



ST ANDREW'S COLLEGE

## **THE ST ANDREW'S COLLEGE COUNCIL GOVERNANCE CHARTER**

### **1. Introduction**

The Council of St Andrew's College (hereafter referred to as the "Council") acknowledges the need for a Council Governance Charter (hereafter referred to as the "Council Charter") as recommended in the King IV Report on Corporate Governance for South Africa. The Council Charter reflects the proportional application of the recommendations of the King IV Report so that it may be fit for purpose for the needs of St Andrew's College. Council members are required to apply their minds and be able "to apply and explain" the elements of this Council Charter.

The Council Charter is subject to the provisions of the South African Constitution, the South African Schools' Act, St Andrew's College's obligations as a registered Public Benefit Organisation, and under the Trust Property Control Act and all other relevant legislation, as well as the Council's founding document, the Trust Deed of Saint Andrew's College (hereafter referred to as The Trust Deed).

Overarching everything are the Anglican values through which St Andrew's College embraces in word and deed "kindness, generosity, love, justice, truth, hospitality, service, compassion, forgiveness and redemption".

The Council is committed to good governance, and ethical and effective leadership in order to achieve an ethical culture, good performance, effective control and legitimacy.

### **2. Purpose and objectives of the Governance Charter**

The purpose of the Council Charter is to set out the governing body's roles and responsibilities as well as its membership, how meetings are to take place and other processes.

Whilst the Council Charter is intended to cover all governance requirements and practices for the Council, it cannot include everything. Council members are therefore required to apply its principles in all matters and act in the spirit of good collegial governance.

### **3. Character and Mission of St Andrew's College**

St Andrew's College was founded in 1855 as an Anglican Church School for boys and has been in continuous operation ever since. It is proud of its Eastern Cape identity and the unpretentious but determined character that has seen the school through decades of challenge and change.

St Andrew's College is part of a family of independent schools with the Diocesan School for Girls (founded 1874) and St Andrew's Preparatory School (hereafter referred to as Prep) in

the specific circumstances where the management, interests or activities of Prep are distinct from those of College. Prep was founded in 1885 and was merged into one school with College in 2005. Together, the schools enrol learners from across South Africa and the African continent from Grade 000 to Grade 12 as boarding and day scholars. The resources, strengths and qualities of each school are optimised through collaboration and a shared commitment to achieving excellence academically, culturally, on the sports field and spiritually, as well as growing an indelible sense of collective belonging.

St Andrew's College aims to ensure that each boy is schooled for life, develops both a strong individual character and the courage to strive to achieve his full potential, at school and long after. The qualities St Andrew's expects from its boys are honesty, hard work, sportsmanship, loyalty and a lifelong drive to make the best of themselves.

#### 4. Transformation and Diversity

The Council is committed to creating a school where all learners, teachers, staff members and parents feel they belong and are able to contribute in their individual ways to strengthening a school that empowers all who pass through its doors. To achieve this, Council has embraced transformation as deliberate policy to build an institutional culture embracing diversity of race, ethnicity, language, cultural background, gender, sexual orientation and social or economic background under the umbrella of a vibrant Anglican faith. In doing so, Council is conscious of past exclusion, injustice and inequality and will work to overcome lingering historical legacies of this kind.

#### 5. Membership of Council

The Council of St Andrew's College shall consist of 16 ordinary members and 3 delegated members. The Bishop of Grahamstown nominates one delegated member, and the Old Prep Association nominates two delegated members. Before their appointment is confirmed, all proposed new members of Council, elected and delegated, are first reviewed by the Council Nominations committee to confirm their eligibility and commitment, and that the skills and qualities they bring complement the overall mix and strengths of Council as a whole.

Council members serve for a four-year term which may be renewed by Council depending on the balance of Council members in terms of critical skills, diversity and experience, and the needs of continuity and succession.

The Council elects the Chair, Vice Chair and Honorary Treasurer of Council at its first meeting each year.

A formal induction programme takes place for new Council members, containing relevant information about the Council and St Andrew's College, as set down by the Nominations committee and approved by Council.

The Council has a succession plan in place for Council membership. The plan provides for the identification, mentorship and development of future candidates.

The Trust Deed stipulates that all members of Council be Christians, with two thirds being Communicants in the Anglican Church or its communicant churches.

Council members are invited to attend a Special Council Communion Service in the Chapel at the start of each school year.

## 6. Governance Training for Council Members and Senior Staff

To enhance the effectiveness of Council, governance training is provided to new members each year and refresher training is provided to all Council members every three years. This training may be conducted face-to-face or online and participation is formally recorded by the Council Secretary. Senior staff are encouraged to join these training sessions.

## 7. Structure of Council

Council has the following Committees:

### The Executive Committee

Certain powers are delegated to the Executive Committee so as to expedite decision making between Council meetings. The Executive Committee acts for Council in routine and non-controversial matters and those that are not considered to be matters of policy. In certain cases where additional work on a matter under discussion by Council is required, Council may refer such an item to the Executive Committee or to another Committee of Council.

The members of the Executive Committee are the Chair, the Vice Chair, the Honorary Treasurer of Council and Chairs of all the Committees. Additional Council members may be nominated to the Executive Committee based on their experience and knowledge in particular fields. The Head, Deputy Heads, Head of Prep and the Business Manager are required to attend the Executive Committee meetings.

The Executive Committee reports to Council by way of the minutes of its meetings which are circulated to all Council members.

### Other Committees of Council

- ✓ Audit Committee
- ✓ Grounds and Building Committee
- ✓ Human Resources Committee
- ✓ Investment Committee
- ✓ Nominations Committee
- ✓ Non-financial Risk and Compliance Committee
- ✓ Scholarships and Bursaries Scholarships Committee
- ✓ St Andrew's Prep Committee – this Committee of Council was constituted under the Memorandum of Agreement of Merger signed between St Andrew's College Council and the Old Prep Association. The committee's Terms of Reference sets out the particular structure, membership, powers and responsibilities agreed by the Council and the Association
- ✓ Transformation and Diversity Committee

Each of these Committees is responsible to Council for carrying out its respective Terms of Reference as approved by Council, and to exercise such powers Council has delegated within its Terms of Reference. Amendments may be made to these Terms of Reference as required and as approved by Council. Each committee provides an advisory service to Council and has no executive authority.

The Chair of each of the Council Committees is a member of Council who is elected at the first Council meeting each year.

With the approval of Council after a specific, written motivation, a Council Committee may co-opt particular individuals from outside Council with specialist knowledge or expertise to support its work.

Each member of Council should serve on at least one Council Committee.

With the approval of Council, named members of management whose responsibilities align with the work of a Council Committee may also be appointed to support its work.

## 8. The Duties and Responsibilities of Council Members

Council is responsible for determining the strategy and setting the policies by which St Andrew's College is governed and managed, and to provide sufficient oversight to ensure the school fulfils its purpose.

Council's role is to govern, direct and exercise oversight of St Andrew's College and Prep and not to be involved in its day-to-day management. The senior management of St Andrew's College and Prep have the duty to manage the school in accordance with the strategic goals set by Council and under Council's direction.

### The reserved powers of Council

- a) To appoint the College Head and the Prep Head
- b) To approve the annual budget for St Andrew's College and Prep and the annual fees
- c) To approve material expenditure outside the annual budget
- d) To secure adequate assurance services and external service providers as required, and review their performance and quality annually
- e) To approve the Annual Financial Statements of St Andrew's College
- f) To approve and amend the Governance Charter, the Council Code of Conduct, the Powers of the Executive Committee and the Schedule of Delegated Authorities of St Andrew's College
- g) To appoint the Business Manager in consultation with the Head and the Audit Committee
- h) To appoint the school's auditors in consultation with the Business Manager and as recommended by the Audit Committee
- i) To establish performance management, discipline and grievance procedures as necessary for the Head and the Business Manager
- j) To approve the terms of employment, broad remuneration bands and average staff annual salary increments as part of the budget approval process
- k) To establish Council committees, approve their delegated powers and their functions
- l) To appoint members of Council following an approved search process by the Nominations Committee of Council
- m) To appoint Chairs and members of Council committees
- n) To appoint one member of Council as the Safeguarding Lead with responsibilities approved by Council
- o) To recommend St Andrew's College representatives to serve as trustees on the United Schools' Trust
- p) To recommend St Andrew's College representatives to serve as trustees on the St Andrew's Property Trust
- q) To recommend St Andrew's College representatives to serve as trustees on the SAC Foundation Trust
- r) To recommend St Andrew's College representatives to serve as trustees on the WPPS Board
- s) To recommend St Andrew's College representatives to serve as trustees on the Combined Schools Trust
- t) To approve all school policies
- u) To ensure there is an effective complaints management process for College and Prep

### The further roles and responsibilities of Council

- a) Provide leadership, ethics and corporate governance
- b) Create and sustain a conducive environment for ongoing and effective leadership of St Andrew's College in an ethical culture reflecting Anglican values
- c) Review and evaluate the school's compliance and risk control performance as set out in focused annual reports of the External Auditors, as well as the Non-financial Risk and Compliance Committee
- d) Support and sustain the Anglican character of St Andrew's College
- e) Ensure St Andrew's College complies fully with its legal obligations with respect to Child Protection and Safeguarding, monitor and evaluate performance and approve and review the school's Safeguarding Policy annually, and that it monitors the school's compliance with its legal duty to disclose specific offences
- f) To nurture and strengthen the family of schools and work proactively with the DSG Council and Prep to deepen the unique value proposition the schools provide to each other and their collective stakeholders
- g) Approve and review annually the Codes of Conduct for staff and parents as well as the Learner Codes of Conduct of St Andrew's College and Prep. Council will receive reports from the Head on the efficacy of the staff, learner and parent Codes and address any identified gaps and issues

### Strategy, performance and reporting

- a) To set and steer the strategy for St Andrew's College in conjunction with the Head
- b) To approve and monitor policies and operational plans developed by management to give effect to the approved strategy

### Efficacy of governance structures and delegation

- a) Evaluation of its own performance, and that of its committees and its Chair, for continued improvement in its performance and effectiveness
- b) Setting the direction and approving processes for Council to attain an appropriate balance of knowledge, skills, experience, diversity and independence objectively and effectively to discharge its governance role and responsibilities
- c) Promote diversity in its membership including field of knowledge, skills, experience, age, culture, race and gender
- d) Set the parameters for the powers which Council reserves to itself and those that are to be delegated to the Council Executive Committee or management
- e) Provide clear structure and support for the identification, effective management and reporting of major risks by school management

### Stakeholders

- a) Adopt a stakeholder inclusive approach that balances the legitimate and reasonable needs, interests and expectations of stakeholders in the best interests of St Andrew's College
- b) Council members are appointed as individuals and are not representative of any stakeholder group, although they may legitimately bring to Council knowledge and understanding of the interests of such groups

## 8. Avoiding, Identifying and Managing Conflicts of Interest

Members of Council shall place the interests of St Andrew's College above personal interest and above the interest of any individual or group of individuals. Members of Council shall not use their position for personal or commercial gain.

If a member of Council becomes aware that they have, or may have, a conflict of interest in terms of any of the four tiers of conflict (as set out in the Council Code of Conduct) in a matter being considered, they must disclose the nature of that interest as soon as possible.

The Chair of Council will decide on the materiality of such disclosures and whether a conflict of interest exists. If the Chair makes a disclosure, the Vice Chair must decide the matter.

All disclosures and the outcome of the Chair's decision shall be recorded in the Council minutes.

A standing list of all Council members' interests as they pertain to St Andrew's College shall be kept and updated annually.

Council members with a conflict of interest must recuse themselves from the discussion and not vote on the issue.

## 9. Chair of Council's Role and Responsibilities

- a) Provide leadership of the Council, setting the tone for its performance and undertaking management of the Council
- b) Preside at all meetings of Council and the Executive Committee and ensure that business is conducted efficiently and meeting rules are adhered to
- c) Support members of Council in understanding their roles and responsibilities and build individuals' skills and capabilities necessary for Council to fulfil its obligations
- d) Ensure that there is an effective process for identifying and managing conflicts of interest
- e) Be accountable to Council
- f) Work with members of Council in setting the direction and priorities for the execution of Council duties and act as the communications channel for Council and Council decisions where appropriate.

## 10. The Head of St Andrew's College

The Head is accountable to Council for the management and day-to-day affairs of St Andrew's College, as set out in their contract of employment and job description, as agreed with Council.

Council members shall respect and support the Head and ensure that any concerns about St Andrew's College are raised through the proper channels and a process agreed for the Head to investigate and report back. The Head reports to the entire Council although in practice the Chair of Council may subsume this role and report back to Council.

The Trust Deed requires that the Head be a communicant in the Anglican Church or its communicant churches.

The responsibilities of the Head include:

- a) In conjunction with Council, develop a strategic plan for St Andrew's College
- b) Develop, with the Senior Management Team, programmes to implement the strategic plan
- c) Manage the terms and conditions of the appointment of senior staff and other staff members as guided by the Human Resources Committee

- d) Provide strong leadership and effective management of St Andrew's College and all aspects of school life
- e) Be accountable for the education offered at St Andrew's College and for the academic performance of learners
- f) Lead and develop the management team
- g) Exercise all authorities as delegated under the Delegation of Authorities Schedule
- h) Ensure a safe school and a safe workspace
- i) Only sign agreements with third parties under Council's delegation of authority
- j) Keep Council informed of all main activities of St Andrew's College
- k) Represent St Andrew's College in engagements with key stakeholders and serve as the chief channel of communication with parents and other stakeholders
- l) Undertake marketing and fundraising duties in consultation with the Foundation Office and Marketing Department management
- m) Support and promote the Anglican character of St Andrew's College
- n) Attend all meetings of the College Council and of the Executive Committee
- o) Maintain regular contact with the Chair of Council, especially when important issues arise, or those with potential implications for the well-being of learners and the reputation of St Andrew's College
- p) All other duties carried out in compliance with Council delegated authority

## 11. The Head of St Andrew's Prep

The Head of St Andrew's Prep reports to the Head of St Andrew's College and is responsible for the day to day management of St Andrew's Prep as set out in his/her contract of employment and job description, as agreed with Council.

The responsibilities of the Head of St Andrew's Prep include

- a) Leadership and management of Prep
- b) Delivery of the Strategic Plan at Prep
- c) The well-being and development of the Prep staff and leadership of the Prep Management Team
- d) In consultation with the Head of St Andrew's College, selection of the academic curriculum of Prep
- e) The maintenance of academic standards and rigour at Prep to ease the transition of boys to St Andrew's College and girls to DSG Junior
- f) Oversee the implementation of effective policies for the safeguarding and the well-being of Prep boys and girls
- g) Support the "One School" model of St Andrew's College and Prep, and maintain open and regular contact with relevant staff at College, DSG Junior and DSG
- h) Undertake an annual review of boarding facilities at Prep and the levels of care and supervision in the boarding houses
- i) Keep Council informed of all main activities of St Andrew's Prep
- j) Represent St Andrew's Prep in engagements with key stakeholders and serve as the chief channel of communication with Prep parents and other Prep stakeholders
- k) Attend and report to the Prep Committee of Council as an ex officio member. This is in addition to reporting to the Head of St Andrew's College
- l) Undertake marketing and fundraising duties in consultation with the Foundation Office and Marketing Department management
- m) Support and promote the Anglican character of St Andrew's Prep
- n) Attend all meetings of the College Council and of the Executive Committee

Council members shall respect the Prep Head's reporting lines as set out above and ensure that any concerns about St Andrew's Prep are raised through the proper channels and that a process is agreed for the Head to investigate such concerns and report back.

## 12. The Business Manager of St Andrew's College

The Business Manager is accountable to Council for the management of the financial affairs, human resources, general administration and the management of support staff. This includes the maintenance and upkeep of school facilities, oversight of human resources practices, systems and records. The Business Manager reports to the Head on a day-to-day basis but has specific Council responsibilities as set out in their contract of employment and job description, as agreed with Council. While reporting to the Head on routine matters, the Business Manager reports to the Honorary Treasurer in respect of any financial control deficiencies and variations from approved budgets.

The Business Manager's responsibilities include:

- a) The preparation, management and oversight of the St Andrew College and Prep annual budgets
- b) monitoring income and expenditure versus budget and preparing management reports for each Council meeting
- c) monitoring all accounting procedures and payments, bank accounts, the school asset register, the issuing of invoices, the collection of fees and debt collection
- d) maintaining and managing the school payroll system, policies and confidential records
- e) managing all statutory financial returns, the school's tax return, and the payment of rates and local levies
- f) preparing the year-end accounts and assisting the external auditors in the preparation of the Annual Financial Statements
- g) managing financial, support and grounds staff
- h) overseeing the management of all school support services including catering, transport, security, health and safety
- i) managing the upkeep and ongoing functionality of the school fire safety system and the effectiveness of fire escape facilities in all buildings, ensuring that all staff and learners are familiar with fire safety routines as practiced in regular fire drills
- j) overseeing all contracts and the conduct of service providers on school property
- k) maintaining the College risk register
- l) seeking professional advice on insurance for the school and advising Council
- m) Attending all meetings of the College Council and of the Executive Committee as an ex officio member

## 13. Delegation

The Council delegates authority and responsibility to the Head and, through the Head, to individual members of staff so designated. Delegations are to positions, not individuals. Persons who are so delegated may not further delegate powers unless specifically authorised by Council to do so. No person is authorised to sign on behalf of another and financial delegations may only take place within the parameters of the approved school budget. A person with delegated authority who has a conflict of interest in a specific instance or may secure a tangible benefit therefrom may not exercise such authority. Individuals in doubt are obliged to check with the Business Manager.



## 14. Council, Chair and Head Performance Evaluations

Each year, Council will conduct a self-evaluation of its performance and the performance of the Chair with a view to strengthening good governance. The evaluation reports will be tabled for discussion and follow-up at the first available Council meeting.

There shall be an independent review of Council once every three years.

Council will annually review the performance of the Head against agreed Key Performance Indicators. The review will be undertaken by the Chair of Council and the Chair of the Human Resources Committee, and Council must be given the opportunity to provide input beforehand. A confidential report will be circulated at an in-committee session of Council at the first available opportunity. Copies of the report and minutes of the follow-up discussion will be kept by the Chair of Council.

## 15. Council Meetings

Meetings of the whole Council will be held at least four times a year, online or in person.

Council meetings are the main opportunity for Council members to obtain and exchange information with the Head and other senior managers.

The Chair and the Head will provide a calendar of Council and Council Committee meetings at the start of each year.

Additional meetings may be scheduled as the need arises.

### Agenda and minutes

- a) The agenda for each meeting is set by the Chair of Council in consultation with the Head
- b) Council papers should be presented to Council members in good time and contain all relevant information to enable Council to make informed decisions
- c) If any Council committees have met since the last Council meeting, the Chair of that committee shall provide verbal feedback or a written report as the next Council meeting
- d) Matters which Council committees wish to draw to Council's attention should be included in the Council papers
- e) Minutes of meetings should be circulated and approved by Council at the next meeting

### Quorum and voting

Quorum for Council meetings is five of the elected members of Council. Quorum for Council Committee members is 50% of Council members serving on that Committee.

### Role of the Minutes Secretary

Council will appoint a Minutes Secretary to be present during formal business at Council and Council Committee meetings and take a record of key discussions and all decisions. The Minutes Secretary will work with the Council Secretary to finalise a draft set of minutes to be forwarded to the Chair of Council. The Chair will review the draft minutes for accuracy and completeness and the final version of the draft minutes will be included in the Agenda and papers for the next meeting.

## 16. Role of the Council Secretary

A senior staff member who attends Council meetings ex officio (or the School Compliance Officer) shall be appointed Council Secretary.

The Council Secretary shall receive training for his/her responsibilities and conduct at Council meetings.

The duties of the Council Secretary include:

- a) Observe the confidentiality of all Council business, discussions and papers and the privileged nature of information they may acquire at all times
- b) Support the Chair of Council in the procedural niceties of business and, should questions arise, refer to the Trust Deed, Council Governance Charter, Council Code of Conduct, previous minutes or other relevant documentation to guide the Chair
- c) Work with the Minutes Secretary to ensure the integrity and accuracy of all Council and Exco documents and the accuracy of official Council records
- d) Ensure Council members' declarations are up to date
- e) Maintain and update the school's register of all applicable legislation and its obligations thereunder
- f) Maintain and update the documentation provided to new Council members as guided by the Nominations Committee
- g) Arrange the governance training of Council members as guided by the Chair of Council
- h) Maintain and update the register of skills of Council members as guided by the Nominations Committee
- i) Ensure that the Council Charter and the Terms of Reference of Council Sub Committees are kept up to date and that, should amendments be required, alert the Chair of Council of these and the required voting majorities
- j) Maintain a timetable of the due dates for those Council documents and obligations that require formal review from time to time
- k) Assist Council and its committees with the independent review of Council and the various required evaluations (as listed elsewhere in this document) and creating, documenting, distributing, collating and reporting the results
- l) Take responsibility for the reporting on the Council members' insurance protection to Council every year
- m) Be responsible for keeping the Council webpage on the school's website up to date
- n) Be responsible for the drafting, editing, finalising, distribution and answering of communications/emails to individuals and/or the Andean community from the Chair or Council
- o) Ensure that all requirements of the Trust Deed are met timeously
- p) Keep a record of the service length of all Council members
- q) Ensure all Council documents/correspondence are saved and archived appropriately

## 17. Council Members' Insurance Protection

Council members are to be provided with appropriate directors and officers insurance protection at the school's cost against specific risks their office may entail. This insurance and assurance must be reported to Council on an annual basis.

## 18. Other Trusts associated with St Andrew's College

Council has a relationship with a number of other Trusts which are independent of Council and are registered with the SA Revenue Service and the Master's' Officer.

These are :

- a) The St Andrew's College Foundation Trust
- b) The St Andrew's College Property Trust
- c) The United Schools Trust
- d) The Good Shepherd Trust; and
- e) The George Petrie Walker Will Trust
- f) Western Province Preparatory School Trust

Under the terms of the Western Province Preparatory School Constitution, Council may nominate one or two nominees to serve on the WPPS Board. Council must also nominate 3 trustees to serve on the Combined Schools Trust. These and other rights to be consulted on certain matters arise from the historical position of St Andrew's College as the legal owners of WPPS.

Council also has a relationship with the following international trusts, registered and compliant with their home countries

- a) The Grahamstown United Schools Trust – United Kingdom
- b) The Rhodes University Trust USA – United States of America
- c) The St Andrew's College Grahamstown Foundation of Canada
- d) The SAC Scholarship and Bursary Trust - Isle of Man

## 19. Inconsistency with the Council Trust Deed / Founding Document

To the extent that there is any inconsistency between this Charter and The Trust Deed, the Trust Deed shall prevail.

## 20. Changes to or New Council Policies and Processes

Any changes to, or introduction of, new Council policies and processes shall be incorporated into this Governance Charter and formally adopted by Council.

## 21. Approval and Review of the Council Governance Charter

This Charter shall be approved and adopted by Council at the first available Council meeting, subject to approval by 60% of Council members.

The Charter shall be reviewed every three years and any changes will be subject to approval by 60% of Council members.

## 22. Relevant Dates

Date of final drafting – 6 March 2023

Date of Adoption by Council – 10 March 2023

Date of next review by Council – March 2024