



Scheme of Governance Management and Delegation  
The Mill Academy  
February 2016

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## **1 Introduction**

- 1.1 This Scheme of Governance, Management and Delegation (the "Scheme") has been made by the Directors (the "Directors") of The Mill Academy (the "Academy Trust") in exercise of the powers conferred on them by Articles 105 and 137 of the Academy Trust's articles of association (the "Articles").
- 1.2 The purpose of the Scheme is to set out a framework under which the Academy Trust is governed and managed, and in particular:
  - 1.2.1 how the Directors work together effectively;
  - 1.2.2 the relationship between the Directors, the local governing bodies (the "LGBs") and the Operations Board; and
  - 1.2.3 how the Directors ensure compliance with the various legal and regulatory requirements placed on them.
- 1.3 This Scheme shall be reviewed by the Directors annually, and in the context of such a review, the Directors shall have regard to any new legislation or guidance affecting the provisions of these documents.
- 1.4 This Scheme may be altered, added to or repealed at any time by a majority resolution of the Directors of the Academy Trust in a general meeting, in respect of all or any of the Academies in the Academy Trust.
- 1.5 A copy of this Scheme shall be given to the Members of the Academy Trust, every Director, the Chief Executive Officer, each Local Governor, the Headteachers of the Academies operated by the Academy Trust, the Finance Director and the Clerk now and in the future on appointment.

## **2 The Academy Trust**

- 2.1 The Academy Trust is initially responsible for The Henry Box School, Queen Emma's Primary School and Finstock Church of England Primary School and for any schools that join the Academy Trust in the future (the "Academies").
- 2.2 The Academy Trust has entered into a Master Funding Agreement and separate Supplemental Funding agreements for each Academy under the Academies Act 2010 with the Secretary of State for Education in relation to the funding of the Academies (together, the "Funding Agreement").
- 2.3 The Funding Agreement places a number of requirements on the Academy Trust including the requirement to comply with the Department for Education's ("DfE") academies financial handbook (the "Handbook").
- 2.4 There are a number of roles involved in the running of any Multi-Academy Trust and these are as follows:
  - 2.4.1 the Members;

- 2.4.2 the Directors;
- 2.4.3 the Chief Executive Officer (“CEO”);
- 2.4.4 the LGBs: each Academy has a LGB formed by the Directors as a committee of the Directors. The members of the LGBs are called "Local Governors";
- 2.4.5 the Headteachers of each Academy who have responsibility for the day to day running of that Academy;
- 2.4.6 the Finance Director/Chief Financial Officer (“CFO”);

### **3 Members**

#### **3.1 The role of the Members**

- 3.1.1 The Members are members of the Academy Trust for the purposes of the Companies Acts.
- 3.1.2 In simple terms, the Members "own" the Academy Trust. They have a number of statutory rights, including the right to remove Directors, the right to amend the Articles and the right to receive the annual accounts. They also have the right to appoint up to nine Directors under the Articles.
- 3.1.3 The Members do not have any specific duties imposed on them but they are required to provide a guarantee that if the Academy Trust is wound up and its assets do not meet all of its liabilities, they will contribute £10.
- 3.1.4 The Members will often meet once a year at the annual general meeting, or they may meet as and when required (for example if any amendments to the Articles are required).

#### **3.2 The appointment of the Members**

- 3.2.1 Members are appointed in accordance with Articles 12 to 18 of the Articles.
- 3.2.2 On appointment, all Members shall be required to complete a consent to be a member form (attached at Appendix 1). The Clerk shall update the register of Members as appropriate. Companies House does not need to be notified of appointments or removals/resignations of Members.

### **4 Directors**

#### **4.1 Capacity of Directors**

- 4.1.1 Each Director is:
  - (a) a Director of the Academy Trust at company law. The Directors are responsible for the governance, supervision and strategic direction of the Academy Trust and its committees (including LGBs) and executives (including Headteachers); and

- (b) a charity trustee with responsibility for protection of the assets of the Academy Trust.
- 4.1.2 The Directors manage the affairs of the Academy Trust and are responsible for its day to day operation.
- 4.2 The appointment of Directors
  - 4.2.1 The Directors shall be appointed in accordance with Articles 45 to 80 of the Articles.
  - 4.2.2 On appointment, all Directors shall be required to:
    - (a) complete a Director declaration (attached at Appendix 2);
    - (b) complete the necessary forms for onward submission to Companies House by the Clerk (either in paper form or electronically).
  - 4.2.3 The Clerk shall update the register of Directors in the statutory books.
- 4.3 Constitution of the Board of Directors (the "Board")
  - 4.3.1 The constitution of the Board is currently as follows:
    - (a) up to six Directors appointed by Members;
    - (b) up to two Directors appointed by the Oxfordshire Diocesan Board of Education ("Diocese")
    - (c) the Chief Executive Officer;
  - 4.3.2 In addition to 4.3.1 and 4.3.2 above, the Directors with the consent of the Diocesan Board of Education may appoint up to two co-opted Directors for such term as they think fit (not exceeding four years). Co-opted governors/directors, once appointed, have the same status and voting rights as other governors. This means they may chair committees and can vote on all decisions. The one exception to this is that co-opted governors/directors may not vote on whether to appoint other co-opted governors/directors.
  - 4.3.3 In accordance with the Articles, the Directors shall elect a Chairman and Vice-Chairman from among their number each academic year.
- 4.4 Meetings of the Board
  - 4.4.1 The Directors shall hold at least three meetings in every school year. Meeting dates and times for the year will be agreed by the Directors and published at the beginning of each academic year.
  - 4.4.2 All meetings of the Directors shall be convened by the Clerk and conducted as provided by the Articles.
  - 4.4.3 In consultation with the Chairman and the CEO, the Clerk shall prepare an annual plan for the meetings of the Directors, to be approved by the Board
- 4.5 Accountability of Directors

- 4.5.1 The Directors are chiefly accountable to:
- (a) the beneficiaries of the Academy Trust (pupils at the Academies and their parents/carers) and to the local community for the quality of education and pastoral care at the Academies, for matters of health and safety and for safeguarding and promoting the welfare of the pupils;
  - (b) the DfE, the Education Funding Agency and specifically the Secretary of State under the terms of the Funding Agreement;
  - (c) the Secretary of State (in his role as principal regulator in respect of charity matters) for operating the Academy Trust for the public benefit, for the prudent management of the Academy Trust and its financial efficiency, and for compliance with legislation including charities legislation;
  - (d) the employees of the Academy Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety; and
  - (e) other regulatory authorities for compliance with regulated responsibilities to which the Academy Trust and the Academies are subject.

4.6 Powers, functions and responsibilities of Directors

- 4.6.1 The business of the Academy Trust shall be managed by the Directors, fulfilling a largely strategic role, who may exercise all of the powers of the Academy Trust, as set out in the Articles.
- 4.6.2 The Directors shall set the strategic direction and vision of the Academy Trust. The Directors shall ensure that each Academy within the Trust aligns its own direction and vision with that of the Trust.
- 4.6.3 As Directors of the company and charity trustees, the Directors have a number of duties as responsibilities towards the management of the Academy Trust and its finances. In summary, the Directors are responsible for:
- (a) carrying on the Academy Trust in accordance with the objects of the Academy Trust as set out in the Articles and safeguarding its assets;
  - (b) directing the education, pastoral care, financial and other policies of the Academies in accordance with the Articles and the Funding Agreement (including the Handbook);
  - (c) ensuring sound management and administration of the Academy Trust, and ensuring that leadership staff are equipped with the relevant skills and guidance;
  - (d) financial controls and the financial management of the Academy Trust in accordance with the provisions of the Handbook, which sets out in detail provisions for the financial management of each Academy including guidance on financial systems and controls and accounting and reporting requirements;
  - (e) setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
  - (f) risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust; and
  - (g) ensuring the Academy Trust and the Academies are conducted in compliance with the general law.

- 4.6.4 The Directors are required to:
- (a) act together and not delegate overall responsibility for the Academy Trust to others;
  - (b) act strictly in accordance with the Academy Trust's Articles;
  - (c) act in the Academy Trust's interests only and without regard to their own private interests;
  - (d) manage the Academy Trust's affairs prudently;
  - (e) not take personal benefit from the Academy Trust unless expressly authorised by the Articles or the Charity Commission; and
  - (f) take proper professional advice on matters on which they are not themselves competent.
- 4.6.5 The Directors should also hold the Headteachers accountable. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Academy Trust.
- 4.6.6 The Directors shall have regard to the framework for inspecting schools in England under section 5 of the Education Act 2005 (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted).
- 4.7 Delegation of powers of Directors
- 4.7.1 The Directors may delegate some of their powers or functions that they can legally delegate and which they consider would be desirable to delegate.
- 4.7.2 The Directors must not delegate any of their powers listed in Appendix 3 (the "Reserved Matters").
- 4.7.3 Delegation can be made to:
- (a) Academy Trust committees (committees with functions related to the Academy Trust) including a Finance and Resources Committee, whose remit includes the usual auditing functions;
  - (b) the LGBs;
  - (c) the Chief Executive Officer;
  - (d) the Headteachers;
  - (e) the CFO.
- 4.7.4 However, every act of delegation shall be a delegation of powers and duties, and not a delegation or shedding of responsibilities.
- 4.7.5 The Directors have decided that until this Scheme is further revised, the full Board of Directors will take full responsibility for monitoring the performance and standards of Academies and not delegate these functions to a committee of the Board.
- 4.8 Risk management
- 4.8.1 The Handbook and the charities statement of recommended practice (the statement of accounting practice which charities must comply with as amended from time to time) and the Charities (Accounts and Reports) Regulations as amended annually

require the Directors to make a statement in their annual report that confirms the major risks to which the Academy Trust is exposed (as identified by the Directors) have been reviewed and that systems have been established to mitigate those risks.

- 4.8.2 The Directors are therefore responsible for:
- (a) identifying the major risks that apply to the Academy Trust, including:
    - (i) operational risks (employment issues, health and safety, fraud, service quality and development etc.);
    - (ii) financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc.);
    - (iii) external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc.); and
    - (iv) regulatory risks (compliance with legislation, changes in policies of the regulators etc.).
  - (b) making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks; and
  - (c) making appropriate statements regarding the management of risks in the annual report.

#### 4.9 The management of conflicts of interest

- 4.9.1 All Directors are required to complete a declaration of business interests form on appointment and on an annual basis (including a nil return). Such declarations shall include:
- (a) all business and financial interests such as directorships, shareholdings, and other appointments of influence within a business or other organisation; and
  - (b) interests of related persons such as parents, spouses, children, personal and business partners where influence could be exerted by that person over a Director or member of staff.

4.9.2 The Clerk shall be responsible for maintaining a register of business interests including nil returns.

4.9.3 Each meeting of the Directors shall include a standing agenda item for those attending to declare any changes to their declarations of interest and Directors should withdraw from the meeting and not vote on any matter which gives rise to a conflict of interest.

4.9.4 No Director shall receive any payment for their work as a Director, other than payment of reasonable out of pocket travel, accommodation and other expenses which shall be subject to the prior written approval from the Finance and Resources Committee.

## 5 The Clerk

5.1 The Clerk is appointed and removed by the Directors.

5.2 The Clerk is the chief administrator with respect to the Academy Trust's administration affairs.

- 5.3 The Clerk shall not be a Director or a Headteacher of an Academy. However, if the Clerk fails to attend a meeting of the Directors, the Directors may appoint any one of their number or any other person to act as Clerk for the purposes of that meeting.

## **6 Committees**

- 6.1 The Directors may appoint committees with functions related to the Academy Trust. The constitution, membership and proceedings of any committee shall be determined by the Directors under terms of reference and schemes of delegation.
- 6.2 Each committee shall be chaired by a Director (with the exception of the LGBs).
- 6.3 Membership of a committee may include persons who are not Directors provided that (with the exception of the LGBs, which are referred to in paragraph 7 below) a majority of the members of the committee are Directors.
- 6.4 Except in the case of a LGB, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.
- 6.5 The Directors shall ensure that they receive appropriate feedback on the work of any committees.
- 6.6 Committees will act in an advisory capacity to the Directors, except where powers have been specifically delegated to them by the Directors. The specific committees to be appointed are as follows:
- 6.6.1 Finance and Resources Committee;
  - 6.6.2 Operational Board;
  - 6.6.3 Audit Committee (which may be a sub-committee of the Finance and Resources Committee);
  - 6.6.4 Disciplinary appeals panel;
  - 6.6.5 CEO appraisal panel.
- 6.7 The terms of reference of each committee of the Directors must be approved by the Board of Directors and reviewed at least once in every twelve months. They provide the sole agreed framework within which each committee operates.

## **7 Local Governing Boards**

- 7.1 The Articles requires the Board of Directors to establish a LGB in respect of each Academy to provide advice to the Directors on the functioning of that Academy.
- 7.2 Membership of the LGB must include the Headteacher and a minimum of two elected parents of a pupil at the Academy.

- 7.3 For Academies designated as Church of England Schools, the LGB must have governors appointed by the Diocese ("foundation governors") and these Governors should number not less than 25% of the total number of governors.
- 7.4 The LGB is a committee of the Board, and it operates under terms of reference set out in a separate document which will be reviewed by the Directors annually but may be called in at any other time if deemed necessary. The terms of reference will confirm what powers the Directors have delegated to the LGB. The functions and proceedings of the LGBs shall also be subject to the terms of reference.
- 7.5 The LGB is made up of individuals who may or may not also be Directors.
- 7.6 Each LGB shall comprise, as a minimum:
- 7.6.1 the Headteacher of the Academy;
  - 7.6.2 two elected parents / carers of a pupil at the Academy;
  - 7.6.3 one employee of the Academy (to be elected by employees of the Academy);
  - 7.6.4 two "Academy Appointed governors" appointed by the Directors;
  - 7.6.5 for Church of England designated Academies, foundation governors numbering not less than 25% of the total number of governors.
- 7.7 Subject to at least meeting the provisions of 7.2 to 7.6 above, the LGB shall determine its own number of Governors, subject to a maximum of 16.
- 7.8 Each LGB shall appoint a Chairman and a Vice-Chairman annually from its number.
- 7.9 Each LGB may establish committees and delegate some of its responsibilities to those committees. Committees may include individuals who are not members of the LGB, provided such individuals are in a minority.
- 7.10 The length of service of all Local Governors shall be four years, renewable for a second and third term only, terms beyond three shall only be renewable by the approval of the Directors. Existing governors at a school before it converts to an Academy within the Academy Trust shall be permitted (at the discretion of the Directors) to serve out the balance of their term as a local governors.
- 7.11 All Academy Appointed governors should be nominated by the LGB for approval of the Directors. In making such nominations the evidence that LGBs have focused on acquiring the skills and experience that LGB needs to be effective, will need to be demonstrated.

## **8 Chief Finance Officer**

- 8.1 The Directors shall appoint a Chief Finance Officer (the "CFO") in accordance with the Handbook.
- 8.2 In accordance with the Handbook, the CFO is responsible for, along with a wider remit, the following responsibilities:
- 8.2.1 the day to day management of financial issues;
  - 8.2.2 the preparation and management of the Academy Trust's budget;

- 8.2.3 the maintenance of effective systems of internal control;
- 8.2.4 ensuring that the annual accounts are properly presented and adequately supported by the underlying books and records of the Academy Trust.

8.3 The CFO is responsible for guiding the Directors on financial, audit and charity accounting matters, as well as dealing with the day to day management of the financial position of the Academies and the maintenance of effective controls.

8.4 The CFO (or their representative) shall report to the Directors' Board and the Finance and Resources Committee at each of their scheduled meetings.

## **9 Financial regulations manual**

9.1 The financial regulations manual (the "Finance Manual"), which shall be prepared by the CFO, shall be adopted by the Directors, normally on the recommendation of the Finance and Audit committees.

9.2 The purpose of the Finance Manual is to ensure that the Academy Trust maintains and develops systems of financial control which conform with the requirements both of propriety and of good financial management.

9.3 The Finance Manual shall include:

- 9.3.1 finance authorisation levels, which shall confirm the delegation of authority to key individuals up to a specified value;
- 9.3.2 appropriate procedures to monitor cash requirements to ensure that the Academy Trust will not become overdrawn;
- 9.3.3 a competitive tendering process for larger purchases in accordance with the Handbook; and
- 9.3.4 a capitalisation limit for assets.

9.4 The CFO shall be responsible for preparing a process for the disposal of assets for approval by the Directors with a view to ensuring the best possible value is obtained from any disposal.

## **10 Budget approval**

10.1 The Directors shall be presented with a budget for the year to 31 August for submission to the Education Funding Agency ("EFA") within the EFA published deadlines.

10.2 The CFO shall be responsible for:

- 10.2.1 establishing a written procedure and timetable for setting a budget in advance of each academic year;
- 10.2.2 setting the annual budget (including the assumptions on which it is based) for approval by the Directors and for monitoring progress against it during the year;
- 10.2.3 ensuring that all significant in year amendments to budgets are properly notified to the Directors for approval. The Finance and Resources Committee shall determine the appropriate thresholds and procedures for this;

10.2.4 reporting to the Directors on the accuracy of the assumptions which have been used; and

10.2.5 reporting to the Directors on the key financial performance indicators included in the budget.

10.3 The Directors shall be responsible for approving the final audited accounts and the Academy Trust's accounting policies, as set out therein.

10.4 The Directors shall ensure that they put in place procedures to review their own effectiveness and skills available in overseeing the Academy Trust's financial performance, and the soundness of its internal control.

## **11 The Headteachers of the Academies**

11.1 The Articles require that the Directors appoint the Headteacher of every school within the Academy Trust. However, the Directors have determined that the LGBs will be responsible for making the appointment provided that the Directors have the right to participate in the process, are consulted and have a right to veto the appointment, such veto not to be actioned unreasonably.

11.2 The Headteachers are responsible to the Directors for:

11.2.1 the internal organisation, management and control of his or her respective Academy,

11.2.2 the implementation of all policies approved by the Directors that relate to his or her respective Academy; and

11.2.3 the direction of the teaching and implementation of the curriculum at his or her respective Academy.

11.3 The Directors may delegate such additional powers and functions as they consider are required by each of the Headteachers to enable them to carry out the above responsibilities.

## **12 The Accounting Officer**

12.1 The CEO shall have the role of "Accounting Officer" as set out in the Handbook.

12.1.1 The Accounting Officer is personally responsible to the Directors for ensuring:

- (a) regularity and propriety, that is dealing with money in accordance with applicable legislation, authority and rules and with fairness and integrity (including avoidance of personal gain);
- (b) prudent and economical administration, which is concerned with securing value for money;
- (c) avoidance of waste and extravagance;
- (d) efficient and effective use of available resources; and
- (e) the day to day organisation, staffing and management of the Academy.

12.1.2 Included in the responsibilities of the Accounting Officer is a duty to take appropriate action if the Board of Directors (or the LGB) or the Chairman is contemplating a course of action that the Accounting Officer considers would

infringe the requirements of propriety or regularity (including the provisions of the Funding Agreement or other documents setting out the financial duties of the Directors or of any other rules governing the conduct of the Directors), or would not represent prudent or economic administration, or the efficient or effective discharge of the Directors' functions.

12.1.3 The Accounting Officer shall be required to provide a statement on governance, regularity, propriety and compliance in the Academy Trust's annual report. The format of the statement is included within the Accounts Direction which is issued annually.

12.1.4 The Accounting Officer may delegate or appoint others, such as the CFO, to assist in carrying out these responsibilities.

### **13 Staff appointments and performance management**

13.1 The CFO and the Clerk shall be appointed by the Directors.

13.2 The teaching and non-teaching staff at each Academy shall be appointed by the Headteachers under delegated authority from the Directors in consultation with the relevant LGB. For Senior Leadership appointments, at least one member of the LGB shall be part of the appointment process and selection panel.

13.3 The Directors are responsible for the overall contractual management and compliance of all staff employed by the Academy Trust including determining human resource policies and terms and conditions of employment.

13.4 The Headteachers and LGBs are responsible for ensuring the Directors policies are adopted and implemented at the Academies.

13.5 The performance management of the Headteachers shall be carried out by the Headteacher's appraisal committee of the LGB, notifying the Directors of its completion annually.

13.6 The Headteachers' pay will be determined by LGB Governors. Unless the LGB delegates this responsibility to a Pay sub-committee, the decision will be made by the full LGB.

13.7 The performance management of all other employees will be carried out by the Headteachers (who may further delegate to appropriate managers). The Headteachers shall be responsible for making pay recommendations to the LGB pay committee for approval.

13.8 The CFO performance management will be undertaken by the Accounting Officer.

13.9 The Directors are responsible together with LGBs for overseeing the performance management of all teaching and non-teaching staff and shall establish a written performance management policy following consultation with staff. Such consultation may be carried out by the Headteachers on behalf of the Academy Trust.

13.10 The Academy Trust must review the performance management policy each year.

- 13.11 The Academy Trust must make a copy of the policy available to each Academy, any of the staff, anyone inspecting the Academies' performance management system or to an authorised external adviser.

**14 Interpretation**

- 14.1 Words and expressions defined in Article 1 of the Articles shall have the same meaning in this Scheme unless the context requires otherwise.
- 14.2 No provision of this Scheme may be inconsistent with or shall repeal anything contained in the Articles of the Academy Trust.
- 14.3 The Articles of the Academy Trust and any lawful amendment of them shall take precedence in the event of an inconsistency with this Scheme.
- 14.4 Any reference to a statute includes an amendment or re-enactment of that statute or regulations made under it.
- 14.5 Words in the masculine include the feminine genders and vice versa; words in the singular include the plural and vice versa; headings are for ease of reading and do not form part of the Scheme.

**15 Approved version**

- 15.1 This Scheme of Governance, Management and Delegation was approved and adopted by a resolution of the Directors passed at a meeting held on 13 April 2016 and takes effect from the same date.

**16 Date of next review**

- 16.1 This Scheme shall be reviewed by the Directors annually.



**Appendix 1 Consent to be a member**

The Mill Academy (the "Company")

I hereby consent to being a member of the Company.

As a member of the Company, I hereby undertake to contribute to:

- 1 the assets of the Company in the event of it being wound up whilst I am a member or within one year after I cease to be a member;
- 2 payment of the debts and liabilities of the Company contracted before I cease to be a member and of the costs, charges and expenses of winding up; and
- 3 the adjustment of the rights of the contributories among themselves, such amount as may be required;

provided that such amount does not exceed £10.

Signed \_\_\_\_\_

Full name \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Date \_\_\_\_\_

Please sign and retain the additional copy of this document with your records.

The Mill Academy: a charitable company limited by guarantee

Company registration number: 8060721

Registered office: Church Green, Witney, Oxfordshire, OX28 4AX



**Appendix 2 Director Declaration**

The Mill Academy (the "Company")

I confirm that I am willing to act as a director of the Company (a "Director"). I further confirm that I am not disqualified from so acting by virtue of any provisions of the Company's Articles of Association, including, but not limited to, the requirement that I am not disqualified from acting as a charity trustee or director by virtue of section 178 of the Charities Act 2011 (extract included overleaf).

Signed \_\_\_\_\_

Full name \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Date \_\_\_\_\_

Please sign and retain the additional copy of this document with your records.

The Mill Academy: a charitable company limited by guarantee  
Company registration number: 8060721  
Registered office: Church Green, Witney, Oxfordshire, OX28 4AX

Extract from section 178 of the Charities Act 2011

**178** Persons disqualified from being charity trustees or trustees of a charity  
(1) person (“P”) is disqualified from being a charity trustee or trustee for a charity in the following cases—

**Case A**

P has been convicted of any offence involving dishonesty or deception.

**Case B**

P has been adjudged bankrupt or sequestration of P's estate has been awarded and (in either case)—

- a) P has not been discharged, or
- b) P is the subject of a bankruptcy restrictions order or an interim order.

**Case C**

P has made a composition or arrangement with, or granted a trust deed for, creditors and has not been discharged in respect of it.

**Case D**

P has been removed from the office of charity trustee or trustee for a charity by an order made—

- a) by the Commission under section 79(2)(a) or by the Commission or the Commissioners under a relevant earlier enactment (as defined by section 179(5)), or
- b) by the High Court, on the ground of any misconduct or mismanagement in the administration of the charity for which P was responsible or to which P was privy, or which P's conduct contributed to or facilitated.

**Case E**

P has been removed, under section 34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10) (powers of the Court of Session) or the relevant earlier legislation (as defined by section 179(6)), from being concerned in the management or control of any body.

**Case F**

P is subject to—

- a) a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002 (S.I. 2002/ 3150 (N.I.4)), or
- b) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of county court administration order).

**Appendix 3 Reserved matters**

The Reserved Matters are:

- 1 to change the name of the Academies or the Academy Trust;
- 2 to change the Objects (which would require Charity Commission and Secretary of State consent in any event);
- 3 to determine or subsequently change the educational character, mission or ethos of the Academies;
- 4 to change the structure of the Board of Directors or the constitution and terms of reference of any committee of the Board of Directors;
- 5 to alter or amend the Articles or this Scheme;
- 6 to pass a resolution to wind up an Academy or the Academy Trust;
- 7 to establish a trading company;
- 8 to sell, purchase, mortgage or charge any land in which the Academy Trust has an interest;
- 9 to approve the annual estimates of income and expenditure (budgets) and major projects;
- 10 to sign off the annual accounts;
- 11 to appoint or dismiss the CEO, the CFO, or the Clerk to the Directors;
- 12 to do any other act which the Funding Agreement expressly reserves to the Board of Directors or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part thereof);
- 13 to do any other act which the Articles expressly reserve to the Board of Directors or to another body; or
- 14 to do any other act which the Board of Directors determine to be a Reserved Matter from time to time.