



MILLFIELD
FOUNDATION

ANNUAL REPORT AND FINANCIAL STATEMENTS

for the year ended

31 August 2024

Company number: 06370560
Registered Charity Number: 1121630

MILLFIELD FOUNDATION

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MILLFIELD FOUNDATION

REPORT OF THE TRUSTEES

The Trustees present their Annual Report and Financial Statements for the year ended 31 August 2024 and confirm that the financial statements comply with the Charity’s governing document, with current statutory requirements (including the requirements of the Charities Act 2011 and the Companies Act 2006), with applicable accounting standards in the United Kingdom, and with the Charities Statement of Recommended Practice (FRS 102) – Second Edition. The Trustees and Advisors are set out on page 21.

REVIEW OF THE YEAR

The Charity’s primary focus remains acting as custodian of the funds raised in conjunction with Millfield. The Charity receives donations which are invested directly through appropriately qualified investment managers. The Trustees seek to grow reserves via substantial donations and investment returns to allow the Charity to make a donation to Millfield.

Principal Achievements and Performance

Fundraising

The Charity does not directly undertake fundraising activities, but supports Millfield to develop relationships with donors, who include current and past parents, former pupils and friends of Millfield. In the year Millfield Foundation registered with the Fundraising Regulator, enhancing credibility and allowing the Fundraising Regulator kitemark to be used on Millfield Foundation literature.

In pursuing its objectives during the period, the Charity received donation income of £266,674 (2023: £851,059), which comprises of net donations of £256,184 (2023: £816,294) and associated gift aid of £10,490 (2023: £34,765).

Investments

The Charity held investments at year end of £6,192,485 (2023: £5,137,679).

The investments generated income of £136,116 (2023: £93,444) for the year and generated a net gain on revaluation at year end of £773,507 (2023: £115,749 loss). The value and allocation of the Charity’s investments as at 31 August 2024 and 2023 are:

Investment Manager	2024		2023	
	£	%	£	%
Rathbone Investment Management Limited	-	0%	14,520	0.3%
Waverton Investment Management Limited	4,485,184	72.4%	4,131,297	80.4%
Vanguard Investments UK Limited	1,707,301	27.6%	991,862	19.3%
	6,192,485	100.0%	5,137,679	100.0%

In the prior year, following formal presentations from incumbent investment managers, and a review of investment performance, it was agreed to move funds from the actively managed portfolio with Rathbone Investment Management Limited, to Vanguard Investments UK Limited’s (“Vanguard”) ESG Developed World All Cap Equity Index Fund, a passively managed fund which tracks the performance of the FTSE Developed All Cap Choice Index.

During the year, Trustees reviewed the performance of the investment managers who carry out the day-to-day management of the Charity’s investment portfolio. The Board invested a further £500,000 into equities to increase the equity proportion of the portfolio invested to 70% to derive higher returns.

The Trustees will continue to monitor the performance of both investment managers and the benefits of active and passive investing through quarterly Finance and Investment committee meetings. The investments held with Waverton Investment Management Limited (“Waverton”) remain in a bespoke, actively managed fund which excludes ‘sin’ stocks, including non-renewable energy companies. The Trustees noted that the ESG Index fund held with Vanguard provides further diversity. It has been agreed that Waverton will report bi-annually to the Finance and Investment Committee and annually to the Millfield Foundation Board. The investment mandate and objectives were reviewed in the year and the Trustees continue to adopt a balanced approach.

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Principal Achievements and Performance (continued)

Donation to Millfield

Millfield Foundation has a disbursement policy in place. The policy is in line with the Charities objective to steward the funds.

The Trustees donated £97,750 (2023: £185,913) to Millfield during the year.

FUTURE PLANS

The Charity's primary focus remains acting as custodian of the funds raised in conjunction with Millfield. To that end, the Trustees continue to meet regularly to review investment strategy and performance, the Charity's cashflow position and the awarding of donations to Millfield. The Trustees will continue to support fundraising initiatives developed by the Head of Foundation who is employed by Millfield.

STRUCTURE, GOVERNANCE AND MANAGEMENT

Governing Documents, Group Structure and Relationships

Millfield Foundation is a charitable company limited by guarantee, which was incorporated on 13 September 2007. The governing documents of the Charity is its Articles of Associations ("Articles"). These Articles provide that the majority of Trustees holding office at any one time are nominated by Millfield which is a separate Charity (registered Charity number: 310283) and company (company registration number 522385). As Millfield is deemed to have effective control over Millfield Foundation, it has consolidated these accounts into its own financial statements.

Investment Powers, Policy and Performance

The Trustees have determined that the principal risks and uncertainties relevant to the financial performance of the Charity are those relating to preservation of capital and investment performance and reputation risk. In response to this assessment, the Trustees have an Investment Policy Statement which sets out the investment strategy, the Trustees' investment objectives and their attitude to risk.

There are no specific restrictions on the Trustees' investment powers, subject to taking such advice as they consider is reasonably necessary from a person reasonably believed to be qualified by ability or experience. Where investment decisions are delegated, Trustees must ensure that the delegate is authorised to carry on investment business under the provisions of the Financial Services and Markets Act 2000; the investment policy is set out in writing; investment performance is reviewed regularly; the policy and the delegation reviewed biennially; and the delegate acts within the Trustees' investment powers.

The Trustees aim to hold a balanced portfolio of assets that will achieve long-term growth from capital appreciation and income in excess of the Consumer Price Inflation index ("CPI") without exposing the Charity to undue risk. One of the Trustees' responsibilities is to ensure the prudent management and investment of the Charity's assets. During the year, the day-to-day management of the Charity's investment portfolio has been delegated to Waverton Investment Management Limited and Vanguard Investments UK Limited, who the Trustees monitor on a regular basis via the Finance & Investment Committee.

The investments are held in a range of securities and pooled funds at the discretion of the investment managers. The custody of the underlying assets in which the Charity invests is the responsibility of the investment managers. The Trustees do not have any direct relationship with the investment managers/ custodians and consider that adequate controls are in place to secure the Charity's investments and safe custody of its assets.

Trustee Board

The Trustee Board, a maximum of up to ten trustees, is comprised of Appointed Trustees nominated by Millfield and Co-opted Trustees appointed by the Trustee Board. Trustees are usually appointed for a 3-year term of office. Retiring Trustees are eligible for re-appointment to a maximum of 3 consecutive terms. The Trustee Board seeks to have trustees with a wide range of skills (including finance, investment management, legal and fundraising) and an appropriate balance of age, gender and ethnicity. The

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Structure, Governance and Management (continued)

Nominations Committee is responsible for succession planning, reviewing the skills mix on an annual basis and proposing new trustees.

Trustee Training

The Trustee Board recognises that new Trustees must feel confident that they are equipped to meet their statutory and wider legal responsibilities and appropriate Charity Commission information is made available to them through the Company Secretary.

During the year Trustees attended cyber security training.

Organisational Management

The Trustees are legally responsible for the overall management and control of the Charity, including policy setting and strategic planning.

The detailed work of the Trustees is delegated to four committees, each operating under terms of reference approved by the Trustee Board, and which are required to report to the Trustee Board on a regular basis.

- Audit, Compliance and Risk Committee
- Finance & Investment Committee
- Nominations Committee
- Joint Fundraising Sub-Committee (with Millfield)

The Trustee Board approved the frequency of Committee meetings would be as follows:

- Once a year - Audit, Compliance and Risk and Nominations Committee
- Quarterly - Finance & Investment and Joint Fundraising Sub-Committee

The Joint Fundraising Sub-Committee constitution membership was increased beyond three members to include at least one Millfield Governor, a Foundation Trustee who is also a Millfield Governor and a Foundation Trustee not associated with Millfield. This is to widen discussion and allow the Sub-Committee to be quorate if a member is unable to attend. This meets twice a year.

In addition to serving on the committees, certain members of the Trustee Board also act as Governors for Millfield.

The Charity's fundraising and administration activities are delegated to Millfield which is managed on a day to day basis by the Headmaster of Millfield School, the Headmaster of Millfield Prep School and the Finance Director of Millfield, ("the Executive Group"), who are supported by the Head of Foundation and other members of the Senior Leadership Teams ("SLT"). The Heads, Finance Director and Head of Foundation attend meetings of the Charity's Trustee Board.

Employee involvement

The Charity does not have any employees.

OBJECTIVES AND ACTIVITIES

Charitable Objects

The Charity's objects are:

- The advancement of education through the provision of scholarships to current and prospective pupils of any school operated by or otherwise associated with Millfield whose parent or guardians are in need of financial assistance; and
- The promotion of such other purposes being exclusively charitable according to the law of England and Wales as the Trustees may from time to time determine.

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Objectives and Activities (continued)

In setting the Charity's objectives and planning activities, the Trustees have given regard to the latest guidance on public benefit published by the Charity Commission.

Mission Statement and Strategic Objectives

In accordance with Charity Commission guidelines, this year the Board reviewed and approved its Mission Statement and Strategic Objectives:

Mission Statement

- To steward funds to provide transformational bursaries which enable talented children to benefit from a Millfield education.

Strategic Objectives:

- To safeguard, invest and grow investment funds raised for bursaries.
- To support the School in delivering its fundraising strategy.
- To evaluate the impact of grant-making to inform future decisions.

The Charity works with Millfield, third party investment managers and donors to build sustainable funds. This provision is significantly affected by the success of fundraising initiatives undertaken by Millfield and the ability of delegated investment managers to grow the value of fixed asset investments.

FINANCIAL REVIEW

For the financial year ended 31 August 2024 the Charity generated net income before gains on investments of £277,238 (2023: £731,079 before loss on investments). The decrease was due to a drop in donation income of £584,385. However, investments portfolios performed strongly this year and yielded a gain on investment assets of £773,507 (2023: £115,749 loss). Net movement in funds after investment gain/ (loss) and other gains/ (losses) increased to £1,006,688 (2023: £607,936) an improvement of £398,752 on the previous year.

The reserves of the Charity increased by £1,006,688 to £6,439,677 at 31 August 2024 (2023: £5,432,989) and represent restricted funds of £6,439,677 (2023: £5,432,989). The reserves are held in order to fund the future activities of the Charity. These funds are restricted for the purpose of donations to Millfield who then used the donation to provide scholarships or bursaries to pupils where there is a financial need. The value of the individual restricted fund balances as at 31 August 2024 is shown as per note 9.

The reserves of the Charity are detailed in the Balance Sheet on page 11 of these financial statements. Broadly, they are made up of Fixed Asset Investments of £6,192,485 (2023: £5,137,679) and Net Current Assets of £247,192 (2023: £295,310).

The performance of the Fixed Asset Investments of £6,192,485 (2023: £5,137,679) are outlined below:

- The value of the investment managed by Waverton Investment Management Ltd as at 31 August 2024 was £4,485,184 (2023: £4,131,297). The investment portfolio had net gain on revaluation of £575,143 (2023: loss of £60,425) and yielded investment income of £119,148 (2023: £76,299) during the year.
- The value of the investment managed by Vanguard Investment UK Limited as at 31 August 2024 was £1,707,301 (2023: £991,862). The investment portfolio had net gain on revaluation of £198,599 (2023: loss of £8,138) and yielded investment income of £16,839 (2023: £Nil) during the year.
- The value of the investment managed by Rathbone Investment Management Ltd as at 31 August 2024 was £Nil (2023: £14,521). The investment portfolio had net loss on revaluation of £235 (2023: loss of £47,186) and yielded investment income of £129 (2023: £17,145) during the period.

Fundraising

The Charity benefits from the fundraising and administration services provided by Millfield. Fundraising is conducted through Millfield School's Foundation Office which seeks donations from former students, parents and other members of the School community. The School complies with the Fundraising Regulator's Code of Practice and seeks to build positive long-term relationships with potential donors.

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Financial Review (continued)

Reserves

The Trustees seek to grow reserves by means of substantial donations and investment returns. This enables the Charity to make a donation to Millfield. Short-term liquidity requirements mainly relate to donations to funds scholarship and bursary placements which fall due at the start of each term; the funds available for donation are usually determined before the start of each academic year. Millfield is able to determine which pupils should benefit from the Charity’s donation, and applies the awards to benefit pupils attending the school. In making the awards Millfield gives due care and attention to any restriction attached to the donation made from the Chairty.

The Trustees monitor the needs, risks and challenges faced by the Charity in both the short and medium term along with relevant financial forecasts to consider whether the reserves are sufficient to meet requirements.

Reserves as at 31 August:		2024	2023
	Note	£	£
Total Restricted Funds	9	6,439,677	5,432,989

Restricted Funds:

The Trustees note there are restricted reserves of £6,439,677 (2023: £5,432,989) and expect these will continue to grow with the ongoing fundraising initiatives to generate donation income and investment returns generated from investment portfolios.

The restricted funds comprise donations earmarked by the donors, or the terms of an appeal, for specific purposes. Restrictions are legally binding on the Trustees.

The Trustees do not envisage there being any difficulty in meeting current and/or future obligations of the Charity and note there is no financial dependence on key donors.

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TRUSTEES' RESPONSIBILITIES STATEMENT

The Trustees (who are also directors of Millfield Foundation for the purposes of Company law) are responsible for preparing the Report of the Trustees and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the Trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that period. In preparing these financial statements, the Trustees are required to:

- Select suitable accounting policies and then apply them consistently;
- Observe the methods and principles in the Charities SORP;
- Make judgments and estimates that are reasonable and prudent;
- State whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The Trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the charitable company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the Trustees are aware:

- There is no relevant audit information of which the charitable company's auditor is unaware; and
- The Trustees have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

The Report was approved by the Trustee Board of Millfield Foundation on 20 March 2025 and signed on its behalf by:



W J BUSHELL – CHAIR OF TRUSTEES

MILLFIELD FOUNDATION

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MILLFIELD FOUNDATION

Opinion

We have audited the financial statements of Millfield Foundation for the year ended 31 August 2024 which comprise the Statement of Financial Activities, Balance Sheet and Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 31 August 2024 and of the charitable company's net movement in funds, including the income and expenditure, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Charity in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Trustees' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the charitable company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Trustees with respect to going concern are described in the relevant sections of this report.

Other information

The Trustees are responsible for the other information. The other information comprises the information included in the Report of the Trustees. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MILLFIELD FOUNDATION

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MILLFIELD FOUNDATION

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Report of the Trustees (which includes the Directors' Report prepared for the purposes of Charity law) for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report which is included within the Report of the Trustees has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the charitable company and its environment obtained in the course of the audit, we have not identified material misstatements in the Report of the Trustees (which incorporates the Directors' Report).

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the charitable company; or
- the charitable company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies' exemptions in preparing the Report of the Trustees and from the requirement to prepare a strategic report.

Responsibilities of Trustees for the financial statements

As explained more fully in the Trustees' responsibilities statement set out on page 6, the Trustees (who are also the directors of the charitable company for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Trustees determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Trustees are responsible for assessing the charitable company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Trustees either intend to liquidate the charitable company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Based on our understanding of the charitable company and the environment in which it operates, we identified that the principal risks of non-compliance with laws and regulations related to Charity law, fundraising regulations and GDPR, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006 and the Charities Act 2011.

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INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MILLFIELD FOUNDATION

We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to inappropriate journal entries to income. Audit procedures performed by the engagement team included:

- Inspecting correspondence with regulator;
- Discussions with management including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Evaluating management's controls designed to prevent and detect irregularities; and
- Identifying and testing journals.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the charitable company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the charitable company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the charitable company and the charitable company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



Tracey Young (Senior Statutory Auditor)
For and on behalf of HaysMac LLP, Statutory Auditor

10 Queen Street Place
London
EC4R 1AG

17 April 2025

MILLFIELD FOUNDATION

STATEMENT OF FINANCIAL ACTIVITIES
FOR THE YEAR ENDED 31 AUGUST 2024

	Note	Total Restricted Funds 2024 £	Total Restricted Funds 2023 £
INCOME FROM:			
Donations	4	266,674	851,059
Investments	4	147,803	105,758
TOTAL INCOME		<u>414,477</u>	<u>956,817</u>
EXPENDITURE ON:			
Costs of raising funds	5	(27,636)	(28,664)
Donation	5	(97,750)	(185,913)
Governance & administration costs		(11,853)	(11,161)
TOTAL EXPENDITURE	5	<u>(137,239)</u>	<u>(225,738)</u>
NET INCOME BEFORE GAIN/ (LOSSES) ON INVESTMENTS		<u>277,238</u>	<u>731,079</u>
Gain/ (Loss) on investment assets	6	773,507	(115,749)
NET INCOME		<u>1,050,745</u>	<u>615,330</u>
OTHER GAINS/ (LOSSES)			
Losses on foreign exchange		(44,057)	(7,394)
NET MOVEMENTS IN FUNDS		<u>1,006,688</u>	<u>607,936</u>
RECONCILIATION OF FUNDS			
Total funds brought forward at 1 September	9	5,432,989	4,825,053
TOTAL FUNDS CARRIED FORWARD AT 31 AUGUST		<u>6,439,677</u>	<u>5,432,989</u>

The results for the period derive from continuing activities and there are no gains or losses other than those shown above.

The notes on pages 13 to 20 form part of these financial statements.

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BALANCE SHEET AS AT 31 AUGUST 2024

	Note	2024	2023
		£	£
FIXED ASSETS			
Investments	6	6,192,485	5,137,679
CURRENT ASSETS			
Debtors	7	5,451	71,567
Cash at bank and in hand		<u>285,082</u>	<u>240,733</u>
		290,533	312,300
CREDITORS			
Amounts falling due within one year	8	<u>(43,341)</u>	<u>(16,990)</u>
NET CURRENT ASSETS		<u>247,192</u>	<u>295,310</u>
NET ASSETS		<u>6,439,677</u>	<u>5,432,989</u>
CHARITY FUNDS			
Restricted income funds	9	<u>6,439,677</u>	<u>5,432,989</u>
TOTAL CHARITY FUNDS	9	<u>6,439,677</u>	<u>5,432,989</u>

These financial statements were approved by the Trustees on 20 March 2025 and signed on their behalf by:



W J BUSHELL

Chair of Trustees

The notes on pages 13 to 20 form part of these financial statements.

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**CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 AUGUST 2024**

	2024	2023
	£	£
Cash flow from operating activities		
Net income for period	1,006,688	607,936
Adjustment to cash flows from non-cash items:		
Investment income	(136,116)	(93,445)
Loss on foreign exchange differences	44,057	7,394
Net (gain) / loss on revaluation	(773,507)	115,749
Bank interest received	(11,687)	(12,313)
Working Capital adjustments:		
Decrease in debtors	66,116	413,516
Increase / (Decrease) in creditors	<u>26,351</u>	<u>(3,810)</u>
Net cash flow from operating activities	<u>221,902</u>	<u>1,035,027</u>
Cash flow from investing activities		
Payments to acquire investments	(1,475,419)	(2,577,040)
Receipts from sales of investments	<u>1,012,402</u>	<u>1,640,563</u>
Net cash flow from investing activities	<u>(463,017)</u>	<u>(936,477)</u>
Cash flow from financing activities		
Investment income	136,116	93,445
Bank interest income	<u>11,687</u>	<u>12,314</u>
Net cash flow from financing activities	<u>147,803</u>	<u>105,759</u>
Net (decrease) / increase in cash and cash equivalents	(93,312)	204,309
Cash and cash equivalents as at 1 September:	<u>437,342</u>	<u>233,033</u>
Cash and cash equivalents as at 31 August:	<u>344,030</u>	<u>437,342</u>
Cash and cash equivalents consists of:		
Cash at bank and in hand	285,082	240,733
Short term deposits	<u>58,948</u>	<u>196,609</u>
Cash and cash equivalents as at 31 August:	<u>344,030</u>	<u>437,342</u>

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The notes on pages 13 to 20 form part of these financial statements.

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NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 AUGUST 2024

GENERAL INFORMATION

The Charity is a company limited by guarantee, incorporated in England & Wales, and consequently does not have a share capital. Each of the members is liable to contribute an amount not exceeding £1 towards the assets of the company in the event of the Charity being wound up. The address of the Registered Office is provided on page 21 of these financial statements.

1. ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the financial statements are set out below and have remained unchanged from the previous year, and have been consistently applied within these accounts.

1.1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention with items recognised at cost or transaction value unless otherwise stated in the relevant notes to these accounts.

The financial statements have been prepared in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland issued in October 2019, the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS 102), the Charities Act 2011, the Companies Act 2006 and the UK Generally Accepted Accounting Practice.

The Charity constitutes a public benefit entity as defined by FRS102.

The effects of events in relation to the year ended 31 August 2024 which occurred before the date of approval of the financial statements by the Trustee Board, have been included in the statements to the extent required to show a true and fair view of the state of affairs as at 31 August 2024 and of the results for the year ended on that date.

The Trustees have reviewed the Charity's expectations and intentions for the next 12 months and they consider that the current and future sources of funding or support will be more than adequate for the Charity's needs. The Trustees have therefore adopted the going concern basis of accounting.

The financial statements are presented in Pounds Sterling which is the functional currency of the Charity and rounded to the nearest £1.

1.2. INCOME

Voluntary income is received by way of donations and gifts and is included in full in the Statement of Financial Activities when receivable.

Donated services and facilities are included at the value to the Charity where this can be quantified. The value of services provided by volunteers has not been included in these accounts.

Investment income such as dividends and coupons are recognised when the right to receive payment is established.

Incoming resources from charitable trading activities such as fundraising events, are accounted for when earned.

1.3. EXPENDITURE

Resources expended are recognised in the period in which they are incurred. Resources expended include attributable VAT which cannot be recovered.

Costs of raising funds comprise the costs associated with investment management fees.

MILLFIELD FOUNDATION

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 AUGUST 2024

Charitable expenditure comprises those costs incurred by the Charity in the delivery of its activities and services for its beneficiaries.

Governance costs include those costs associated with meeting the constitutional and statutory requirements of the Charity including direct and related support costs.

All costs are allocated between the expenditure categories of the SOFA on a basis designed to reflect the use of the resource.

1.4. FIXED ASSETS INVESTMENTS

Fixed assets investments in quoted shares, traded bonds and similar investments are initially measured at cost and subsequently at fair value at the reporting date. Investment gains and losses, whether realised or unrealised, are combined and reported within the Statement of Financial Activities.

1.5. INVESTMENT INCOME

Dividend income on quoted equities is recognised on an accruals basis when the securities are quoted 'ex-dividend'. Dividend income on unquoted equities is recognised when the dividend is declared.

Income from pooled investment vehicles is accounted for when declared by the fund manager.

Interest on funds held on deposit is included when receivable and the amount can be measured reliably by the Charity; this is normally upon notification of the interest paid or payable by the bank or received by the investment portfolio.

1.6. FINANCIAL INSTRUMENTS

The Charity only has financial assets and financial liabilities of a kind that qualifies as basic financial instruments. Basic financial instruments are initially recognised at transaction value and subsequently measured at their settlement value.

1.7. FUND ACCOUNTING

Restricted income funds are funds subject to a specific trust declared by the donor(s). They are expendable at the discretion of the Trustees in furtherance of the particular purpose of that Fund.

1.8. DEBTORS

Trade and other debtors are recognised at the settlement value due less provision required for bad or doubtful debts.

1.9. CREDITORS AND PROVISIONS

Creditors and provisions are recognised where the Charity has a present obligation resulting from a past event that will probably result in the transfer of funds to a third party and the amount due can be measured reliably. Creditors and provisions are normally recognised at their settlement amount allowing for any trade discounts due.

1.10. CASH AT BANK AND IN HAND

Cash at bank and in hand includes cash and short-term high liquid investments with a short maturity of less than three months from the date of acquisition or opening of the deposit or similar account.

2. TAXATION

The Company is a registered Charity and as such is entitled to tax exemptions on income and gains properly applied for its charitable purposes.

MILLFIELD FOUNDATION

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 AUGUST 2024

3. NET INCOME

	Total Restricted Funds 2024 £	Total Restricted Funds 2023 £
Net income is stated after charging:		
Audit Fees payable	11,760	11,040

4. ANALYSIS OF INCOME

	Total Restricted Funds 2024 £	Total Restricted Funds 2023 £
a. Donations		
Donations received	256,184	816,294
Gift aid received	10,490	34,765
	<u>266,674</u>	<u>851,059</u>
b. Investments		
Investment income	136,116	93,444
Interest Received	11,687	12,314
	<u>147,803</u>	<u>105,758</u>

MILLFIELD FOUNDATION

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 AUGUST 2024

5. TOTAL RESOURCES EXPENDED

	Donation to Millfield	Costs of raising funds	Governance & Admin Costs	Total Expenditure	Total Expenditure
	2024 £	2024 £	2024 £	2024 £	2023 £
Donation	97,750	-	-	97,750	185,913
Investment management					
Investment management fees	-	27,636	-	27,636	28,664
Governance & Administration					
Audit fees	-	-	11,760	11,760	11,040
Bank charges	-	-	80	80	121
Professional fees	-	-	13	13	-
	<u>97,750</u>	<u>27,636</u>	<u>11,853</u>	<u>137,239</u>	<u>225,738</u>
PRIOR YEAR					
	Donation to Millfield	Costs of raising funds	Governance & Admin Costs	Total Expenditure	Total Expenditure
TOTAL RESOURCES EXPENDED	2023 £	2023 £	2023 £	2023 £	2022 £
Donation	185,913	-	-	185,913	206,871
Investment management					
Investment management fees	-	28,664	-	28,664	31,699
Governance & Administration					
Accountancy fees	-	-	-	-	6,600
Audit fees	-	-	11,040	11,040	9,600
Bank charges	-	-	121	121	69
Professional fees	-	-	-	-	164
	<u>185,913</u>	<u>28,664</u>	<u>11,161</u>	<u>225,738</u>	<u>255,003</u>

MILLFIELD FOUNDATION

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 AUGUST 2024

6. INVESTMENTS

	2024	2023
	£	£
Market value as at 1 September 2023	5,137,679	4,276,466
Additions at cost	1,475,419	2,577,040
Disposals at market value	(1,012,402)	(1,640,563)
Net gain / (loss) on revaluation	773,507	(115,749)
Loss on foreign exchange differences	(44,057)	(7,394)
Net (decrease) / increase in cash deposits	(137,661)	47,880
Market value as at 31 August 2024	<u>6,192,485</u>	<u>5,137,679</u>

Investments can be further analysed as follows:

	2024	2023
	£	£
Listed investments	6,133,537	4,941,070
Cash and settlements pending	<u>58,948</u>	<u>196,609</u>
	<u>6,192,485</u>	<u>5,137,679</u>

The investments are held primarily to provide an investment return for the Charity which enables the Charity to make a donation to Millfield.

7. DEBTORS

	2024	2023
	£	£
Amount due from Millfield	<u>5,451</u>	<u>71,567</u>
	<u>5,451</u>	<u>71,567</u>

8. CREDITORS – AMOUNTS DUE WITHIN ONE YEAR

	2024	2023
	£	£
Accruals	17,030	16,990
Other creditors	<u>26,311</u>	<u>-</u>
	<u>43,341</u>	<u>16,990</u>

MILLFIELD FOUNDATION

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 AUGUST 2024

9. STATEMENT OF FUNDS

Fund Name	As at 1 September 2023	Income	Expenditure*	Gain on investment	Transfer	As at 31 August 2024
RESTRICTED FUNDS						
General Fund	2,120,666	185,081	(78,110)	301,876	-	2,529,513
Erika Olde Scholarship Fund	739,539	18,065	(13,501)	102,518	-	846,621
RJOM Fund	500,728	15,653	(14,225)	69,548	-	571,704
Guy Bennett Scholarship Fund	870,913	21,257	(23,145)	120,776	-	989,801
PMJ Fund	207,664	24,596	(2,799)	29,942	-	259,403
Tom Maynard Fund	7,158	176	(93)	999	-	8,240
Holmcroft Scholarship Fund	154,833	126,415	(3,060)	34,124	-	312,312
St Anne's Scholarship Fund	45,427	1,117	(588)	6,341	-	52,297
Sir Gareth Edwards Rugby Scholarship Fund	154,880	6,909	(13,873)	20,854	-	168,770
The Sumner Fund	630,188	15,184	(31,889)	86,390	-	699,873
Tyrone Mings Scholarship Fund	993	24	(13)	139	-	1,143
TOTAL RESTRICTED FUNDS	5,432,989	414,477	(181,296)	773,507	-	6,439,677

* Expenditure includes losses on foreign exchange

MILLFIELD FOUNDATION

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 AUGUST 2024

PRIOR YEAR STATEMENT OF FUNDS

Fund Name	As at 1 September 2022	Income	Expenditure*	Loss on investment	Transfer	As at 31 August 2023
<u>RESTRICTED FUNDS</u>						
General Fund	1,474,024	810,557	(136,948)	(26,436)	(531)	2,120,666
Erika Olde Scholarship Fund	762,380	13,574	(16,106)	(20,309)	-	739,539
RJOM Fund	516,293	12,615	(14,440)	(13,740)	-	500,728
Guy Bennett Scholarship Fund	895,819	15,970	(17,017)	(23,859)	-	870,913
PMJ Fund	202,501	11,879	(1,417)	(5,299)	-	207,664
Tom Maynard Fund	7,271	130	(50)	(193)	-	7,158
Holmcroft Scholarship Fund	145,841	13,884	(1,007)	(3,885)	-	154,833
St Anne's Scholarship Fund	46,141	829	(315)	(1,228)	-	45,427
Gallifrey Scholarship Fund	7,430	-	(7,736)	(225)	531	-
Sir Gareth Edwards Rugby Scholarship Fund	135,529	34,852	(11,885)	(3,616)	-	154,880
The Sumner Fund	630,815	42,509	(26,204)	(16,932)	-	630,188
Tyrone Mings Scholarship Fund	1,009	18	(7)	(27)	-	993
TOTAL RESTRICTED FUNDS	4,825,053	956,817	(233,132)	(115,749)	-	5,432,989

* Expenditure includes losses on foreign exchange

- **Income:** Represents Donations and Gift Aid received by each fund together with Investment Income as allocated to the specific fund on the basis of quarterly average fund values.
- **Expenditure:** Represents donations made by each fund together with Investment Management Fees as allocated to the specific fund on the basis of quarterly average fund values. Other expenses are allocated to the General Fund.
- **Gain/(loss) on Investment:** Allocated to the specific fund on the basis of quarterly average fund values.

MILLFIELD FOUNDATION

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 AUGUST 2024

Purposes of Restricted Funds:

The restricted funds with provide donations to enable Millfield to award scholarships and bursaries to current and prospective pupils of any school operated by or otherwise associated with Millfield in line with the following objectives:

- The General Fund - current and prospective pupils of any school operated by or otherwise associated with Millfield.
- The Erika Olde Scholarship Fund - talented dyslexic pupils, where there is a financial need.
- The RJOM Fund - children of Old Millfieldians, where there is a financial need.
- The Guy Bennett Scholarship Fund - pupils displaying exceptional talent in the Arts, where there is a financial need.
- The PMJ Fund - sixth-form academically able pupils with other talents such as leadership qualities, music, drama, art & sport where there is financial need.
- The Tom Maynard Fund - pupils displaying exceptional talent in the sport of cricket, where there is financial need.
- The Holmcroft Scholarship Fund - pupils boarding at Holmcroft House at Millfield where there is financial need.
- The St Anne's Scholarship Fund - pupils boarding at St Anne's House at Millfield where there is financial need.
- The Gallifrey Scholarship Fund - sixth-form pupils where there is financial need.
- The Sir Gareth Edwards Rugby Scholarship Fund - annual rugby scholarship to a pupil at Millfield where there is financial need.
- The Sumner Fund - female pupils with a bias towards science and who otherwise would not afford the fees.
- The Tyrone Mings Scholarship Fund - pupils displaying exceptional talent in the sport of football.

10. COMPANY LIMITED BY GUARANTEE

The Charity, which is a private Company, is limited by guarantee and does not have a share capital. The ultimate controlling party is Millfield, a company registered in England and Wales.

11. RELATED PARTY TRANSACTIONS

Donation income is collected directly by Millfield Foundation and indirectly via Millfield. Any donations that are collected by Millfield are transferred to the Charity. Millfield School collected donations of £161,554 (2023: £847,935) and transferred £156,103 (2023: £776,368) within the year, the balance of £5,451 (2023: £71,567) included within other debtors.

Trustees and their related parties made aggregate donations of £102,640 (2023: £48,575) during the year to Millfield Foundation.

Millfield made a donation of £Nil in the year (2023: £500,000) of which £Nil (2023: £Nil) was outstanding as at the year end. There have been no other related party transactions during the year.

12. TRUSTEES' REMUNERATION AND EXPENSES

The Trustees have not received any remuneration for their services during the year. Any Trustee expenses incurred for travel and subsistence are reimbursed by Millfield.

MILLFIELD FOUNDATION

TRUSTEES, ADVISORS AND KEY STAFF FOR THE YEAR ENDED 31 AUGUST 2024

TRUSTEES:

B Alizadeh
R K Bennett
W J Bushell
E S Decamp (appointed 19 January 2024)
T P Griffiths
P M Johnson
D B A Pinto
M A L Simon
A H West

SECRETARY:

M D Shaw (appointed 20 June 2024)
R K Summerhayes (resigned 24 June 2024)

REGISTERED OFFICE:

Millfield
Butleigh Road
Street
England
BA16 0DY

REGISTERED NUMBERS:

Company	06370560
Charity	1121630

AUDITORS:

HaysMac LLP
10 Queen Street Place
London
EC4R 1AG

BANKERS:

HSBC
41 Southgate Street
Bath
BA1 1TN

SOLICITORS:

Veale Wasborough Vizard Bristol
Narrow Quay House
Narrow Quay
Bristol
BS1 4QA

INVESTMENT MANAGERS:

Rathbone Investment Management Limited
Port of Liverpool Building
Pier Head
Liverpool
L3 1NW

Vanguard Investments UK Limited
The Walbrook Building
25 Walbrook
London
EC4N 8AF

Waverton Investment Management Ltd
16 Babmaes Street
London
SW1Y 6AH

MILLFIELD FOUNDATION

THE FOLLOWING PAGES ARE FOR THE INFORMATION
OF THE TRUSTEES ONLY.

THEY DO NOT FORM PART OF THE STATUTORY ACCOUNTS.

MILLFIELD FOUNDATION

INCOME AND EXPENDITURE ACCOUNT FOR THE YEAR ENDED 31 AUGUST 2024

		2024 £	2023 £
INCOME			
Sir Gareth Edwards Rugby Scholarship Fund Donations		3,200	27,150
General Fund Donations		114,097	744,387
RJOM Fund Donations		2,727	2,747
Sumner Fund Donations		-	25,000
PMJ Fund Donations		15,710	7,010
Holmcroft Scholarship Fund Donations		120,450	10,000
		<hr/>	<hr/>
		256,184	816,294
Gift Aid Received	10,490		34,765
	<hr/>		<hr/>
		10,490	34,765
		<hr/>	<hr/>
		266,674	851,059
EXPENSES			
Donation to Millfield	(97,750)	(185,913)	
Investment Management Expenses	(27,636)	(28,664)	
Audit Fees	(11,760)	(11,040)	
Bank Charges	(80)	(121)	
Professional fees	(13)	-	
	<hr/>	<hr/>	
		(137,239)	(225,738)
		<hr/>	<hr/>
OPERATING SURPLUS		129,435	625,321
INVESTMENT INCOME AND INTEREST RECEIVABLE			
Bank Interest	11,687	12,314	
Investment Income	136,116	93,444	
	<hr/>	<hr/>	
		147,803	105,758
		<hr/>	<hr/>
SURPLUS FOR THE YEAR EXCLUDING GAIN/ (LOSS) ON INVESTMENTS AND OTHER		277,238	731,079
		<hr/> <hr/>	<hr/> <hr/>

