

**Registered No: 09928856**  
**Charity No: 1166323**

**UPP Foundation**  
**(a company limited by guarantee)**

**Report and financial statements**

**For the year ended 31 August 2019**

# **UPP Foundation**

## **Report and financial statements**

### **for the year ended 31 August 2019**

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# **UPP Foundation Report of the Trustees for the year ended 31 August 2019**

## **Legal and Administrative Details**

### **Status**

The organisation is a charitable company limited by guarantee, incorporated on 23 December 2015 and registered as a charity on 1 April 2016.

The company was established under a Memorandum of Association which established the objects and powers of the charitable company and is governed under its Articles of Association.

### **Administrative Details**

Charity number: **1166323**  
Company number: **09928856**

Registered Office: 40 Gracechurch Street, London, EC3V 0BT

Bankers: Barclays Bank plc, 1 Churchill Place, London, E14 5HP

Independent Auditor: Grant Thornton UK LLP, Victoria House, 199 Avebury Boulevard, Milton Keynes, MK9 1AU

### **Directors and Trustees**

J Wakeford (appointed 1 April 2019)  
J E Mildren  
M Stuart  
R Bailey-Watts (resigned 31 December 2018)

## **Structure, governance and management**

The Trustees are pleased to present their report and financial statements for the year ended 31 August 2019. The comparative results covering the year ended 31 August 2018.

The legal and administrative details set out on page 1 form part of this report. The financial statements have been prepared in accordance with the accounting policies set out in note 2, the Charities Act 2011 and the Statement of Recommended Practice: 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 (FRS 102) (effective 1 January 2015).

The directors of the charitable company (the "Charity") are its Trustees for the purpose of charity law and throughout this report are collectively referred to as the Trustees. The Trustees who served during the year are shown on page 1.

The Trustees are appointed in joint consultation with the senior management of UPP Group Holdings Limited for a renewable term of 3 years. Trustees are selected on the strength of their relevant knowledge and experience, and several have been drawn from across the UPP Group. New Trustees are fully briefed on the objectives of the Charity and their role as Trustees.

The Trustees are responsible for determining the overall strategy of the UPP Foundation. They are responsible for reviewing and making decisions on the Charity's grant-giving activities with reference to the UPP Foundation's charitable objectives.

# UPP Foundation

## Report of the Trustees (continued)

### for the year ended 31 August 2019

#### Structure, governance and management (continued)

In determining the Charity's strategy, the Trustees consider the guidance of the Charity's Advisory Board. The Advisory Board members are selected for their expertise and experience of the higher education sector, and include university vice-chancellors, policy experts and politicians. The members meet to consider key issues impacting the higher education sector, providing independent views and suggestions for how the Charity can best meet its objectives.

The Trustees have delegated the day to day administration of the Charity to UPP Group Holdings Limited. UPP Group Holdings Limited is responsible for company secretarial services and all aspects of the financial administration of the Charity.

UPP Group Holdings Limited is the primary donor to the Charity donating £266,409 (2018: £300,000) during the year. In addition, UPP Group Holdings Limited is the sole member of the Charity, having given an undertaking to contribute an amount not exceeding £1 in the event of the Charity being wound up. Other than the appointment of Trustees as described above, UPP Group Holdings Limited has no involvement or influence over the Charity's activities and grant making decisions.

#### Objectives and principal activities

The UPP Foundation has been established as an independent charity by UPP Group Limited, a subsidiary company within UPP Group Holdings Limited ('UPP'), the leading provider of on campus student accommodation and facility management services in partnership with fifteen UK universities. The objective of UPP Foundation is to enhance partnership and innovation in the higher education sector and within our communities by awarding grants and providing a platform for debate to:

- Increase access and retention to higher education;
- Improve employability;
- Enhance civic universities; and
- Develop global citizens.

During the year, the Charity received income of £266,409 from UPP Group Holdings Limited (as a single annual donation) and had £201,127 of expenditure in furtherance of its objectives. In addition, the Charity has several multiple-year grant commitments which total £188,613 at 31 August 2019, of which £40,909 have been accrued for in this year's accounts.

The Trustees' Terms of Reference outlines their responsibilities to ensure that the Charity adheres to its objectives. The Trustees confirm that they have referred to the guidance contained in the Charity Commission's general guidance on public benefit when reviewing the Charity's aims and objectives, and in planning future activities and setting the grant-making policy for the year.

#### How the Charity's activities deliver public benefit

The UPP Foundation has a focus on education, particularly in the context of the higher education sector, where the expertise of the Charity's promoting body, UPP, lies. This focus is reflected in the Charity's objects. Within a higher education context, the Charity's activities are focussed on the following strategic themes:

- Increasing access and retention – supporting projects and research that help to increase access and retention in higher education, particularly for disadvantaged students.
- Improving employability – supporting projects and research to help students succeed after university.
- Enhancing civic universities – supporting projects and research that help to improve the social impact of a university on its local community.
- Developing global citizens – supporting projects and research to broaden the cultural understanding of students from different nations.

The Charity's core activities are: (1) grant-making; and (2) providing a platform for education, research and public debate on issues affecting the higher education sector.



# **UPP Foundation**

## **Report of the Trustees (continued)**

### **for the year ended 31 August 2019**

#### **How the Charity's activities deliver public benefit (continued)**

##### *Grant-making*

There are three categories of grant recipient:

- universities which support projects and activities in line with the "strategic themes" outlined above;
- other institutions and charities within the education sector; and
- charities working outside of the education sector.

##### *Providing a platform for education, research and public debate*

The Charity facilitates thought leadership, discussion and research on issues of interest or concern affecting the higher education sector, on an appropriately balanced basis.

The Charity's work facilitates a range of charitable activities that provide public benefit. Students and potential students of universities and educational institutions, and the beneficiaries of charities working in the higher education sector will benefit from the grants which the Charity provides to those organisations. The Charity's work in providing a forum for discussion and debate on key issues in the higher educational sector will be informative for, and increase the understanding of, the general public. These activities will also result in improvements in higher education which will positively impact on the experiences of students in this context.

The Charity will benefit:

- Students and potential students through opportunities arising from the Charity's grant-making activities and improvements to higher education which will result from the Charity's facilitation of research, debate and learning on key issues in the higher education sector; and
- The general public through improvements to the higher education sector and the funding of charitable activities and projects.

##### *Rolling commitments*

##### **Grants**

As a result of existing commitments, the UPP Foundation did not commit to any new grants in 2018-19 but continued to fund and support several multi-year projects, and single year schemes which cut across financial years. All of these are funded by the donations received from UPP Group Holdings Limited. These include:

In 2015/16 the Prince's Trust was awarded £100,000 over four years to support their Progression Mentoring scheme. This is a project that helps disadvantaged young people access higher education, training and the professions. This grant is reviewed annually by the trustees and it is decided whether the commitment will continue or not for each of the 4 years.

In 2015/16 Birkbeck University of London was awarded £38,535 for a project that is attempting to find out why men, care leavers and refugees are less likely to use the University's counselling service. It will then tailor communications and practice around its findings to improve engagement. This is reviewed annually by the trustees and the final payment is due on the condition the final impact report is received.

In 2017/18 Student Minds was awarded £100,000 for a four-year project to establish the University Mental Health Charter. The Charter will assess universities approach to student mental health and award Charter status to institutions providing good practice. This is reviewed by the trustees and payments are approved upon receipt of impact reports each year.

In 2017/18 Ark Schools was awarded £32,500, for a multi-year project to support pupils at Ark schools studying BTEC to be better prepared for University. Payments are made once the trustees receive and approve interim and final impact reports each year.

## **UPP Foundation Report of the Trustees (continued) for the year ended 31 August 2019**

### **How the Charity's activities deliver public benefit (continued)**

In 2017/18 the National Network for the Education of Care Leavers was awarded £33,554 to establish a Care Leaver Quality Mark. The Quality Mark will assess procedures, policies and outcome of universities support regarding care leavers. This is reviewed by the trustees and payments are approved upon receipt of impact reports each year.

In 2017/18 Unlock was awarded £19,660 to support policies and practice at three universities to ensure students with a criminal record can successfully access and transition into higher education. This is reviewed by the trustees and payments are approved upon receipt of impact reports each year.

In 2017/18 Universities UK International was awarded £69,025 for a three-year scheme to support students to study, work & volunteer abroad as part of their academic programme. This is reviewed by the trustees and payments are approved upon receipt of impact reports each year.

In 2017/18 the University of Exeter was awarded £21,548 for a co-living scheme where students volunteer to socialise with care home residents for 10 hours per week in return for discounted accommodation. The final instalment is due after receipt of the overall impact report.

In 2017/18 the Reading Real Estate Foundation was awarded £40,000 for a multi-year scheme to fund a summer school where pupils spend a week getting a taste of real estate programmes. The final payment is now due for the costs of the rooms used, this is only payable once the final impact report is received.

In 2017/18 The Access Project was awarded £20,000 for an alumni programme to help understand what access project alumni go on to do at university & whether they need to revise their support to make sure their alumni are better prepared for the university experience. The final instalment is due upon receipt of the overall project impact report.

### *Public Policy*

We provide a public policy and thought-leadership platform enabling sector leaders, experts and the wider public the opportunity to debate the future of higher education. The key outputs were:

#### UPP Foundation Civic University Commission

The UPP Foundation Civic University Commission was an independent commission that was launched in March 2018. It brought together experts from across Higher Education and from outside. It was established and funded by the UPP Foundation and was also supported by Shakespeare Martineau and Universities UK.

Established to investigate the role universities play in their host towns, cities and communities, it was run like a travelling select committee with four formal public evidence sessions, several smaller private events and written submissions from 57 organisations.

Following the year-long inquiry, the Commission published its final report in February 2019.

The headline finding was that while there continues to be a significant amount of civic engagement up and down the UK, the Commission rarely found an approach based on the real needs of its local area. Therefore, the Commission recommended that universities establish Civic University Agreements (CUA)s. The aims of these Agreements are to provide a clear strategic plan, rooted in a robust analysis of local need. Co-signed by local partners, the Agreements will be a public declaration of a university's civic priorities and how they will deliver them in partnership. So far, 58 Vice-Chancellors have pledged to develop a CUA.



# UPP Foundation

## Report of the Trustees (continued)

### for the year ended 31 August 2019

#### How the Charity's activities deliver public benefit (continued)

As a result of the big impact of the Commission and the CUA movement it has created, the UPP Foundation ran a conference in July 2019 for universities which made the CUA pledge. At this conference, the Foundation published a guide for developing a Civic University Agreement, and the Director of Fair Access at the Office for Students, Chris Millward, published a report on the synergies between Access and Participation Plans and CUAs.

Next year the Foundation plans on establishing a separate body – the Civic University Network – which will support participating universities by providing a platform to share best practice, develop a peer-review model for CUAs and advocate for the civic role.

#### The Commissioners

- Lord Kerslake (Chair, former Head of the Civil Service and Chair of Sheffield Hallam University Board of Governors)
- Professor John Goddard OBE (Deputy Chair, Former Deputy Vice Chancellor University of Newcastle and author of The Civic University: the Policy and Leadership Challenges)
- Baroness Bakewell (Journalist and President of Birkbeck, University of London)
- Dinah Caine CBE (Creative Industries Council, Chair of Goldsmiths, University of London)
- Professor Glyn Davis (Former Vice-Chancellor, University of Melbourne)
- Amatey Doku (Vice-President Higher Education, National Union of Students)
- David Frost CBE, DL (Chairman of the Stoke-on-Trent and Staffordshire Local Enterprise Partnership, Governor and Chair of Educational Common Board, Coventry University)
- Smita Jamdar (Partner, Shakespeare Martineau)
- Alistair Jarvis (Chief Executive, Universities UK)
- Nick King (Former Special Adviser to the Secretary of State for DCLG)
- Diane Lees CBE (Director-General, Imperial War Museums)
- Dr Paul Marshall (Chair of UPP Foundation)
- Professor Mary Stuart (Vice-Chancellor, University of Lincoln)
- Professor Steve West CBE (Vice-Chancellor, University of West of England and Chair of West of England LEP)
- Professor William Whyte (Professor of Social and Architectural History, University of Oxford and author of Redbrick, the History of Britain's Civic Universities)

In addition to the commission, the Foundation

1. Held the UPP Foundation's inaugural lecture and dinner. Guest speaker was Professor Glyn Davis the Vice-Chancellor of the University of Melbourne. Around 80 sector leaders and policy makers attended the flagship event at the Globe Theatre's Swan Restaurant.
2. Held three public panels with the higher education media organisation Wonkhe on key higher education issues. These took place at the University of Liverpool's London Campus and were open to all and free to attend.
3. Supported the establishment of a higher education podcast 'The University Show', with higher education media organisation Wonkhe.

# UPP Foundation

## Report of the Trustees (continued)

### for the year ended 31 August 2019

#### Grant-making policy

The UPP Foundation's grant-making is guided by its four main themes:

##### *1. Increasing access and retention to higher education*

Everyone with the potential and ambition to go to and succeed at university should have the ability to do so, regardless of background, family income or disability. Yet there are still too many barriers to access for under-represented groups and too many challenges to overcome once there for students who face problems, such as health issues or financial difficulties. The Charity looks to support projects that raise aspiration and wherewithal amongst students from disadvantaged and low-participating backgrounds and support schemes that mitigate against challenges that prevent students from completing their studies.

##### *2. Improving employability*

Employment is vital for economic and social wellbeing, so it is of no surprise that most students who enter higher education do so in the hope of securing fulfilling employment. Graduates fare better than non-graduates in the jobs market, but employers continue to complain that students and young people more widely do not have the skills to succeed in the workplace. The Charity looks to support innovative projects that enhance young peoples' social capital and skills development that are important in helping them become employable.

##### *3. Enhancing civic universities*

Universities enrich our cities, towns and regions through community access to lifelong education programmes, music culture and the arts, sporting facilities and public engagement events. This strengthens the place they are part of and helps universities become the civic anchor of their communities. The Charity looks to support projects that help foster partnership and collaboration between universities and their local communities.

##### *4. Developing global citizens*

Technological innovation has rapidly increased the interconnected and interdependent nature of our world. To thrive in the 21st Century we need to understand and preserve cultural diversity, as well as embrace our commonly shared values of pluralism, equality and tolerance. Universities are at the forefront of advancing the concept of global citizenship through their international activities such as student exchange schemes and transnational education programs. The Charity looks to support projects within the higher education sector that promote global citizenship.

In addition to addressing these key themes the Charity actively seeks to support projects which;

- Display a new or innovative approach to tackling the key outlined themes.
- Demonstrate a commitment to collaboration and/or partnership working.
- Present a clear plan for long-term sustainability once the Charity's support ceases.
- Allow the Charity to make a unique contribution that adds measurable value to the project.

The UPP Foundation will:

- Fund innovative organisations that share the Charity values and vision.
- Typically fund universities and registered charities in the UK – both those registered with the Charity Commission or The Office of the Scottish Charity Regulator (whichever is appropriate).
- Consider applications from non-registered groups with a clear social purpose, social enterprises, community groups and other charitable bodies.
- Fund organisations that understand the importance of outcome and impact measurement through the capture and recording of accurate data.



# **UPP Foundation**

## **Report of the Trustees (continued)**

### **for the year ended 31 August 2019**

#### **Objectives for the Following Year**

Following on from the conclusion of the Civic University Commission the charity plans on establishing the Civic University Network. Via a competitive process this Network will be hosted by a university, charity or sector body, and will provide best-practice support to participating universities.

The Foundation will provide a number of grants to universities, charities and other organisations that have a social purpose, in order to tackle key issues within its four themes.

It will also provide a policy platform by partnering with policy organisations to host events and publish research on the future of higher education.

#### **Reserves policy**

The Charity holds financial reserves to secure and protect its ability to fulfill its mission and charitable purpose. Funding received is allocated towards funded projects and operational costs to achieve the Charity's objectives based on the level of reserves at any given time. The Charity is also in recognition of the in-kind contributions which have been absorbed by UPP Group Holdings Limited.

The Foundation's level of reserves is carefully monitored and will be annually reviewed to ensure it is deemed sufficient to exceed the criteria outlined above.

The reserves at the end of the reporting period were £222,000 (2018: £283,000).

#### **Financial and performance review**

Details of the financial performance are set out in the Statement of Financial Activities on page 9. The Charity is reliant on a recurrent donation from UPP Group Holdings Limited for its income as the main donor.

Total donations of £266,409 (2018: £300,000) were received from UPP Group Holdings Limited during the financial year. This was in line with budget and the Trustees' expectations.

During the financial year there was a net decrease in funds of £61,000 (2018: £44,000 increase).

During the financial year UPP Foundation ran a ticketed event. The ticketed event was the UPP Foundation's Civic University Conference, held at Woburn House on 19 July 2019. This event brought together around 100 colleagues from universities which have pledged to develop a Civic University Agreement, the key recommendation from the Foundation's Civic University Commission. The conference included a range of sessions and workshops to support the implementation of the Agreements. Income generated this totaled £12,000.

#### **Going concern**

The financial statements have been prepared on a going concern basis which the Trustees believe to be appropriate. The Charity is dependent upon a recurrent donation from UPP Group Holdings Limited for its income. Charity Trustees believe that UPP Group Holdings Limited will continue to make available such funds as are needed by the Charity for at least 12 months from the date of approval of these financial statements.

This should enable the Charity to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. The Trustees acknowledge that there can be no certainty that the financial support will continue, although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

# UPP Foundation

## Report of the Trustees (continued) for the year ended 31 August 2019

The COVID-19 outbreak in the UK and the rest of the world has entailed significant disruption for higher education (HE) and many other sectors. The overarching priority for the Foundation is to work closely and effectively, together with our partners, to ensure our activities remain unchanged. Charity's Trustees believe that the planned donation from UPP Group Holdings remains unchanged. On this basis UPP Foundation is not expecting an impact on revenues for the 2020/21 year.

### Trustees' responsibilities statement

The Trustees (who are also directors of the Charity 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 regulations.

Company law requires the Trustees to prepare financial statements for each financial year. Under that law the Trustees have elected to prepare financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the Trustees must not approve the financial statements unless they are satisfied that they 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 methods and principles in the Charities SORP (FRS 102);
- make judgements and estimates that are reasonable and prudent; and

The Trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charitable company's transactions and disclosure with reasonable accuracy at any time. 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.

### Disclosure of information to auditor

So far as each of the trustees at the time the report is approved are aware:

- there is no relevant audit information of which the auditors are unaware and;
- that they have taken all the steps they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information

### Qualifying third party indemnity provisions

During the year and up to the date of this report, the Charity maintained liability insurance and third-party indemnification provisions for its trustees, under which the Charity has agreed to indemnify the directors to the extent permitted by law in respect of all liabilities to third parties arising out of, or in connection with, the execution of their powers, duties and responsibilities of the Company

### Small company provisions

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006.

On behalf of the Trustees:



**Jon Wakeford**  
Trustee  
12 August 2020



# UPP Foundation

## Independent auditor's report to the members of UPP Foundation

### Opinion

We have audited the financial statements of UPP Foundation (the 'charitable company') for the year ended 31 August 2019, which comprise the Statement of Financial Activities, the Balance Sheet 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 2019 and of its incoming resources and application of resources including, its 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 have been appointed as auditor under the Companies Act 2006 and report in accordance with regulations made under that Act. 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 charitable company 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.

### The impact of macro-economic uncertainties on our audit

Our audit of the financial statements requires us to obtain an understanding of all relevant uncertainties, including those arising as a consequence of the effects of macro-economic uncertainties such as Covid-19 and Brexit. All audits assess and challenge the reasonableness of estimates made by the trustees and the related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the charitable company's future prospects and performance. Covid-19 and Brexit are amongst the most significant economic events currently faced by the UK, and at the date of this report their effects are subject to unprecedented levels of uncertainty, with the full range of possible outcomes and their impacts unknown. We applied a standardised firm-wide approach in response to these uncertainties when assessing the charitable company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a charitable company associated with these particular events.

### Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the trustees' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the trustees have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the charitable company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

## **UPP Foundation**

### **Independent auditor's report to the members of UPP Foundation (continued)**

In our evaluation of the trustees' conclusions, we considered the risks associated with the charitable company's business model, including effects arising from macro-economic uncertainties such as Covid-19 and Brexit, and analysed how those risks might affect the charitable company's financial resources or ability to continue operations over the period of at least twelve months from the date when the financial statements are authorised for issue. In accordance with the above, we have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the charitable company will continue in operation

#### **Other information**

The trustees are responsible for the other information. The other information comprises the information included in the Trustees' Annual Report, set out on pages 1 to 8 other than the financial statements and our auditor's report thereon. 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.

#### **Opinion 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 for the financial year for which the financial statements are prepared is consistent with the financial statements.
- The Report of the Trustees has been prepared in accordance with applicable legal requirements.

#### **Matter on which we are required to report under the Companies Act 2006**

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.

#### **Matters on which we are required to report by exception**

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, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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 trustees were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report or in preparing the Report of the Trustees.



## **UPP Foundation**

### **Independent auditor's report to the members of UPP Foundation (continued)**

#### **Responsibilities of trustees for the financial statements**

As explained more fully in the Trustees' Responsibilities Statement set out on page 8, 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.

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](http://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.

*Grant Thornton UK LLP*

**Joanne Love LLB FCA**  
Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
Milton Keynes

13/8/2020

# UPP Foundation

## Statement of Financial Activities including Income and Expenditure for the year ended 31 August 2019

		Unrestricted funds	Total funds	Unrestricted funds	Total funds
		2019	2019	2018	2018
	Notes	£'000	£'000	£'000	£'000
<b>Income and endowments from:</b>					
Donations and legacies	3	266	266	300	300
Events		12	12	-	-
<b>Total</b>		<b>278</b>	<b>278</b>	<b>300</b>	<b>300</b>
<b>Expenditure on:</b>					
Charitable activities	7	(184)	(184)	(133)	(133)
Governance costs	7	(5)	(5)	(4)	(4)
Other	7	(150)	(150)	(119)	(119)
<b>Total</b>		<b>(339)</b>	<b>(339)</b>	<b>(256)</b>	<b>(256)</b>
<b>Net income</b>	4	<b>(61)</b>	<b>(61)</b>	<b>44</b>	<b>44</b>
Reconciliation of funds:					
Total funds brought forward		283	283	239	239
<b>Total funds carried forward</b>		<b>222</b>	<b>222</b>	<b>283</b>	<b>283</b>

All income and expenditure derives from continuing activities.

The accompanying notes on pages 14 to 17 form part of these financial statements.

# UPP Foundation

## Balance sheet

### as at 31 August 2019

	Notes	31 August 2019 £'000	31 August 2018 £'000
<b>Current assets</b>			
Debtors	8	-	300
Cash and cash equivalents	10	302	54
		<u>302</u>	<u>354</u>
 Creditors: amounts falling due within one year	 9	 (80)	 (71)
		<u>222</u>	<u>283</u>
<b>Net current assets</b>			
 <b>Funds</b>			
Unrestricted funds		222	283
		<u>222</u>	<u>283</u>
<b>Total charity funds</b>			

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A – small entities.

The accompanying notes on pages 14 -17 form part of these financial statements.

These financial statements were approved by the Trustees and authorised for issue on 12 August 2020 and were signed on their behalf by:



**Jon Wakeford**  
Trustee

12/08/2020

**Registered No: 09928856**  
**Charity No: 1166323**

# UPP Foundation

## Notes to the financial statements

### for the year ended 31 August 2019

#### 1. General information

UPP Foundation is a company limited by guarantee incorporated in England on 23 December 2015 with company number 09928856 and registered with the Charity Commission in England on 1 April 2016 (charity number 1166323). The registered office is 40 Gracechurch Street, London, EC3V 0BT.

#### 2. Principal accounting policies

##### (a) Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Statement of Recommended Practice [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 (FRS 102) (effective 1 January 2015)] and the Charities Act 2011.

The Charity constitutes a public benefit entity as defined by FRS 102.

The financial statements are presented in Sterling (£), which is the Charity's functional currency, rounded to the nearest thousand.

The following principal accounting policies have been applied:

##### (b) Going concern

The financial statements have been prepared on a going concern basis which the Trustees believe to be appropriate. The Trust is dependent upon a recurrent donation from UPP Group Holdings Limited for its income. Charity Trustees believe that UPP Group Holdings Limited will continue to make available such funds as are needed by the Charity for at least 12 months from the date of approval of these financial statements.

This should enable the Charity to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. The Trustees acknowledge that there can be no certainty that the financial support will continue, although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

The COVID-19 outbreak in the UK and the rest of the world has entailed significant disruption for higher education (HE) and many other sectors. The overarching priority for the Foundation is to work closely and effectively, together with our partners, to ensure our activities remain unchanged. Charity's Trustees believe that the planned donation from UPP Group Holdings remains unchanged. On this basis UPP Foundation is not expecting an impact on revenues for the 2020/21 year.

##### (c) Income

Income is recognised once the charity has entitlement to the resources, it is probable that the resources will be received, and the monetary value can be measured with sufficient reliability.

Revenue from charity event ticket sale are recognised when they are realized and are earned when services are rendered.



# UPP Foundation

## Notes to the financial statements (continued)

### for the year ended 31 August 2019

#### 2. Principal accounting policies (continued)

##### (d) Expenditure

All expenditure is accounted for on an accruals basis and has been classified under activities that aggregate all costs related to the category. Where costs cannot be directly attributed to particular headings they have been allocated to activities on a basis consistent with use of the resources.

Grants offered subject to conditions which have not been met at the year end, and that remain at the Charity's discretion, are noted as a commitment, but not accrued as expenditure.

##### (e) Unrestricted funds

These are funds which can be used in accordance with the charitable objects at the discretion of the Trustees.

##### (f) Debtors

Short term debtors are measured at transaction price, less any impairment.

##### (g) Cash at bank

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

##### (h) Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

#### 3. Trustees' remuneration and related party transactions

Trustees consider the Board of Trustees as comprising the key management personnel of the Charity in charge of directing and controlling the Charity and running and operating the Charity on a day to day basis. All Trustees give of their time freely and no Trustee remuneration was paid in the year.

No Trustee, Director or other person related to the Charity had any personal interest in any contract or transaction entered into by the Charity during the year.

UPP Group Holdings Limited made a donation of £266,409 (2018: £300,000) to the Charity during the year. Other than the appointment of Trustees as described in the Trustees' report, UPP Group has no involvement or influence over the Charity's activities and grant making decisions. At 31 August 2019, £nil (2018: £300,000) was due from UPP Group Holdings Limited, which is included in debtors (note 8).

# UPP Foundation

## Notes to the financial statements (continued)

### for the year ended 31 August 2019

#### 4. Net income for the year

	Year ended 31 August 2019 £'000	Year ended 31 August 2018 £'000
<i>Net income(expenditure) for the year is stated after charging:</i>		
Independent Auditors' remuneration	<u>5</u>	<u>4</u>
	<u>5</u>	<u>4</u>

#### 5. Employee information

There were no persons employed or remunerated by the Charity at any time during the year (2018: none).

#### 6. Taxation

The Company is a registered charity and no provision is considered necessary for taxation.

#### 7. Expenditure

	Year ended 31 August 2019 £'000	Year ended 31 August 2018 £'000
<i>Charitable activities</i>		
Grants	<u>184</u>	<u>133</u>
	<u>184</u>	<u>133</u>

	Year ended 31 August 2019 £'000	Year ended 31 August 2018 £'000
<i>Governance costs</i>		
Independent Auditors' remuneration	<u>5</u>	<u>4</u>
	<u>5</u>	<u>4</u>

	Year ended 31 August 2019 £'000	Year ended 31 August 2018 £'000
<i>Other</i>		
Public Platform	121	97
Marketing and promotion	26	19
Information technology	<u>3</u>	<u>3</u>
	<u>150</u>	<u>119</u>

# UPP Foundation

## Notes to the financial statements (continued)

### for the year ended 31 August 2019

#### 8. Debtors: amounts falling due within one year

	31 August 2019 £'000	31 August 2018 £'000
Other debtors	-	300

#### 9. Creditors: amounts falling due within one year

	31 August 2019 £'000	31 August 2018 £'000
Trade creditors	23	4
Grants payable	41	64
Accruals and deferred income	16	3
	<u>80</u>	<u>71</u>

#### 10. Cash and cash equivalents

Cash and cash equivalents reflect the cash received from donations.

#### 11. Commitments

The Charity has made a number of 2- and 3-year commitments as detailed on pages 3 and 4. At 31 August 2019, the Charity had an amount of £188,613 of which £40,909 has been accrued for in these accounts, the balance is subject to interim impact report reviews.

There were no capital commitments as at the balance sheet date.

#### 12. Controlling party

In the opinion of the Trustees there is no controlling party as defined by FRS102 section 33, 'Related party disclosures'.