



# **PENRYN COLLEGE**

## **ORGANIZATION AND GOVERNANCE GUIDE**

## **BACKGROUND AND PURPOSE**

Penryn was borne out of a need for intervention in Black education in the Mpumalanga Lowveld. In the late nineteen eighties, education in the then homeland state of Kangwane was in crisis. Dr Enos Mabuza, the Chief Minister at the time, approached the St Stithians community for help. His plea was taken up enthusiastically and after some initial investigations it was determined that the need could not be addressed from Johannesburg as it was too far away. This gave rise to the concept of a new school in the Lowveld which would be twinned with St Stithians, which would be an educational role model and which would act as a beacon shining out and delivering educational outreach into the surrounding community. In 1989 a group of individuals comprising education and business leaders from St Stithians and Johannesburg and community leaders from the Lowveld got together to work on translating this vision into reality.

Penryn developed rapidly from concept and vision in 1989 to a fully-fledged independent school of 950 pupils, Penryn College, delivering one of the largest schools based outreach programmes on the continent, Penreach, in 2004. For most of this time the institution was experiencing massive growth and change with the organization and its' governance systems evolving to meet the challenge. With a full time staff of 8, Penreach currently has 990 partner schools and 2200 registered teachers in its programme which it is estimated are positively impacting some 385 000 disadvantaged learners in Mpumalanga. It has now reached a state of maturity which affords an opportunity to review and refine systems.

Penryn is a multifaceted organization with a three-tier governance structure. To date, the underpinnings of the organization and its governance system has resided in a number of separate documents. The purpose of this document is to provide an overview and practical guide to the institution's governance system, bringing together the relevant information from the various documents and codes and setting out a clear scheme of delegated authority.

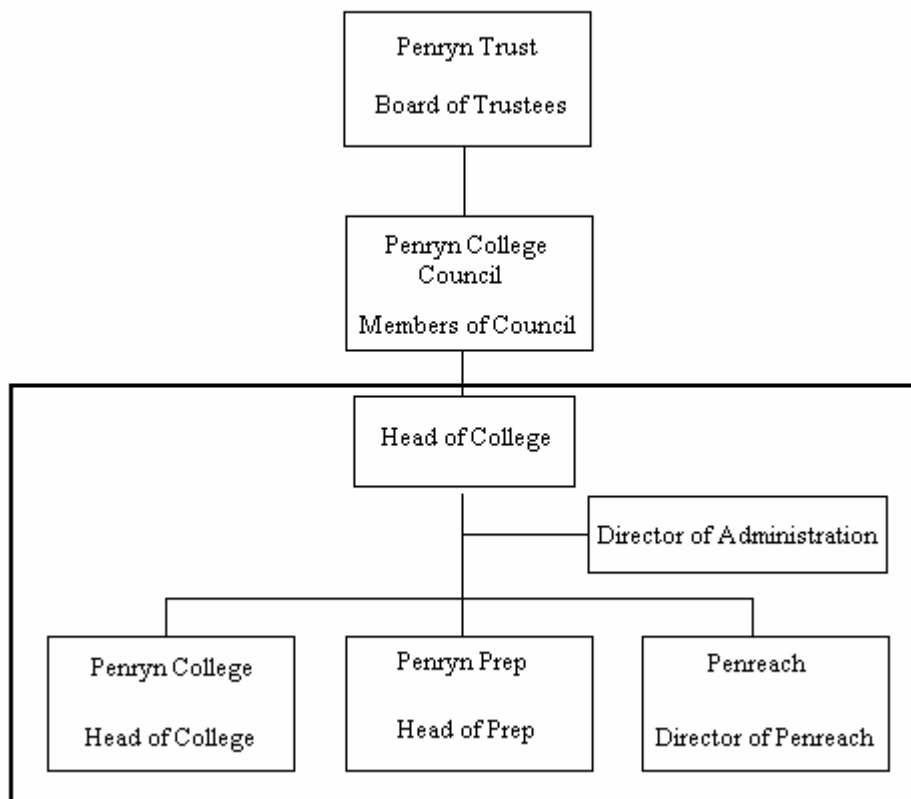
## **THE THREE-TIER GOVERNANCE STRUCTURE**

Penryn has a three-tier governance structure comprising the Penryn Trust, the Penryn College Council and Management.

**The Penryn Trust:** The Penryn Trust was formed in 1989 to provide a legal vehicle for the establishment of a school which would require raising funds, purchasing assets, hiring staff etc. The founding trustees were the group of educationalists, businessmen and community leaders who had initiated the project and were "driving" it.

**The Penryn College Council:** The Trust established the Penryn College Council at the time the decision was taken to start a school in the Lowveld. The Council's job is to oversee all the operational aspects of the institution. It is charged with the responsibility of developing and implementing policies and procedures which ensure that the Penryn vision is realized through the activities and actions of the school and its outreach programme. It is responsible for ensuring that the institution is adequately staffed and that proper systems of financial control are in place.

## ORGANOGRAM



**Management:** Council is directly responsible for appointing the Head of the College and the Director of Administration (Financial Controller). The Head of the College has overall responsibility for the institution and the Director of Administration, the Head of the Prep and the Director of Penreach report to Council through the Head of the College.

In addition to his/her oversight role, the Head of the College is responsible for running the College (High School). Acting within the limits of authority set out below, the Head must ensure that the College is adequately resourced with staff and facilities and that appropriate academic, sporting, extra-mural and parent liaison programmes are in place to fulfill the objectives, vision and mission as communicated from time to time by the Council. Similarly, the Head of the Prep, acting within the limits of authority set out below, must ensure that the Prep is adequately resourced with staff and facilities and that appropriate academic, sporting, extra-mural and parent liaison programmes are in place to fulfill the objectives, vision and mission as communicated from time to time by the Council.

The Director of Penreach is responsible for planning coordinating and implementing the outreach projects and programmes which have been approved by the Council and Board of Trustees. The Director must ensure that community education needs are continuously assessed and that appropriate project and programme proposals are developed to address those needs, to attract donor funds and to fulfill the Penryn Vision. The Director must ensure that each project and programme is properly resourced and executed.

The Director of Administration is the financial controller. He/she is responsible for ensuring that proper systems of accounting and financial control are in place and that appropriate risk management strategies and policies are deployed. The Director is responsible for ensuring that all facilities including buildings, fixtures, fittings, furniture equipment and grounds are properly maintained and cared for. It is specifically recorded that it is the Director's responsibility to ensure that any financial problems, irregularities or conflicts are brought to the attention of the Finance Committee. (Note: The governance system is still under development and the Director of Administration is still to be appointed.)

## **ETHOS AND MODUS OPERANDI**

Penryn was founded in a spirit of goodwill through the selfless actions of individuals wanting to make a contribution and difference to society. It is a Christian institution with links to the Methodist Church. It is value and principle driven. Its success and reputation have been built on the “missionary” efforts of a highly motivated and dedicated group of Trustees, Councilors and Staff operating with integrity and discipline.

Penryn is not rule driven. Its heritage and ethos encourage a modus operandi which challenges individuals to give of their best driven by the Penryn Vision and guided by a code of conduct which is underpinned by the Objects of Penryn Trust and Penryn College Council.

## **LEGAL STATUS**

Penryn College operates under the umbrella of the Penryn Trust (IT No 70/92).

The Trust is a body corporate, having perpetual succession, capable of suing and being sued in its own name and of holding property of all kinds, movable and immovable, corporeal and incorporeal, apart from its members. The Trust operates in terms of Section 10 (1) of the Income Tax Act which grants it tax exempt status. In addition the Trust has been granted Section 18A status which allows for it to issue tax certificates to sponsors/donors under certain defined conditions.

The Trust owns the assets of Penryn College and has delegated the responsibilities and authorities for running the College to the Penryn College Council.

Penryn Trust is registered as a Non Profit Organization under the Non Profit Organizations Act Reg. No. 030/149/NPO. The Trust is awaiting confirmation of its PBO number from SARS which is imminent. However, it continues to enjoy tax exempt status.

## **THE PENRYN TRUST**

**Deed of Trust:** The Trust is run by a Board of Trustees and their powers and authority are regulated by the Deed of Trust. The Penryn Deed of Trust empowers the Trustees to carry out all the activities necessary for establishing and running an education institution and outreach programme, including opening and operating bank accounts, raising funds, establishing special funds, acquiring and owning fixed and movable assets, appointing staff, appointing the Council and delegating any of its powers to committees. The activities of the Trustees are guided by the Objects of the Trust and the Founding Principles.

**Objects of the Trust:** The extract from the Deed of Trust reads as follows:

*“The objects of the TRUST will be:*

- 2.1 *To establish and develop a permanent education institution (hereinafter referred to as “the INSTITUTION”) within the Republic of South Africa which will foster a liberal education with Christian teaching. The INSTITUTION will provide:*
  - 2.1.1 *pre-primary schooling;*
  - 2.1.2 *primary schooling;*
  - 2.1.3 *secondary schooling beyond the sixth standard;*
  - 2.1.4 *adult education and vocational training;*
  - 2.1.5 *teacher training; and*
  - 2.1.6 *An educational resource centre.*
- 2.2 *To establish a special fund in the Republic of South Africa in accordance with the provisions of 11.”*

**Founding Principles:** The extract from the Deed of Trust reads as follows:

*“It is fundamental that the INSTITUTION formed by the TRUST will enable individuals, without discrimination on the grounds of race, colour, gender or creed, to fully develop their potential in terms of knowledge, aptitude, attitude, skill and interest, so that they may:*

- 3.1 *develop personal qualities which will promote the Christian ideals of democracy, self-reliance, unity, justice, freedom and social harmony;*
- 3.2 *be equipped to participate fully in the socio-political life of Southern Africa, as well as in the optimum development of the region’s economy; and*
- 3.3 *develop attitudes and lifestyles that will contribute to the long-term life-support capabilities of the environment,*

*having regard to the needs and aspirations of the community as well as the choice of curriculum and style of teaching developed within the community.”*

**The Penryn Vision:** The Penryn Vision Statement is informed by the Objects of the Trust and the Founding Principles. It has been revised and adjusted over time and currently reads as follows:

*“To reach out into our community and achieve educational excellence guided by Christian principles, while developing pupils who are universally effective and are guardians of their environment and heritage”*

**The Role of Trustees:** In the beginning, the Trustees were intimately involved in all aspects of setting up and running the institution. After delegating the operational responsibilities to the Council their role changed to be more focused and two-fold. Firstly, they act as custodians of the Penryn Vision and, secondly, they continue with the vital task of raising the funds required to run Penreach, the outreach programme, and to build and install remaining necessary infrastructure.

The Board of Trustees meet at least three times a year to receive reports from Management and Council and to take whatever decisions are required for the furtherance of the Objects of the Trust. Fund raising is undertaken by The Fund Raising Committee which meets more regularly to coordinate its efforts.

**The Board of Trustees:** The extract from the Deed of Trust reads as follows:

- 6.1 *“The control of the affairs of the TRUST shall be vested in a board of trustees (“the BOARD”). The BOARD will in particular be charged with the responsibility of raising and controlling funds to be used in the establishment, development and running of the INSTITUTION, as well as holding any immovable property upon which the INSTITUTION may be situated from time to time, and monitoring the achievement of the objects and intention set out in 2 and 3.*
- 6.2 *The BOARD shall be made up of:*
  - 6.2.1 *a maximum of four and a minimum of one member nominated by the Annual Conference of the Methodist Church of Southern Africa;*
  - 6.2.2 *a maximum of four and a minimum of one member nominated by the Council of St Stithian’s College of Randburg;*
  - 6.2.3 *a maximum of four and a minimum of one member appointed by the trustees holding office under 6.2.1 and 6.2.2 from among persons active in the education community of the Lowveld after consulting with the local community; and*
  - 6.2.4 *a maximum of four and a minimum of one member nominated by the trustees holding office under 6.2.1, 6.2.2 and 6.2.3 by reason of special skill, interest or business acumen;*

*providing that no trustee shall be a salaried member of the teaching staff of the INSTITUTION.”*

## THE PENRYN COLLEGE COUNCIL

**Constitution and Modus Operandi:** The Penryn College Council has full operational responsibility for the institution. Its members are made up of representatives from key stakeholder groups. Their powers and authority are regulated by the Penryn College Constitution. Their activities and actions are informed and guided by The Objects and Founding Principles of the Trust and by the Objects of the School. The Council has delegated the responsibility for the smooth running of the institution to an executive committee (Exco) and four functional sub committees.

The Council meets once a term (four times a year) to receive reports from the Exco, the sub committees, the heads of the College and Prep, the Director of Penreach and the Parents Association. It deliberates over matters of strategy and policy and takes whatever decisions are required to further the objects of the institution.

**The Objects of the School Council:** The extract from the Constitution reads as follows:

### ***“Objects of the school***

- 3.1 *The objects of the SCHOOL council will be to manage and control the affairs of the school which will offer schooling in the pre-primary, primary and secondary school levels. It will also aim to be a centre of adult education and vocational training, in-service teacher training and an education resource centre.*
- 3.2 *The SCHOOL curriculum shall at all times include religious education and instruction therein shall be given in accordance with such principles and in such manner as the Council may determine from time to time.*
- 3.3 *The SCHOOL formed under the constitution shall enable individuals, without discrimination on the ground of race, colour, gender or creed to fully develop their potential in terms of knowledge, aptitude, attitude, skill and interest, so that they may:
  - 3.3.1 *develop the personal qualities which promote the ideals of democracy, self-reliance, unity, justice, freedom and social harmony;*
  - 3.3.2 *be equipped to participate in the socio-political life of Southern Africa, as well as in the optimum development of the region's economy; and*
  - 3.3.3 *develop attitudes and lifestyles that will contribute to the long-term life-support capabilities of the environment,*

*having regard to the needs and aspirations of the community as well as the choice of curriculum and style of the teaching developed within the community.”**

**Members of Council:** The extract from the Constitution reads as follows:

### ***“The School Council***

- 4.1 *The governing and executive authority of the SCHOOL shall be vested in a Council which shall also be responsible for the financial control of such SCHOOL funds as are not controlled by the trustees of THE PENRYN TRUST (the ‘TRUST’) and such other funds as may be allocated for control of the Council by the TRUST.*
- 4.2 *The said Council shall consist of not less than 8, but not more than 17 members.*
- 4.3 *The following shall be members of the Council:*
  - 4.3.1 *the Presiding Bishop of the Conference of the Methodist Church of Southern Africa or his nominee;*
  - 4.3.2 *two lay members of the Board of Trustees of the TRUST proposed by Board of Trustees ;*
  - 4.3.3 *a maximum of two members proposed by the Conference of the Methodist Church of South Africa;*
  - 4.3.4 *a maximum of four members proposed by St Stithian's College ;*
  - 4.3.5 *a maximum of three members proposed by the Parents Association of the SCHOOL ;*
  - 4.3.6 *a maximum of three members nominated by the remainder of the members by reason of their skill, interest or acumen;*
  - 4.3.7 *a maximum of two members of the Students Representative Council nominated by the Students Representative Council and approved by the Principal;*

4.3.8 *in ex-officio capacity, the Principal and the Deputy Head of the College, the Head and Deputy Head of the Prep, the Director of Penreach and two elected members of the academic staff, one from the College and one from the Prep.”*

**Executive Committee:** The Exco is responsible for ensuring the smooth running of the institution through the coordination of the efforts of the sub-committees. The Exco comprises the Chairman and Vice Chairman of Council, the Chairmen of the Sub-Committees and the Heads of the College and Prep and the Director of Penreach in ex-officio capacity. The Exco meets monthly and reports to Council quarterly.

**Finance Sub Committee:** The finance sub committee has responsibility for the financial management and control of the institution. This includes the preparation of the operating and capital expenditure budgets for the Trust, the College and Penreach. It includes the preparation and monitoring of monthly management accounts and reports to ensure that income and expenditure are in accordance with approved budgets. It includes responsibility for ensuring proper financial controls are in place. It includes responsibility for ensuring that all administrative and secretarial functions are in place to remain compliant with all applicable law. And, it includes the responsibility for ensuring that annual audited financial statements are prepared and approved for the College and the Trust at the Annual General Meeting of the Trustees.

Permanent members of the Finance Committee are the Chairman of Council and the Director of Administration.

The finance sub committee meets once a month and reports to Exco once a month and to the Council once a term.

**Human Resources Sub Committee:** Human resources sub committee has responsibility for ensuring that the institution is adequately staffed, that appropriate staff development programmes are in place, that appropriate policies are developed and implemented to keep the institution compliant with all applicable law and, together with Exco, for convening appointments committees to oversee all senior appointments (Heads of College and Prep and their deputies, the Director of Penreach and the Chaplain).

The human resources sub committee meets on an as needed basis. It reports to Exco monthly and to the Council once a term.

**Standards and Excellence Sub Committee:** The Standards and Excellence Sub Committee is charged with the responsibility of ensuring that the standard and quality of education offered at Penryn is continuously monitored and that appropriate programmes are in place for its improvement.

The Committee meets on an as needed basis and reports to Exco monthly.

**Building Committee:** The Building Sub Committee has the responsibility of overseeing the installation and maintenance of all the fixed improvements and infrastructure of the institution including the grounds and gardens. The Committee is responsible for ensuring that all buildings, fixtures and facilities are compliant with the overall architectural theme of the campus. No buildings, fixtures or facilities may be erected without the approval and oversight of the Committee.

The Committee meets on an as needed basis and reports to Council monthly.

**Parents Association:** The Penryn Parents Association is a separate body governed by its own Constitution. It has representation on the Penryn College Council.

**Learners Representative Council:** The Learners Representative Council is a separate body governed by its own Constitution. It has representation on the Penryn College Council.

## **PENRYN MANAGEMENT**

Management has full responsibility for the day to day running of the institution. The management team is headed up by the Head of the College. Reporting to him are the Head of the Prep and the Director of Penreach. The activities and efforts of the management team are guided by the objectives and Founding Principles of the Trust and of Council.

## GRIEVANCES AND REFERRALS

**Staff:** Grievances relating to staff matters are handled by the Heads of the College and Prep and the Director of Penreach in accordance with the Grievance Procedure and Disciplinary Code of the institution.

**Learners:** Grievances or concerns relating to learners are handled by the Head of the College or Prep depending which grade the learner is in. In the event the parent or the learner is unable to get satisfaction through the Head, they are able to make written representation to the Chairman of Council who will ensure the matter is followed up.

**Parents:** Issues or concerns emanating from parents who are of a general nature and not to do with specific learner problems are handled by the Parents Association. In the event that the Association believes that the particular issue is of merit, it is brought forward to Council via their representatives on Council.

**General:** Grievances and concerns of a general nature emanating from outside of the parent/pupil/staff body are referred to the Chairman of Council for resolution. At his or her discretion the matter may be referred up to the Chairman of the Trust.

## LIMITS OF AUTHORITY

**Operating Budgets:** Penreach is dependent on donor funds. The annual operating budget of Penreach is approved by the Finance Sub Committee and the Board of Trustees of the Penryn Trust.

The parameters and guidelines for the annual operating budgets for the College and Prep must be approved by the Council at their 3<sup>rd</sup> quarter meeting during the 3<sup>rd</sup> term. The Finance Sub Committee is responsible for preparing the budgets in compliance with the approved parameters and guidelines. Council is informed of the outcome at the 4<sup>th</sup> quarter meeting held in the 4<sup>th</sup> term. In the event there is a budgeted deficit, approval is required from the Board of Trustees of the Penryn Trust.

**Operating Expenditure:** The Heads of the College, Prep and the Director of Penreach are authorised to incur the operating expenditure necessary for running the institution provided it falls within the budget. Any unbudgeted expenses require approval from the Finance Sub Committee.

**Capital Expenditure:** All Capital Expenditure requires the approval of the Finance Sub Committee and the Board of Trustees.

**Bank Accounts:** The institution operates two bank accounts; the College bank account and the Trust bank account. The signatories to the College bank account are the Head of the College, the Head of the Prep, the Director of Administration and a member of the Finance Sub Committee. Any expense over R2,000 requires two signatures.

The signatories to the Trust bank account are the Chairman of the Finance Sub Committee plus one other member of the Finance Sub Committee.

**Contracts:** All contracts with third parties with the exception of staff contracts must be approved by the Finance Sub Committee.

**Fund Raising Proposals:** All fund raising proposals and efforts must be in accordance with projects and programmes pre-approved by Council and the Board of Trustees.

**Organizational Changes:** All organizational changes within the College, Prep and Penreach must have the prior approval of the Human Resources Sub Committee and Exco.

**Head Counts:** All new hires that will result in a change in staff head count must have the prior approval of the Human Resources Sub Committee, the Finance Sub Committee and Exco.

## RELATIONSHIP WITH THE METHODIST CHURCH

Penryn has been established as a Christian institution in accordance with the objects of the Trust. Penryn has links with the Methodist Church which have evolved from its historical association with St Stithians College which is a Methodist school. The relationship with the Church is governed by a Memorandum of Understanding between Penryn and the Church. The mechanism by which the Church has influence over the affairs of Penryn is by participation in its governance through its representation on both the Board of Trustees and on Council. These representatives are responsible for ensuring that the Church's views and interests in all matters pertaining to the governance of the institution are properly represented and voiced. Should points of conflict arise, attempts will be made to resolve these through dialogue with the office of the Presiding Bishop. Final resolution of such issues will however will be left to the Board of Trustees or the Council as the case may be but with due consideration given to the Church's position as articulated by the Presiding Bishop.

It has also been agreed that preference will be given to filling any vacancy in the Chaplain's position with someone from the Methodist Church. The procedures for this are set out in the Memorandum of Understanding. There is also a provision for an annual formal review with the office of the Presiding Bishop.

## THE PENRYN CODE OF CONDUCT

All employees of the institution are expected to abide by the Penryn College Code of Conduct a copy of which is attached hereto as Annexure "A". This requirement is explicit and is acknowledge at the time each employee accepts employment with the institution.

The Board of Trustees and members of Council are all volunteers who give selflessly of their talents, time and energies. Their requirements regarding standards of conduct are implicit in the nature of the institution they have volunteered to serve and the governance structure and code of conduct which are in place.

## DISCIPLINARY PROCEDURES: STAFF

All staff discipline is carried out in compliance with existing and relevant employment legislation. The procedures followed are in accordance with the guidelines published by ISASA as amended from time to time.

## HONOUR CODE AND DISCIPLINARY PROCEDURES: LEARNERS

The discipline of learners is managed via a written code of honor and disciplinary procedures which have evolved through a consultative process involving the learners, parents and staff. The code and procedures are amended and updated from time to time. Learners and their parents or guardians are required to acknowledge and sign the code and procedures annually.

## ANNEXURE A: CODE OF CONDUCT

*"In terms of SA Common Law, the employee has a number of basic duties. The School also has accepted rules and values which highlight the School's expectations of its employees. These **duties, values and expectations** form the basis for measurement of employee conduct and standards of performance, deviations from these expectations invariably requiring corrective and/or disciplinary action.*

*All School employees are required to:-*

- 1. Act with **absolute honesty** in all aspects of their work*
- 2. Serve the School's stakeholders and Learners according to the highest standards of **professional service** at all times*

3. Demonstrate **respect for the property** and business interests of Penryn College, abiding by the rules, procedures and instructions of the School
4. Show **respect for the integrity and dignity** of their colleagues and their property
5. Continually **add significant value to their work team** and the School, performing their duties diligently and to the very best of their abilities
6. Refrain from **any interests that may impair**, infringe on or prejudice
  - The legitimate business interests of Penryn College
  - The good name, standing and interests of Penryn College
  - The conscientious performance of the employee's duties.

Employees are expressly required not to involve themselves in any activities which are tantamount to a **breach of the trust relationship** between employer and employee. This includes the misuse of the School's name, its assets, facilities or other resources, for purposes other than the promotion of the interests of the school.

**Timekeeping and attendance** is considered important for effective education, proper School functioning, and orderly organization management – poor timekeeping practices are not conducive to effective teamwork, educational continuity or curriculum completion.

Employees are expected to dress, and conduct themselves, in a manner that is in keeping with the image and good standing of Penryn College – both on the premises as well as in public or while visiting other schools.

“Employees are expected to dress, and conduct themselves, in a manner that is in keeping with the image and good standing of Penryn College – while on the premises, while on Penryn College assignments, in public and while visiting other schools.”

Note: Required Changes to Penryn Constitution are:

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| 1. Paragraph 2:  | Legal Status   |
| 2. Paragraph 6:  | Administrative Officer to Director of Administration |
| 3. Paragraph 7.8 | No of meetings to 1 per term.                        |