

31. Rydal Penrhos College – Amendment of Governance Structure and revision of Articles of Association

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A brief background

Rydal Penrhos School was created by a Scheme ('the Scheme') authorised by the Conference with effect from 20 October 1995 when Rydal School and Penrhos College merged. The Scheme incorporates the Methodist Secondary Education Trust Deed 1903 (subject to some school-specific amendments) and sets out a number of school governance provisions including provisions for the governing body and day-to-day management of the School.

Under clause 10(4)(a) of the Scheme, no amendments may be made to the Scheme without the approval of the Conference.

The Governors of Rydal Penrhos are the Directors of Rydal Penrhos Limited, which conducts the day-to-day management and administration of the School. The Articles of Association for Rydal Penrhos Limited contain many of the same governing body and school management provisions contained within the Scheme.

This has resulted in the need for Governors to consult both documents each time a governance question arises. This is unduly burdensome and creates ambiguities for the Governors in the day-to-day management of the School.

The Governors wish to simplify and streamline their governance structure, modernising both documents and transferring many of the management and governing body provisions from the Scheme into the Articles of Association. This will provide clarity to the Governors of the School and enable them to monitor their governance on a more routine basis, as well as bringing the structure in line with other MIST associated schools.

The Governors have approved the revised Scheme and draft Articles, subject to the Conference's final approval.

Following the approval of the Conference, the members of Rydal Penrhos Limited intend to pass a special resolution adopting the revised Scheme and Articles and to notify Companies House and the Charity Commission of this.

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The Conference is therefore asked to approve the revised Scheme and draft Articles, noting particularly the two key provisions that are being retained, namely;

1. that the existing provision that “Religious Education at the School shall be given in a manner that is not contrary to the doctrinal standards of the Methodist Church as interpreted by the Conference” is to be retained and that no amendment can be made to it.
2. The Conference retains the control to approve amendments to the Articles and to the Scheme.

The key changes to the Scheme and the Articles are summarised below. Copies of the previous versions of the Scheme and Articles are available on request.

Rydal Penrhos is an associated school in the Methodist Independent Schools Trust (MIST) group. MIST is happy to endorse the request for the Conference’s approval.

A summary of key changes in respect of the Scheme are:

1. Clause 1 - amended to include reference to Rydal Penrhos Limited and remove any references to divisions within the school which no longer exist;
2. Clause 2 - amended to reflect changes to the 1903 Deed since 1995;
3. Clause 3 – similarly amends the 1903 Deed, reflecting recent amendments to the Deed, granting Rydal Penrhos Limited powers to carry out day to day management of the school in accordance with the requirements of the Methodist Schools Property Company;
4. Clause 3(1) – the dissolution provision which stipulated that 31% of the assets of the School be applied in furtherance of girl’s education is removed. The dissolution provision contained within the 1903 Deed is applied. Now that the School operates as a mixed school the Governors no longer consider this to be appropriate;
5. Clauses 4 -9 – the clauses which refer to the governing body and management of the School have been removed and included within the Articles of Association of Rydal Penrhos Limited;
6. Clauses 10 (1)-(3) – removed and incorporated within the Articles of Association.

A summary of key changes in respect of the Articles of Association are:

1. The Articles have been modernised to incorporate current best practice, including granting the Governors the ability to meet via electronic means;

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2. The number of Governors of the School is limited to 12 with 2 ex-officio Governors, namely the Chief Executive Officer of MIST and a Chair of Wales Synod Cymru of the Methodist Church. [Article 14.2; 14.4 & 14.5]
3. The requirement for a majority of Methodist Governors has been removed and replaced with the requirement for two ex-officio Methodist members and at least two further Methodist Governors. [Article 14.6]
4. The quorum for meetings has been lowered to six or 50% of the Governors, reflecting the change in Governor numbers. [Article 11.1 & 22.1]
5. Term limits for Governors have been removed to ensure that good governors are able to continue contributing to the running of the School. [Article 17.1]
6. The Chair and Vice-Chairs are limited to three three-year terms in office. [Article 23.3]
7. School management provisions from the Scheme have been incorporated into the Articles from the Scheme [Articles 35-36]

The above revisions are to modernise the working practices and increase the agility of the Governing Body, in line with good practice and were unanimously agreed by the Board of Governors at Rydal Penrhos College on 18 April 2023.

***RESOLUTIONS

- 31/1. The Conference receives the Report.**
- 31/2. The Conference approves the revision to the Scheme and to the Articles of Association for Rydal Penrhos College as set out in the Report.**