# GOVERNANCE FRAMEWORK

**Creative Makers CIC**
Company Limited by Guarantee
Registered in England & Wales

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## 1. Legal Status

Creative Makers CIC is a Community Interest Company Limited by Guarantee, incorporated in England and Wales under the Companies Act 2006 and regulated by the Office of the Regulator of Community Interest Companies.

The Company operates in accordance with:

- The Companies Act 2006
- The Community Interest Company Regulations 2005
- Its Articles of Association
- Its Community Interest Statement

The Company has no shareholders. The liability of members is limited by guarantee.

The Directors of the Company are also the Members.

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## 2. Purpose & Community Benefit

Creative Makers CIC exists to provide creative arts education and inclusive learning opportunities for children, promoting wellbeing, accessibility and community engagement.

The Company operates for community benefit and is subject to the statutory asset lock. Any surplus generated is reinvested into furthering the Company's social objectives.

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## 3. Governance Structure

The Company is governed by a Board of five Directors.

### Current Directors:

- Rebecca Knee (Chair)
- Jane Richards (Director)
- Leah Hardwood (Director)

Three Directors (Jane Richards and Leah Hardwood) act in an independent non-executive capacity.

The Board retains collective responsibility for the governance, strategy and oversight of the Company.

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# 4. Duties of Directors

All Directors recognise and discharge their statutory duties under the Companies Act 2006, including:

- Acting within powers
- Promoting the success of the Company
- Exercising independent judgement
- Exercising reasonable care, skill and diligence
- Avoiding conflicts of interest
- Not accepting benefits from third parties
- Declaring interests in proposed transactions

Directors are required to act in the best interests of the Company and its beneficiaries at all times.

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# 5. Board Meetings & Decision-Making

The Board meets quarterly, with additional meetings convened where required.

Quorum is three Directors.

Decisions are made by simple majority of those present and eligible to vote.

Formal minutes are taken at each meeting and retained as part of the Company's statutory records.

Where a conflict of interest arises, the affected Director withdraws from discussion and voting.

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# 6. Conflicts of Interest

The Company recognises the existence of related-party relationships and manages these in accordance with statutory obligations and good governance practice.

Declared conflicts include:

- A Director leases studio premises to the Company.
- A Director provides paid teaching services to the Company.
- Two Directors are married.

The Company maintains a Register of Interests.

In the event of a matter involving a declared conflict:

- The conflicted Director declares the interest.
- The interest is recorded in the minutes.
- The conflicted Director withdraws from deliberation and decision.
- Independent Directors determine the outcome.

All related-party transactions are conducted on terms considered reasonable and in the best interests of the Company.

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# 7. Safeguarding Governance

Creative Makers CIC works exclusively with children.

The Company has appointed Safeguarding Leads:

- Rebecca Knee
- Ellen Vellacott

The Board retains oversight of safeguarding compliance and ensures:

- Appropriate DBS checks are obtained.
- Safeguarding concerns are reported and managed appropriately.
- Safeguarding remains a standing agenda item at Board meetings.

Safeguarding policy is reviewed regularly.

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# 8. Financial Oversight & Controls

The Board holds collective responsibility for financial governance.

The Company operates the following controls:

- Dual signatory requirement on bank transactions (non-related signatories).
- Engagement of an external accountant.
- Preparation and submission of statutory accounts.
- Quarterly financial review by the Board.
- Maintenance of financial records in accordance with statutory requirements.

Spending authorities are defined as follows:

- Expenditure up to £500: operational authority.
- £500–£2,500: approval by two Directors.
- Above £2,500: Board approval.

Any expenditure involving a related party requires approval by non-conflicted Directors.

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# 9. Risk Management

The Company maintains:

- A Risk Register
- Activity-specific risk assessments
- Health and Safety policy

Risks are reviewed quarterly by the Board.

The Board is responsible for identifying strategic, operational, financial and safeguarding risks.

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# 10. Accountability & Community Engagement

The Company remains accountable to its beneficiaries through:

- Parent and participant feedback
- Surveys
- Informal consultation
- Ongoing evaluation of services

The Board considers feedback when setting strategic direction.

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# 11. Review

This Governance Framework is reviewed annually by the Board.

Adopted by the Board of Creative Makers CIC.

Signed:

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Rebecca Knee
Chair

Date: ____10.01.2026_____