

## Proposed Amendment to the Scheme

### Basic Information

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<b>Status of Paper</b>	Final
<b>Action Required</b>	Decision
<b>Draft Resolution</b>	The Council approves the amendments proposed by the Governing Body.
<b>Alternative Options to Consider, if Any</b>	

### Summary of Content

<b>Subject and Aims</b>	This paper proposes an amendment to the current The Leys and St Faith's School Foundation scheme.
<b>Main Points</b>	<ul style="list-style-type: none"> <li>• This paper seeks to amend the current scheme to clarify the circumstances in which a Governor can legitimately receive payment from the foundation</li> <li>• This amendment is made through insertion of paragraph 3.5.</li> <li>• This change has been suggested by legal advisors.</li> <li>• The Charity Commission have been consulted and are accepting of such a change.</li> <li>• The Governors would like the like the Life Donors to sanction the change.</li> </ul>
<b>Background Context and Relevant Documents (with function)</b>	As per the Revised Scheme of 2007, Methodist Council must sanction any alteration or additions to this scheme.
<b>Consultations</b>	The Governing Body

### Summary of Impact

<b>Standing Orders</b>	
<b>Faith and Order</b>	
<b>Financial</b>	
<b>Personnel</b>	
<b>Legal</b>	
<b>Wider Connexional</b>	
<b>External (e.g. ecumenical)</b>	
<b>Risk</b>	

## **Proposed Amendment to the Scheme**

The Governors would like to amend the current scheme by the insertion of the new paragraph below, under paragraph 3:

- 3.5 A Governor must not receive any payment of money or other material benefit (whether directly or indirectly) from the Foundation except:
- (a) as permitted under the Charities Act 1993 (as amended or enacted from time to time);
  - (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Foundation;
  - (c) an indemnity in respect of any liabilities properly incurred in running the Foundation (including the costs of a successful defence to criminal proceedings);
  - (d) payment to any company in which a Governor has no more than a 1 per cent shareholding;
  - (e) the provision at either of the Schools of education to the son or daughter of a Governor or to any other person who is connected to or financially dependent on a Governor whether on payment of full fees or of a fee that is reduced or remitted consequent to the award of a scholarship or a bursary;
  - (f) in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance).

The change has been suggested by our legal advisors to clarify the circumstances when a Governor may legitimately receive any payment from the Foundation.

The Charity Commission have been approached and would be happy with such a change.

The Governors' would like the Life Donors to sanction the change.

# THE LEYS AND ST FAITH'S SCHOOLS FOUNDATION

## 1. Name and Object

- 1.1 The name of the Foundation shall be The Leys and St Faith's Schools, Cambridge.
- 1.2 The Foundation has two objects:
  - (a) The provision of high quality education, in particular by the conduct of the two schools known as The Leys School and St Faith's School ("the Schools"); and
  - (b) The use of the facilities in the Schools, when not required for education, for other charitable purposes for the benefit of the local community and the wider public.
- 1.3 The religious teaching in the Schools shall be in accordance with that of the Methodist Conference ("the Conference"), established pursuant to the Methodist Church Union Act 1929.

## 2. Life Donors

- 2.1 Every person who, being approved by resolution of the Governing Body, shall have subscribed a total of £5,000 (or such other qualifying amount as the Governing Body may from time to time specify) to the funds of the Foundation, shall be a Life Donor of the Foundation. The Clerk to the Governors shall keep a list of the Life Donors and such list shall be kept up to date and submitted for approval once in each year to the meeting of the Governing Body held next before the annual meeting of the Life Donors.
- 2.2 The Governing Body shall summon a meeting of the Life Donors once every year during the Autumn Term and may summon such a meeting whenever they deem it expedient. The Governing Body shall fix the place, day, and hour of every meeting of the Life Donors and shall give seven days' notice thereof by post to each Life Donor specifying the business. For the purpose of notice each Life Donor shall give to the Governing Body an address in the United Kingdom, and may notify any changes thereof from time to time to the Governing Body, and notice to him/her in the usual course of post at the last address given shall be sufficient.
- 2.3 The Chairman or, should he or she be unwilling or unable to do so, the Vice Chairman or Secretary of the Governing Body, shall chair all meetings of Life Donors. The quorum of a meeting of Life Donors shall be three Life Donors. The Chairman may, with the consent of the meeting, adjourn the meeting to a time and place specified by him/her. Minutes of the meeting shall be kept; and when purporting to be signed by the Chairman of a subsequent meeting, shall be prima facie evidence of the proceedings.
- 2.4 Each Life Donor shall during his/her life, or until he/she shall become mentally incapable or bankrupt, have one vote at a meeting of the Life Donors. Votes may be given either personally or by proxy, but the instrument appointing a proxy must be in writing signed by the appointer,

and the proxy must be a Life Donor. Notice of the appointment of the proxy must be received by the Secretary of the Governing Body at least three days before the Meeting.

### **3. Governing Body**

3.1. The affairs and property of the Foundation shall be managed by The Leys School, Cambridge, Registered ("the Governing Body")

3.2. The Governing Body shall when complete consist of not fewer than twenty nor more than thirty Governors, none of whom shall be employees at the Schools. They shall be as follows:

(a) The President of the Old Leysian Society shall be an ex-officio Governor together with the immediate past president.

(b) There shall be not fewer than eighteen nor more than twenty-eight Elected Governors, elected as follows:

(i) Five by the Methodist Council, one of whom shall normally be the Secretary of the Board of Management for the Methodist Independent Schools and one of whom shall be one of the tutors at Wesley House, Cambridge, such election to be conducted in accordance with such arrangements as the said Council may from time to time sanction, and the result of such election shall be certified in writing to the Secretary of the Governing Body by the Secretary for the time being of the said Council;

(ii) Not fewer than eleven nor more than twenty-one to be elected by the Life Donors at their Autumn term meeting, provided that if the number of Life Donors shall at any time fall below 50, the number of Governors so elected shall be as follows:

<u>Number of Life Donors</u>	<u>Number of Governors elected</u>
25 to 49	7
10 to 24	3
Fewer than 10	None

The places on the Governing Body, the right of election to which shall thus lapse, may be filled alternately by the Governing Body for the time being, by way of co-option. The number of Governors elected under this paragraph (ii) shall not be allowed to fall below ten.

(iii) One Governor is elected by the teachers of The Leys School and one by the teachers of St. Faith's School.

(c) The Governing Body may at any time co-opt any person to be an additional Governor who shall hold office until the next meeting of the Life Donors, provided that there shall at no time be more than four

such co-opted Governors and that the total number of Governors shall not exceed 30.

- 3.3 An Elected Governor shall hold office for five years and then retire, but shall be eligible for election for one more term of five years; after that at least one year must elapse before that person's name is put forward again for election.
- 3.4 Any Governor's period of service on the Governing Body may be extended for a maximum of two years beyond the periods set out here by an annual unanimous vote of all the other Governors.
- 3.5 The office of a Governor shall terminate with immediate effect if he or she:
- (a) dies;
  - (b) resigns by written notice to the Governing Body;
  - (c) is declared incapable, whether mentally or physically, of managing his or her own affairs;
  - (d) is bankrupt;
  - (e) is disqualified under section 72 of the Charities Act 1993 from acting as a charity trustee;
  - (f) is absent from 3 consecutive meetings of the Governing Body and the Governing Body passes a resolution that his or her office be vacated; or
  - (g) is removed by a resolution passed by all the other Governors after inviting the views of the Governor concerned and considering the matter in the light of any such views.
- 3.6 On the occurrence of a vacancy in the office of an Elected Governor, his or her place shall be supplied by election by the same body that elected him or her, save that any vacancy arising under paragraph 3.5(f) above may be filled by the election by the Governing Body of a new elected Governor who shall remain in office until the next meeting of the Life Donors, when he/she may be put forward for election under the terms of paragraph 3.2(b) ii. His/her term of office shall be deemed to begin from the date of election by the Life Donors.
- 3.7 The Governing Body may act, notwithstanding vacancies in their number.
- 3.8 There shall be a Leys Committee, dealing with the affairs of The Leys School, and a St. Faith's Committee, dealing with the affairs of St. Faith's School. The Chairman of each of these Committees shall be appointed by the Governing Body.
- 3.9 The Governing Body shall elect from among its number a Chairman, a Vice-Chairman, a Treasurer and a Secretary who shall, together with the Chairman of the Leys Committee and the Chairman of the St Faith's Committee, be known as the Elected Officers of the Foundation.

3.10 The name of anyone who becomes an Elected Officer shall be put to the Life Donors at their next meeting for re-election as a Governor; he or she may serve for up to five years as a Governor and an Elected Officer, and will be eligible for re-election for one more period of five years. After that, at least one year must lapse before that person's name is put forward for election as a Governor again.

#### **4. Powers of the Governing Body**

4.1 The Governing Body shall have all powers in the administration of the Foundation and the Schools save to the extent that such powers are limited by this Scheme. In particular, and without prejudice to the generality of the foregoing, the Governing Body may:

- (a) appoint the Headmasters or Headmistresses of the Schools and delegate to them the conduct of the day to day affairs of the Schools;
- (b) prescribe the number of pupils, the length of terms and vacations, the appointment and conditions of service of officers of the Schools, the salaries of and a scheme or schemes of pensions for the teachers, officers and servants;
- (c) erect, add to, alter and repair the buildings of the Schools;
- (d) hire buildings and premises, and let the same or any of the premises of the Schools;
- (e) prescribe the notice to be required for the removal of a pupil and the ordinary and extra charges and fees for pupils;
- (f) make provision for such scholarships, exhibitions, and prizes as the funds of each School, or any funds specially given for the purpose, will allow, and, subject to the terms of such gifts, may fix the conditions of the several awards;
- (g) receive donations or endowments for the general purposes of the Schools or for any scholarships, exhibitions, or prizes, or any other special purposes of either School;
- (h) borrow money with or without security, issue debentures and mortgage or charge any of the property of the Foundation with power of sale;
- (i) make such regulations consistent with the provisions of this Scheme as they consider fit, including regulations for the time, place and conduct of their meetings; and
- (j) do all such other acts as may be conducive to the effective management of the Foundation and of the Schools.

4.2 The Governing Body may, with the sanction of a Meeting of the Life Donors and of the Methodist Council, add to or alter this Scheme. But no alterations shall be made so as to affect the provisions of paragraph 1.3 as

to the religious teaching of the schools, or the provisions of paragraph 4.3 as to the application of Property in the event of the abandonment of The Leys School.

- 4.3 The Governing Body may, with the sanction of a Meeting of Life Donors and of the Methodist Council, give up The Leys School. If they do so the Property or the proceeds of sale thereof shall be devoted to such educational purposes in connection with the Methodist Church as the Governing Body in Special Meeting with the consent of a Special Meeting of Life Donors and with the consent of the Methodist Council, may direct. Any proposed disposal of any property or monies of the School under this paragraph 4.3 shall be specified in the summons for the Special Meetings of the Governing Body and of the Life Donors to which it is to be submitted, and at least 28 days' notice of the said Special Meetings shall be given.
- 4.4 The Governing Body may, with the sanction of a Meeting of Life Donors and of the Methodist Council, give up St Faith's School. If they do so the property or the proceeds of sale thereof shall be devoted to the purposes of the Foundation.

## **5. Meetings of the Governing Body**

- 5.1 The Governing Body must hold a meeting at least once every term.
- 5.2 The Chairman or, should he or she be unwilling or unable to do so, the Vice Chairman shall chair all meetings of the Governing Body and if neither the Chairman nor the Vice-Chairman is present, the Governors present shall elect a person from among their number to chair the meeting.
- 5.3 The decisions of the Governing Body are taken by a majority of the members present voting on a proposal. If there are equal numbers of votes for and against a proposal, the Chairman has a second or casting vote.
- 5.4 A quorum is one third of the Governing Body.
- 5.5 The Chairman or any four Members of the Governing Body may at any time require a special meeting of the Governing Body to be summoned by sending a letter to the Clerk of the Governing Body stating the time and place and specifying the purpose for which such meeting is to be held and giving 14 days' notice. The Clerk of the Governing Body may without any such requisition cause a Special Meeting to be convened. In either case the Clerk of the Governing Body shall cause a summons to be sent in the same manner as for other meetings of the Governing Body and shall specify in such summons the intended purpose of the meeting, and no business other than that for which the meeting shall have been convened shall be conducted at any such Special Meeting.
- 5.6 A meeting of the Governing Body may be held at less than 14 days' notice provided that all Governors entitled to attend have consented to the meeting being held at short notice.

- 5.7 A meeting of the Governing Body may be held either in person or by suitable electronic or other means agreed by the Governing Body in which all participants may communicate with all the other participants.
- 5.8 The Governing Body shall ensure that a copy of the minutes of each of its meetings is sent to the Secretary of the Conference for information.