and moral values;
- taking an active and positive interest in our children’s work and progress as the primary educators. In this regard to attend functions affecting his / her overall development;
- supporting the values, authority and discipline of the College; supporting the teachers and management of the College; ensuring that our children abide by the Code of Conduct.
- reading, understanding and accepting the relevant policy documents that pertain to us;
- displaying loyalty to the College by raising matters in a positive and constructive manner, and by utilising the correct channels of communication;
- respecting and showing courtesy to College staff, other parents, and learners.

Learners are committed to:

- behaving and acting in a manner which reflects the spirit of the Charter both at school and after hours;
- respecting and being courteous and co-operative with teachers, other College staff, parents, other learners and visitors, at all times;
- being punctual in all they undertake;
- participating, as fully as possible, in all activities (academic, sporting, cultural, community, spiritual, etc); aiming to achieve the highest standard they are capable of in all they undertake;
- completing all homework and assignments with pride and to the best of their ability;
- undertaking to wear the correct school uniform and appear smart at all times. In so doing, they will be loyal to, and proud of, their College;
- respecting the feelings and property of other people, both in the College and in the community;
- being appreciative of the resources of the College and taking responsibility for them by showing due care for the buildings, furniture, equipment and grounds;
- undertaking to support and abide by the Code of Conduct that applies to them.

Adopted by Council: 16 March 2006

Amendments discussed by Governance committee: 11 June 2007

Amendments proposed to Council: 12 July 2007

Amendment approved by Council: 12 July 2007

The St Stithians Code of Good Practice (2007)

Chapter One: Introduction:

The governance at St Stithians College (the "College") must reflect the basic principles of representation, transparency, responsibility and accountability, as is appropriate in the current understanding of good governance. Accordingly, certain overriding principles cover every aspect of governance at the College. The development of *The St Stithians Code of Good Practice* is intended to raise ethical consciousness amongst all members of St Stithians as *internal* stakeholders, define accepted and acceptable behaviours, and provide a benchmark for all to use for self-evaluation of professional behaviour and responsibilities.

This Code of Good Practice is established and adopted by the College Council to provide a framework and set of minimum standards in respect of all aspects of governance at St Stithians. It is intended that the principles outlined in the Code's eight articles supersede the provisions of any of the governance structures implemented by the College and provide the minimum standards of governance expected within the broader St Stithians' community. But, more than that, it provides a template for ethical reasoning and decision-making that will ensure that all are meeting the highest standards of ethical conduct in all dealings.

Chapter Two: The Code of Good Practice:

- 1 All committees, organisations and groups within the St Stithians' community, whether existing or to be created in the future, shall operate under the auspices of Council or in the case of the ancillary organisations, namely, the St Stithians College Trust, the Old Stithian Association, the Parents' Association and the Foundation, in terms of their own constitutions, the copies of which are to be provided to Council, as well as any amendments to them from time to time.
- 2 All committees, organisations and groups within the St Stithians' community (excluding the three ancillary organisations mentioned in Article 1), whether existing or to be created in the future, shall operate under a written mandate approved by the Rector and shall not be entitled to operate beyond such mandate, subject only to the provisions of the College Constitution.
- 3 All committees, organisations and groups within the St Stithians' community shall elect a chairperson to be the "primary officer", who shall have the following duties:
 - a. to be the primary liaison person between the committee, organisation or group and the College;and
 - b. to be responsible for maintaining records of meetings as well as other records (including financialrecords, where appropriate) in respect of such committee, organisation or group.
- 4 The holders of an office, position or role at St Stithians ("office holders") – including all members of Council, members of the Parent-Teacher Associations, Old Stithian Association Committee members, Foundation governors, members of sub-committees, persons volunteering to assist or be co-opted on to such organisations and committees and any other people associated with St Stithians in a non-executive capacity – understand that they may only accept such office, position or role if they are prepared to devote sufficient time, attention and effort to discharge adequately their responsibilities, diligently and timeously. It is acknowledged that these non-executive positions are accepted by members of the St Stithians' community out of a sense of commitment and service to St Stithians and its community, ahead of the status associated with such position.

- 5 The following general behaviours are expected of all office holders and employees of St Stithians:
- 5.1 Confidentiality – requires each to recognise that confidential information should remain confidential. It is difficult to create a comprehensive list of all information that would be considered confidential, but includes all information which relates to the College, any of the learners or their families, staff members, the finances of the College, the matters discussed at Council or PTA meetings or in any of the Council sub-committee meetings, as well as a broad range of other information where confidentiality could reasonably be expected.
 - 5.2 Compliance with all applicable laws and regulations – all are expected to ensure that all actions and decisions made in respect of their positions conform to the stated and implied standards addressed in applicable law and regulations
 - 5.3 Integrity – requires each to be honest, trustworthy, truthful, consistent, fair and open in all actions.
 - 5.4 Avoiding conflicts of interest – a conflict of interest occurs when an employee or office holder has a personal interest that could be seen as having the potential to interfere with the objectivity required to perform official duties or exercise judgment in the best interest of St Stithians. Employees and office holders should not operate under the influence of such conflicts themselves nor create them for others: to avoid conflicts of interest all must:
 - 5.4.1 not to offer any staff member of St Stithians any item or other consideration of value, including money, in return for certain action or inaction by the staff member;
 - 5.4.2 not solicit or accept any item or other consideration of value, including money, in return for certain action or inaction – or any such item that could reasonably be perceived as creating such an obligation;
 - 5.4.3 disclose any personal interest that they or a member of their immediate family has in relation to any St Stithians' business;
 - 5.4.4 act in the best interests of St Stithians without any improper motives when entering into contracts or accepting business on its behalf;
 - 5.4.5 refuse and report any offers of bribes or other potential corruption emanating from any source; and
 - 5.4.6 refrain from any attempt to influence persons in public office in order to obtain an improper gain or advantage;
 - 5.5 Honesty and truthfulness – the commitment to honesty and truthfulness requires every employee and office holder to avoid any action that could be reasonably viewed as dishonest, deceptive, or misleading as well as any action that could reasonably be perceived as cheating or stealing.
 - 5.6 Respect – requires each to recognise the inherent worth of every human being and to treat all people accordingly. Every employee and office holder should treat others as he or she would have them treat him or her, with dignity and recognising that everyone in the organisation is important. A respectful environment is one that does not offend, embarrass, intimidate or otherwise diminish the inherent worth of any person. Even direction, coaching and discipline should be presented in ways that are respectful. To create and sustain a respectful environment every employee and office holder must:

- 5.6.1 refrain from using offensive language, including profanity, blasphemy and insensitive communications;
 - 5.6.2 refrain from actions that could be understood as sexual intimidation or harassment or the tacit approval thereof;
 - 5.6.3 respect the traditions and cultures of others; and
 - 5.6.4 refrain from any form of unfair discrimination based on race, religion, gender, political conviction, sexual orientation or disability.
- 6 Register of Interests: In the interests of transparency, a register of interests of office holders and employees shall be maintained by the Bursar and such register shall be made available for review by all Council members. The following matters are to be recorded in the register:
- 6.1 The provision of any goods or services for monetary gain by any office bearer to the College or any of its ancillary organisations:
 - 6.1.1 This requirement does not apply to goods or services which are worth less than R5,000. If the goods or services are provided in several transactions, this R5,000 limit applies to the aggregate of all goods or services supplied within any calendar year.
 - 6.1.2 This requirement applies to individuals who are office holders as well as to members of their immediate families and businesses beneficially owned or controlled or operated by any of them, and in the broadest sense is intended to include the provisions of goods or services by such individuals directly or indirectly.
 - 6.2 The receipt of any gift by any employee of St Stithians (the "recipient") from any other person associated with St Stithians (the "donor"):
 - 6.2.1 For the purposes of this requirement a donor shall include, but is not limited to:
 - 6.2.1.1 any supplier of goods or services to the College;
 - 6.2.1.2 any current or prospective St Stithians' parent or learner; or
 - 6.2.1.3 any family member, organisation or person associated in any way directly or indirectly with such persons.
 - 6.2.2 For the purposes of this requirement a donor shall not include any immediate family member or organisation associated in any way directly or indirectly with the recipient by reason of a relationship not associated in any way with St Stithians.
 - 6.2.3 This requirement does not apply to gifts which are worth less than R1,000. If there is more than one gift from the same donor (or any family member, organisation or person associated in any way directly or indirectly with the donor), this R1,000 limit applies to the aggregate of all gifts donated within any calendar year.

- 7 Register of Contracts: The following shall apply in this regard:
- 7.1 Any employee or office holder who is a provider of goods or services to the College for consideration of any kind shall be obliged:
 - 7.1.1 to declare a conflict of interest, which is to be recorded in writing in the minutes of the meeting or, if no minutes are kept, in other written form, to be delivered to the office of the Rector within seven days of such conflict first being identified;
 - 7.1.2 to recuse himself or herself from any decisions regarding the awarding of the contract; and
 - 7.1.3 if the contract is awarded to the person in question, full details of the declaration of interest, the recusal and of the contractual arrangements, including a description of the goods or services provided and the consideration shall be recorded in the register.
 - 7.2 The register of contracts shall be maintained by the office of the Bursar. It shall be available for inspection by Council members at every meeting of Council and shall also be available for inspection by any interested person at the office of the Bursar by prior arrangement. The responsibility for maintaining the register of contracts will lie with the Rector, but the responsibility for ensuring that the entries in the register are recorded timeously and are true, complete and up to date lies with the employee or office holder who wins the contract.
 - 7.3 This provision applies to individuals who are employees or office holders as well as to their immediate family members and businesses beneficially owned or controlled or operated by them, and in the broadest sense is intended to include the conclusion of contracts in question by such individuals directly or indirectly.
 - 7.4 The only exception to this provision is in respect of services rendered by a member of staff in the course of employment by the College.
- 8 In the interests of transparency, both the Chair of Council and the Rector are entitled to attend any and all meetings of any ancillary organisations, as well as any committee, organisation or group involved in or associated with St Stithians, but are not obliged to do so except where the governance requirements in question indicate that the attendance of either or both is specifically required.

Chapter Three: Amendments to this Code

This Code of Good Practice may be amended only by resolution of Council which has been approved by not less than 75% of the members of Council then appointed (present in person or represented by proxy) and then only after special notice (of at least two weeks, providing full details of the proposed changes) has been given to Council members specifically of such proposed resolution.

SUB-COMMITTEES OF COUNCIL

- 1 In addition to the permanent Standing Sub-Committees of Council referred to in this Annexe (the "Standing Sub-Committees"), the Council may appoint such other sub-committees from time to time as it deems fit to carry out certain functions or mandates. Such sub-committees shall have the power to co-opt persons who are not Members of Council, and be subject to:
 - 1.1 the terms of reference given to them by Council;
 - 1.2 the requirement that each such sub-committee reports to the Council regularly.
 - 1.3 their decisions being within the scope of their mandates and any budgets they may have; and
 - 1.4 their chairs being Members of Council.
- 2 The Standing Sub-Committees of Council: These shall be those set out below in clauses 3 to 8 below, with the composition, role, responsibilities and subject to the authority indicated in each case.
- 3 **The Governance/Nominations' Sub-Committee:**
 - 3.1 This Sub-Committee shall comprise not less than three nor more than five Members of Council nominated by the Chair and approved by Council, plus the Rector who shall be a non-voting attendee.
 - 3.2 The Council chair when nominating members will have reference to ensuring that the committee is made up of relevant stakeholders and broadly reflects the membership of the college.
 - 3.3 The chair of this Sub-Committee must be nominated by the Chair and approved by Council who shall become a Member of Council if not already one. It shall be subject to the authority of the Council.
 - 3.4 The terms of office of the non-executive members shall be two years, limited to three continuous two-year terms of office, unless Council otherwise agrees from year to year in any particular instance. Its quorum shall be a simple majority of its members at the time. Its role and responsibilities are set out in clauses 3.1 and 3.2 below:
 - 3.5 Its role shall be to:
 - 3.5.1 ensure the College is compliant with the terms of the Deed, this Constitution and any requirement of law;
 - 3.5.2 regularly review (at least annually) all the College's governance structures to ensure on-going effectiveness;
 - 3.5.3 be the agent of Council regarding nominations for membership of key governance positions; and
 - 3.6 be the agent of Council regarding appointment of key executive positions (including Rector and Heads of Schools).

- 3.7 Its responsibilities shall be the following:
- 3.7.1 The members of the committee electing a chair of the Sub-Committee from among themselves, if the chair is not available to chair the meeting, for the duration of the meeting.
 - 3.7.2 Reviewing all the governance structures and making recommendations in that regard to Council.
 - 3.7.3 Overseeing the implementation of changes to the governance structures approved by Council.
 - 3.7.4 Making recommendations to Council regarding appointments to governance positions in general as required by Council or this Constitution, and in particular to the positions of Rector; and making recommendations to the Rector regarding appointments to the positions of Heads of schools.
 - 3.7.5 Reviewing the effectiveness of the College's governance structures to ensure appropriate performance of the structures and of the office holders and members of such structures. In so doing having oversight of each sub committees annual workplan, membership attendance and performance.
 - 3.7.6 Reviewing the succession planning for the Chair and key executive appointments.
 - 3.7.7 Reviewing and determining the appropriate skills and profiles for all governance positions and key executive positions.
 - 3.7.8 Designing, approving, monitoring and auditing the recruitment and appointment processes regarding the senior executive positions (including the Rector, Heads and head of Finance, as well as any other positions referred to the Sub-Committee by the Rector or by Council).
 - 3.7.9 Oversight of Risk management of the College, and its strategic risks
 - 3.7.10 Oversight and recommendation to council of all College policies

4 The Finance Sub-Committee:

- 4.1 This Sub-Committee shall comprise not less than three nor more than five non-executive members with knowledge of and experience in financial analysis and controls.
- 4.2 Its chair must be nominated by the Governance/Nominations' Sub- Committee and approved by Council and shall become a Member of Council if not already one.
- 4.3 The Rector and head of Finance are non-voting attendees.
- 4.4 The terms of office of the non-executive members shall be two years, limited to three continuous two-year terms of office, unless Council otherwise agrees from year to year in any particular instance. It may invite such others to be co-opted from time to time each year by the Sub- Committee itself, and in addition may call in on an ad hoc basis such independent advice or assistance as it feels it needs.

- 4.5 It shall be subject to the authority of the Council
- 4.6 Its quorum shall be a simple majority of its members at the time but must include consideration of input from the Rector and Head of Finance.
- 4.7 Its role shall be to –
- 4.7.1 oversee the financial management of the College;
 - 4.7.2 ensure the College is compliant with all relevant statutes and other good practice norms for the financial management of the College and employ the appropriate risk-management practices in this regard;
 - 4.7.3 serve as the Audit Committee; and
 - 4.7.4 advise the Rector and the Head of Finance regarding operational and capital expenditure budget, risk and compliance.
- 4.8 Its responsibilities shall be the following:
- 4.8.1 Regularly reviewing the College's financial position to ensure ongoing financial stability.
 - 4.8.2 Reviewing the financial issues generally and making recommendations in that regard to the Council.
 - 4.8.3 Reviewing the operational and capital expenditure budgets prepared by the College's executives and making recommendations in that regard to Council.
 - 4.8.4 Regularly reviewing (at least annually, and in conjunction with the external auditors) the College's financial systems and processes to ensure ongoing effectiveness.
 - 4.8.5 Overseeing the arrangements for insurance, including insurance to be taken out and paid by the College in respect of liabilities by members of Council arising from their Council responsibilities.
 - 4.8.6 Acting in accordance with, and subject to, such policies, directives and requirements as may be laid down by the Council from time to time and being responsible for:
 - 4.8.6.1 prioritising the allocation of resources.
 - 4.8.6.2 regularly monitoring the College's management accounts, and
 - 4.8.6.3 reporting to Council on financial issues (in conjunction with the Head of Finance
 - 4.8.6.4 However, this Sub-Committee is not responsible for the day-to-day financial management of the College.

5 The People and Talent Sub-Committee:

- 5.1 This Sub-Committee shall comprise not less than three nor more than five members with knowledge of and experience in human relations or remuneration matters or both, being its chair, nominated by the Governance/Nominations Sub-Committee and approved by Council who shall become a Member of Council if not already one.
- 5.2 The chair of the Finance Sub-Committee (who may not be chair of this Sub-Committee); the Rector, the Head of Finance, the head of human Resources at the College, as non-voting attendees and not more than three other persons nominated by the Governance/Nominations' Sub-Committee and approved by Council.
- 5.3 The terms of office of the non-executive members shall be two years limited to three continuous two-year terms of office unless Council otherwise agrees from year to year in any particular instance. It may invite such others to be co-opted from time to time each year by the Sub-Committee itself, and in addition may call in on an ad hoc basis such independent advice or assistance as it feels it needs. It shall be subject to the authority of the Council and the Council Exco, and its quorum shall be a simple majority of its members at the time, including its chair and either the Rector or the head of Finance. Its role and responsibilities are set out in clauses 5.1 and 5.2 below.
- 5.4 Its role shall be to –
- 5.4.1 oversee the implementation of the remuneration and human resources strategy and practice of the College;
 - 5.4.2 ensure the College is compliant with the terms of any relevant regulations or statutes and other good practice norms for the remuneration of staff in the educational sector; and
 - 5.4.3 be an agent of Council regarding remuneration and human resources policies and practices.
- 5.5 Its responsibilities shall be the following:
- 5.5.1 The al with remuneration and human resource issues with the appropriate level of confidentiality and shall not be required to report to Council on the specific remuneration levels of any individual members of staff or groups of staff members, but shall report to Council in general terms, outlining policies, practices and procedures only. When it is necessary to deal with remuneration issues regarding the specific remuneration of individuals or groups of staff members, this Sub-Committee shall deal directly with the Chair and not with Council in general meeting.
 - 5.5.2 Reviewing the remuneration and human resources strategy, policy and practices and making recommendations in that regard to Council.
 - 5.5.3 Reviewing and fixing remuneration of all staff members of the College, based on recommendations from the relevant College executives (i.e. Rector, Heads of Schools, and heads of shared services).

- 5.5.4 Reviewing the appropriate level of increase of remuneration in terms of the annual remuneration review and making recommendations in that regard to the Council Exco.
- 5.5.5 Reviewing (on an annual basis and reporting to the Council e remuneration packages of the ten highest paid College executives.
- 5.5.6 Regularly reviewing (annually, and in conjunction with the external auditors) the College's payroll systems and processes to ensure ongoing effectiveness.

6 The Planning and Development Sub-Committee:

- 6.1 This Sub-Committee shall comprise not less than five members, being its chair who must be nominated by the Governance/Nominations' Sub-Committee and approved by Council, who shall become a Member of Council if not already one; at least one other Member of Council similarly nominated and appointed; the chair of the Finance Sub-Committee and the Rector shall be ex officio members, but may not be its chair; the Bursar and Operations Director shall be non-voting attendees; and such others as may be co-opted from time to time each year by the Sub-Committee itself, in addition to calling in on an ad hoc basis such independent advice or assistance as it feels it needs. Its quorum shall be a simple majority of its members at the time, including its chair and either the Rector or the Bursar.
- 6.2 The terms of office of the non-executive members shall be two years limited to three continuous terms of two years of office unless Council otherwise agrees from year to year in any particular instance. Its role and responsibilities are set out in clauses 6.1 and 6.2 below.
- 6.3 Its role shall be to –
 - 6.3.1 make recommendations to the Trust, Council and the Council Exco regarding the implementation of the planning and development strategy and practice of the College;
 - 6.3.2 ensure the College is compliant with the terms of any relevant law and other good practice norms regarding building and construction, and the related environmental, health and safety aspects;
 - 6.3.3 interact with the Finance Sub-Committee regarding the capital expenditure budget;
 - 6.3.4 advise the Rector and Operations manager regarding planning and development issues; and
 - 6.3.5 review of all contracts associated with planning and development activities and provide written recommendation to the Rector in respect of all such material contracts.

6.4 Its responsibilities shall be the following:

- 6.4.1 Reviewing planning and development strategy, policy and practices, including the medium and long term development strategy for the College, and making recommendations in this regard to the Trust, and Council projects or commitments (e.g. in respect of projects with an impact on the fixed property), this Sub-Committee shall liaise with the Trust and obtain written ratification by the Trust of plans prior to completion of planning stage.
- 6.4.2 Reviewing all planning and development proposals involving material alterations or improvements to the fixed property of the College and making recommendations in that regard to the Council and the Trust.
- 6.4.3 Reviewing (on an annual basis and making recommendations to the Finance Sub-Committee) the capital expenditure budget as far as it relates to expenditure within the scope of this Sub-Committee.
- 6.4.4 Reviewing all planning and development proposals involving material alterations or improvements to the fixed property of the College and making recommendations in that regard to the Council and the Trust.
- 6.4.5 Regularly reviewing (at least annually, in conjunction with the external auditors) the College's tender and procurement policies and processes to ensure ongoing compliance and effectiveness.
- 6.4.6 Monitoring ongoing projects.
- 6.4.7 Regular post-project reviewing (in respect of each major project or annually in respect of all planning and development projects) quality and cost issues and providing the Council with an annual review of all projects completed in the preceding year and the progress of ongoing projects as at the report date.

7 The Transformation Committee:

- 7.1 This Sub-Committee shall comprise its chair who must be nominated by the Governance/Nominations Sub-Committee and approved by Council, who shall become a Member of Council if not already one;
- 7.2 The terms of office of the non-executive members shall be two years limited to three continuous terms of two years of office,
- 7.3 Its role shall be to –
 - 7.3.1 Strategic oversight of all transformation initiatives in the college, through the statement on transformation and evaluation of college scorecard. The concept of transformation will encompass but not be limited to inclusivity and diversity.
 - 7.3.2 To monitor in respect of any relevant legislation or policy compliance with:
 - 7.3.2.1 The Constitution of Southern Africa
 - 7.3.2.2 Unfair Discrimination Act

- 7.3.2.3 Preferential Procurement Framework Act
- 7.3.2.4 Employment Equity Act
- 7.3.2.5 Broad Based Black Economic Empowerment Act
- 7.3.2.6 Skills Development Act
- 7.3.2.7 Transformation Statement
- 7.3.2.8 Procurement policy
- 7.3.2.9 Recruitment policy
- 7.3.2.10 Promotion of Equality and prevention of unfair discrimination Act
- 7.3.3 To monitor good corporate citizen ship including:
 - 7.3.3.1 Promoting equality, preventing unfair discrimination
 - 7.3.3.2 Ethical conduct
 - 7.3.3.3 Supplier enhancement
 - 7.3.3.4 Staff training, enhancement and change management
- 7.3.4 To monitor activities in respect of:
 - 7.3.4.1 Educational Practices
 - 7.3.4.2 Employment practices
 - 7.3.4.3 Supplier development
 - 7.3.4.4 Socio economic development
 - 7.3.4.5 Employee conduct
 - 7.3.4.6 Improve diversity and inclusivity to drive a community of belonging
 - 7.3.4.7 Organisational culture
- 7.4 The committee will serve as a body to oversee all aspects of transformation. The Council Transformation Committee will have oversight of the work of the Campus Transformation Committee.
- 7.5 Its responsibilities shall be the following:
 - 7.5.1 In relation to transformation the committee will:
 - 7.5.2 Ensure progress is made towards college transformation aspirations as set out by the College Council.

- 7.5.3 Ensure consultation with all identified representatives from the College community takes place in the development of a transformation score card with plans, targets and goals (covering inter alia employment equity targets, skills development targets, socio economic development).
 - 7.5.4 Ensure all processes within the business of the College are fair to all employees and comply (as a minimum) with legislative requirements.
 - 7.5.5 Ensure all transformation plans are achievable and make business sense for the sector.
 - 7.5.6 The committee will monitor the implementation of the various goals, consolidated into an overall transformation score card, and presented at its termly meetings.
- 7.6 Chair, structure and composition
- 7.6.1 Members are appointed for various reasons and represent different constituencies in the committee.
 - 7.6.2 Chairperson - The chair will be appointed by the Chair of Council. The Chair must be someone who is associated with the College as either a parent, past parent or alumni of the College. The Deputy Chair will also be appointed by the members of the committee. The Chair will report to Council on activities at each Council meeting.
 - 7.6.3 Composition - The committee will consist of minimum of three but no more than five members included but not limited to:
 - 7.6.3.1 Chair of Transcom and Deputy Chair
 - 7.6.3.2 Rector of the College
 - 7.6.3.3 School Transformation Committee Chair
 - 7.6.3.4 Church Representative
 - 7.6.3.5 Chair of PTA Chairs
 - 7.6.4 Nominations to the committee - Members will be nominated by the Chair of Council, and Deputy Chair of Council.

8 The Information and Communication Technology (ICT) Sub Committee

- 8.1 Purpose:
To serve as the group of IT leaders to provide an advisory function to the College on matters relating to ICT policies, priorities, and performance.
- 8.2 Membership
This Sub-Committee shall comprise not less than three nor more than five non-executive members with knowledge of and experience in the ICT field relating to policies, governance and strategies, being its chair, who must be nominated by the Governance/Nominations' Sub-Committee and approved by Council, who shall become a Member of Council if not already one; the Rector and Head of ICT as non-voting attendees; and not more than four other persons nominated by the Governance/Nominations' Sub-Committee and approved by

Council. The terms of office of the non-executive members shall be two years, limited to three continuous two-year terms of office, unless Council otherwise agrees from year to year in any instance. It may invite such others to be co-opted from time to time each year by the Sub-Committee itself, and in addition may call in on an ad hoc basis such independent advice or assistance as it feels it needs. It shall be subject to the authority of the Council and the Council Exco, and its quorum shall be a simple majority of its members at the time but must include the Rector or/and Head of Finance. Its role and responsibilities are set out in clauses 3 and 4 below.

8.3 Roles and Responsibilities

8.3.1 Its role shall be to:

8.3.1.1 Provide guidance on the College's Information and Communication Technology Governance, Strategies and Risk.

8.3.1.2 Provide guidance the College is compliant with all relevant statutes and other good practice norms in the Information and Communication Technology for the College;

8.3.1.3 Advise the Rector and Head of ICT regarding operational and capital expenditure budget

8.3.2 Its responsibilities shall be the following:

8.3.2.1 Regularly reviewing the College's Information and Communication Technology Governance and Strategies

8.3.2.2 Evaluate and provide recommendations on IT-related policies, including the creation of new and the revision of existing policy

8.3.2.3 Regularly reviewing the College's Information and Communication Technology systems and processes to ensure ongoing effectiveness and to ensure ongoing compliance and/or adoption with best practice.

8.3.2.4 Reviewing the operational and capital expenditure budgets prepared by the College's executives and making recommendations in that regard to Council.

8.3.2.5 Monitoring ongoing Information and Communication Technology projects

8.3.2.6 Regular post-project reviewing

9 Church Committee

9.1 Membership and responsibilities

9.1.1 The chair of this Sub-Committee is proposed by the District Bishop of the Methodist Church of Southern Africa (MCSA) for approval by the Governance Committee which will nominate the appointment for the approval of Council. If not already an MCSA-nominated Member of Council, the Chair of the Church Committee will become a member of Council.

- 9.1.2 The members of this Committee shall include: the District Bishop, the School Chaplains, the MCSA members of Council, the Rector, the Heads of Schools and such others as may be co-opted from time to time each year by the Committee itself. The OSA Committee and the PTAs in the College are invited to nominate one representative, respectively, to join the committee as co-opted members. The terms of office of co-opted members shall be two years, limited to three continuous terms of office.
- 9.1.3 The Committee shall be subject to the authority of the Council. Its quorum shall be at least three Church Representatives (including the School Chaplains) and three school representatives present.
- 9.1.4 The purpose of the Church Committee is to facilitate constructive dialogue between the MCSA and the College, deepen the Christian character and ethos of St Stithians and enhance the relationship between the Church and the College. Given its purpose, this Committee shall endeavour to reach decisions on the basis of consensus and will only resort to formal voting in the case of a stalemate, when a simple majority will be required.
- 9.1.5 The Committee's role and responsibilities are set out in clauses 10.2.1 and 10. 2.2 below:
- 9.2 The Committee's role shall be to:
- 9.2.1 Recommend and advise on policy that is relevant to the College's ethos as a Methodist school.
- 9.2.2 Build the relationship between the College and the Methodist Church.
- 9.2.3 Deepen the Christian character and ethos of St Stithians.
- 9.2.4 Reflect on current issues.
- 9.2.5 Consider transformation and diversity at the College in a Christian context.
- 9.2.6 Advise Council on matters relating to Council's role as the guardian of the College's Christian Methodist ethos.
- 9.3 The Committee's responsibilities shall be:
- 9.3.1 Reviewing Council's guardianship of the College's Christian Methodist ethos from time to time.
- 9.3.2 Providing comment and advice and formulating recommendations to Council and MCSA on matters concerning spiritual welfare, religious instruction/education, worship, healing & transformation.
- 9.3.3 Reviewing the relevance of the Statement of Spirituality from time to time and making recommended changes to Council

THE SCHOOLS AND THE PTA'S

- 1 Composition: Each School shall have a PTA comprising:
 - 1.1 the Rector;
 - 1.2 the Head of that School and the members of that School's Executive;
 - 1.3 one representative from OSA;
 - 1.4 not less than four nor more than ten parents who subscribe to the College's vision and mission, elected by the parents of that School with the aim of trying to have at least one parent representing each of its grades, plus one to be the PTA's representative on the FR&E Sub-Committee;
 - 1.5 in the Girls' and Boys' Colleges two learners from its leadership appointed by the Rector out of nominations from the Head; and
 - 1.6 should it so decide, additional members co-opted by it from time to time as it considers necessary, save only that such co-opted members shall have the right to speak but not to vote.
- 2 Terms of Office:
 - 2.1 The terms of office of parent and OSA members shall be two years, limited to one further consecutive term (i.e. four years in all), save only that this consecutive period shall be extended in the case of the PTA's chair by the period he or she holds that office. The chair of the PTA shall be elected from amongst the parent members by all members of the PTA at its first meeting after the end of the chair's term of office or that office becoming vacant for any reason, and he or she may serve in that capacity for a maximum consecutive period of four years.
- 3 Meetings:
 - 3.1 The PTA shall meet at least once each term. Its quorum shall be a simple majority of its members at the time, including the Rector, or his or her delegate, and the Head, or in his or her absence the Acting Head.
- 4 The Role of the Chair of the PTA:
 - 4.1 This shall be to:
 - 4.1.1 provide support and encouragement to the Head, as well as constructive criticism when appropriate;
 - 4.1.2 act as a sounding board for the Head regarding issues raised by the Head;
 - 4.1.3 prove a role model for staff and parents; and

4.1.4 provide assistance on specific issues, as requested by Head or staff; but

4.1.5 not to get involved in professional and operational issues other than in an advisory capacity.

5 The Role of the PTA:

5.1 This shall be to:

5.1.1 provide a forum where the parents and staff discuss matters of mutual concern in the education of their children;

5.1.2 provide the forum through which the staff liaise with the School's parent body in respect of own School specific issues;

5.1.3 support the School, Head and staff of the School;

5.1.4 build community within the School;

5.1.5 oversee fundraising activities at the School;

5.1.6 oversee School events which require parental involvement or support; and

5.1.7 provide role models for parents and learners.

6 The Responsibilities of the PTA:

6.1 These shall be the following:

6.1.1 Facilitating effective communication between the School and the parent body.

6.1.2 Stimulating, encouraging and developing parental involvement in the School.

6.1.3 Focusing on issues specific to that School and seeking solutions together with the Head or staff.

6.1.4 Seeking parent input on issues as appropriate.

6.1.5 Assisting with future planning for the School.

6.1.6 Collaborating with the FR&E Sub-Committee in respect of fundraising activities.

6.1.7 Collaborating with the FR&E Sub-Committee in engendering sustained parental support for the tuck shop and other ongoing operations, as well as parental support in involvement in events.

6.1.8 Promoting the School.

THE RECTOR'S PRIMARY ROLES AND RESPONSIBILITIES

1 Role:

- 1.1 The development and management of the process for formulating and recommending strategy to the Council.
- 1.2 A role model for all staff, and a mentor for Heads.
- 1.3 The line manager for the Heads, to monitor and manage the performance of the Heads.
- 1.4 The line manager of the Service Heads, to monitor and manage the performance of Service Heads.
- 1.5 Key stakeholder management (including OSA, the Foundation, the PTA and the Trust).
- 1.6 The chair of the College Exco.
- 1.7 The public representative of the College with all external parties and stakeholders (except in relation to representation for Council, which is to be handled by the Chair).

2 Responsibilities

- 2.1 In addition to the responsibilities flowing from the roles set out in clause 7 of the Constitution, the Rector's responsibilities shall be the following:
 - 2.1.1 Reporting to the Chair and Council.
 - 2.1.2 Overseeing the effective functioning of the College.
 - 2.1.3 Co-ordinating and managing the implementation of agreed strategy across all Schools.
 - 2.1.4 Establishing and maintaining policies appropriate for the effective operation of the College.
 - 2.1.5 Extracting synergies from the group of Schools.
 - 2.1.6 Being the custodian of the College's culture and values.
 - 2.1.7 Being the custodian of the College's brand.
 - 2.1.8 Establishing and maintaining the appropriate profile of the College in the community.
 - 2.1.9 Being the custodian of common standards, policies and procedures.
 - 2.1.10 Ensuring proper management processes exist to ensure compliance with overall policy.

- 2.1.11 Ensuring proper compliance by the College in respect of all regulatory and legal requirements.
- 2.1.12 Co-ordinating and guiding interaction and communication between the College, the Schools and the Council.
- 2.1.13 Co-ordinating and guiding interaction with and extracting synergies from OSA, the Foundation, the PTA, the Council Sub-Committees, the Trust and the PTA's.
- 2.1.14 Co-ordinating and guiding interaction with and communication between Council and all other stakeholders.
- 2.1.15 Being responsible for final decisions regarding senior appointments.
- 2.1.16 Not being directly responsible for operational or educational issues in Schools, although he or she may be brought into mediation or arbitration processes through the operation of the College's policies (e.g. discipline of staff and learners).

A HEAD'S PRIMARY ROLES AND RESPONSIBILITIES

- 1 Role:
 - 1.1 Fiduciary responsibility for education and safety of learners within the School (including the duty of care and of good professional judgment and conduct).
 - 1.2 Responsibility for formulation and recommendation of the School's strategy to the College Exco within context of the College's overall strategy.
 - 1.3 To be a role model for staff and learners, and a mentor for all senior staff in the School.
 - 1.4 To be the Head of the School, and to manage, monitor and motivate performance of all staff within the School.
 - 1.5 To be the instructional leader of the School.
 - 1.6 To be the figurehead and public representative of the School, responsible for communication with all the School's stakeholders.
 - 1.7 To be responsible for stakeholder management including the PTA, feeder schools, and other schools engaged in sport or cultural activities.
- 2 Responsibilities
 - 2.1 In addition to the responsibilities flowing from the roles set out in clause 8 of the constitution, a Head's responsibilities shall be the following:
 - 2.1.1 Participating in the development of the overall College strategic planning process.
 - 2.1.2 Co-ordinating and managing the implementation of agreed School strategy as an integral part of broader College strategy.
 - 2.1.3 Appropriate operation of the School in accordance with College's common standards, policies and procedures.
 - 2.1.4 For the performance of the School (in educational, cultural, sporting and community service matters and all other aspects of the life of the School).
 - 2.1.5 Leveraging synergies from or with the other Schools.
 - 2.1.6 To be the custodian of the College's culture and values in the School.
 - 2.1.7 To be responsible for all operational, financial, educational and disciplinary issues in the School (within context of the College's strategy and approved policies or those agreed with the Rector).

THE SHARED SERVICES HEADS

1 The posts of Services Heads shall include the Superintendent Minister (also known in the College as the senior chaplain), the Bursar, the Operations Head, the IT ("Internet and Telecommunications") Head, the Human Resources Head and the Marketing Head, by whatever name they may be known from time to time, as well as further posts in relation to functions or services shared by two or more Schools that may be established. Each such Services Head shall be appointed by the Rector, subject only to the provisions of clause 3.2 of the Constitution in respect of the Superintendent Minister and other chaplains, and the Rector shall have the right to terminate such appointments, subject to the provisions of clause 3.2 as aforesaid. A Services Head shall have executive authority over the services, function or portfolio (the "Service") he or she has been appointed to, including the appointment and termination of such appointment of the staff in his or her Service (subject to clause 3.2 as aforesaid), subject further to the overriding authority of the Rector. In matters of discipline of staff an appeal shall lie to the Rector in relation to decisions of the Services Head, unless and for as long as a different appeal process is established by the Rector for the Service. The Services Head shall be responsible to the Rector

2 Role:

2.1 Responsible for formulation and recommendation of the Service strategy to the College Exco referred to in Annex "H" within context of overall College strategy.

2.2 To be a role model for staff and a mentor for junior staff.

2.3 To monitor, manage and deliver the performance of the Service function or department.

2.4 To be responsible for stakeholder management, including suppliers, relevant regulatory and other stakeholders and the like.

3 Responsibilities

In addition to the responsibilities flowing from the roles set out above, the Services Head's responsibilities shall be the following:

3.1 Co-ordinating and managing the implementation of agreed Service strategy as an integral part of broader College strategy.

3.2 Appropriate operation of the Service in accordance with the College's common standards, policies and procedures.

3.3 The performance of the Service (financial, agreed key performance metrics, etc.)

3.4 Leveraging synergies from and with the Schools and other Services.

3.5 To be responsible for all operational issues in the Service (within context of agreed strategy and approved policies).

SENIOR MANAGEMENT BODIES

- 1 In order to facilitate the harmonious operation of the various Schools within the College, and the operation of each School, several senior management bodies have been established, the responsibilities of which may be amended from time to time by the Rector, after consultation with the others appointed to the body concerned, or by the Head, after obtaining the consent of the Rector. These bodies are:

2 The College Exco

This operates under the authority of the Rector and consists of the Rector, the Superintendent Chaplain, the School Heads and the Shared Services Heads, with authority over all operational, academic, spiritual, sporting, cultural and other issues affecting the College. It is the decision-making body in that regard subject to the College's policies and strategies approved by Council; a communication forum regarding these issues and centre for formulating policies to be referred to Council for consideration and, if thought fit, approval. It meets at least once a month and otherwise as required by the Rector. Its responsibilities (subject to any amendment, as aforesaid) are set out below.

- 2.1 Effective and efficient running of the College.
- 2.2 Optimising opportunities and extracting synergies from the College.
- 2.3 Playing a leading role in the development of the overall College strategic plan for presentation to Council.
- 2.4 Approval of strategies proposed by each school / shared services Head.
- 2.5 Monitoring the implementation of, and the adherence, to the College's strategy and policies approved by the Council.
- 2.6 Monitoring the adherence of the College to all relevant legislation and regulations.
- 2.7 Monitoring compliance with all relevant academic and educational standards and requirements.
- 2.8 Identification, management, monitoring and reporting to the Council Exco all risks applicable to the College.

3 The Management Committee ("Manco")

This operates under the authority of the Council Exco, with the Rector being responsible for the interface between the Council Exco and the Manco, and consists of the Rector, the Deputy Heads of each School, the Operations Director, and other shared services heads as required, with authority over the combined School's operational affairs. It meets weekly during term time and otherwise as required by the Rector. It is the forum for the co-ordination of the College campus calendar and the use of the campus facilities. Its responsibilities (subject to any amendment, as aforesaid) are set out below.

- 3.1 To review and recommend policies concerning campus access and security.
- 3.2 The creation and maintenance of an effective venue booking system.
- 3.3 Organising the arrangement for campus events, as delegated by the College Exco (e.g. Founders' Day).
- 3.4 Communication regarding other logistics and operational issues affecting the campus.

4 The School Executive for Each School

These operate in respect of each School, under the authority of the Head in each case, and consist of the Head and such other persons as he or she determines from time to time, with the Rector and School chaplain as ex officio members. It meets at the start of each term and thereafter once a week during term time, and otherwise as required by the Head. Each is responsible for upholding the College's vision, mission, policies and strategies in the School; the handling of all educational and operational issues affecting the School; communication between senior staff members of the School; the formulation of School policies and strategies to be referred to the Council Exco for approval; and such other matters as may be referred to it by the Head in question. Its responsibilities are set out below.

- 4.1 Effective and efficient running of the School.
- 4.2 Optimising opportunities and extracting synergies from the combined Schools.
- 4.3 Joint monitoring of performance of the School.
- 4.4 Joint monitoring of performance of each of the staff members of the School.