Wychwood School Charity Limited (Previously registered as Wychwood School Limited) Report and Financial Statements For the Year Ended 31 October 2021

> Registered Charity: 309684 Company Number: 0380424

Wychwood School Charity Limited Company Information

Directors:

Mrs D J Pluck Ms A F E Stewart J Atkins *(retired 26 November 2020)* Mrs S Ballard *(retired 26 November 2020)* W R C Briant M Buttery *(retired 26 November 2020)* J P O Cole Ms M C Crawford Mrs R J Hayes *(retired 26 November 2020)* Dr A L Sharpley *(retired 26 November 2020)* Ms H L Jackson *(appointed 26 November 2020)* Ms R Page *(appointed 4 March 2021)*

Trustees (who are also the non-beneficial shareholders):

Ms A F E Stewart W R C Briant Mrs D J Pluck Ms M C Crawford

Company secretary:

P D Granville

Registered Office and Principal Office:

Wychwood School 74 Banbury Road Oxford OX2 6JR

Independent examiner:

N Westbury FCCA The Old Engine Shed Whetton's Yard Chapel Street Bloxham Oxon OX15 4NB

Principal Bankers:

Barclays Bank PLC

Company number (The company is registered in England and Wales): 0380424

Charity registration number (Registered with the Charity Commission for England and Wales): 309684

Report of the Directors for the year ended 31 October 2021

The Directors are pleased to present their annual report together with the audited financial statements of the charitable company for the year ended 31 October 2021.

The financial statements comply with the Charities Act 2011, the Companies Act 2006, the Memorandum and Articles of Association, and Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their financial statements in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2015).

STRUCTURE, GOVERNANCE AND MANAGEMENT

Constitution and administration

The company was incorporated on 5 May 1943. The ownership of the shares rests with Trustees governed by a settlement dated 16 November 1957. The company is a registered charity and is governed by the Articles of Association dated 28 June 2004.

The Directors, Trustees, Company secretary and professional advisers during the year are shown on page 1.

Organisational management

The Board of Directors meet once a term with responsibilities for investment, bursary provision and fundraising. Two Directors are nominated to sit on the Board of Wychwood School (Oxford) Limited.

Directors' induction and training

Directors are briefed on their obligations under charity and company law, the content of the Memorandum and Articles of Association, the committee and decision-making processes and business plan and recent performance of the charity. Directors are encouraged to attend appropriate external training events where these will facilitate the undertaking of their role.

Key Management Personnel Remuneration

The Directors are the key management personnel.

All Directors of the company (including those acting as directors of Wychwood School (Oxford) Limited) give their time on a *pro bono* basis and no remuneration was paid in the year. Details of Directors' expenses and related party transactions are disclosed where necessary in the notes to the financial statements. The Directors are required to disclose all relevant interests and, in accordance with the company's policy, withdraw from decisions where a conflict of interest arises.

OBJECTIVES AND ACTIVITIES

Charitable objects

The charity provides support to the girls of Wychwood School through the provision of grants and bursaries and by providing financial support for the school's development.

Aims and intended impact

The mission of Wychwood School is to enable pupils to realise their academic potential and to develop their individual talents, preparing them for life in the wider community.

Sector

Wychwood School is, and will continue to be, an active member of the Girls' School Association and the Boarding Schools' Association.

ACHIEVEMENTS AND PERFORMANCE

Wychwood School Charity Limited Report of the Directors for the year ended 31 October 2021

The charity will continue to support the girls attending Wychwood School through bursaries and the school was particularly appreciative of this support due to the pandemic.

Report of the Directors for the year ended 31 October 2021 (continued)

Benefit and social responsibility

The Board of Directors consider that it has complied with Section 17(5) of The Charities Act 2011 to have due regard to the public benefit guidance published by the Charity Commission.

FINANCIAL REVIEW

The Statement of Financial Activities is set out on page 7. This shows net incoming resources of £84,250 (2020: net incoming resources of £77,459). In the previous year there was also a net surplus on disposal of assets of £6,037,568 of which £3,509,081 was reinvested in the joint venture.

Reserves policy

The charity has small endowment and donor imposed restricted reserves which will be maintained in accordance with donor wishes. £1,500,000 of its general reserves have been designated to support the development of the school by way of a loan to Wychwood School (Oxford) Limited. The Directors consider the remaining unrestricted reserves to be adequate.

Investment policy

There are no restrictions on the charity's power to invest. The Board's policy is to maintain capital value and distribute returns in accordance with its objectives.

GOING CONCERN

The Directors consider the charity has adequate resources to continue for the foreseeable future. For this reason, it adopts a going concern basis in preparing these financial statements.

PLANS FOR THE FUTURE

The Board will maintain a close involvement with the school's operations through its Board nominated directors of Wychwood School (Oxford) Limited. The Board will support the restructure with expertise in investment, bursary provision and fundraising. It will continue to keep closely involved with the Wychwood Association.

The school will continue to focus on its core objective of preparing girls for the next stage of their lives, providing them with the pastoral security from which they can be confident in expanding their horizons, both personal and academic.

PRINCIPAL RISKS AND UNCERTAINTIES

Risk management

Risk management is an integral part of good governance to which the charity is committed. Covid-19 introduced additional uncertainty into the school's operations. The school made efforts to mitigate the risks by following government guidelines with regards to the virus.

The Directors of the charity have assured the school, of continued support and further investment to enable it to move forward.

Health and Safety Risk

A Health and Safety committee has met internally on a termly basis to monitor and improve the school's health and safety performance.

Report of the Directors for the year ended 31 October 2021 (continued)

Third party indemnity provisions

The school has in place directors' and officers' liability insurance for the purpose of indemnifying the Directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. This insurance was in force during the period, and is in force as at the date of approving this report.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the report and financial statement in accordance with applicable law and regulations.

Company law requires the Directors to prepare their annual report and financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Director 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 profit or loss of the charitable company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently
- make judgements 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
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The Directors are responsible for keeping adequate 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.

This report was approved by the Board on 17/03/2022

Mrs D J Pluck, Chairman of the Board

Report of the independent examiner to the trustees of Wychwood School Charity Limited

I report to the trustees on my examination of the accounts of the Company for the year ended 31 October 2021.

Responsibilities and basis of report

As the charity's trustees of the Company (and also its directors for the purposes of company law) you are responsible for the preparation of the accounts in accordance with the requirements of the Companies Act 2006 ('the 2006 Act').

Having satisfied myself that the accounts of the Company are not required to be audited under Part 16 of the 2006 Act and are eligible for independent examination, I report in respect of my examination of your charity's accounts as carried out under section 145 of the Charities Act 2011 ('the 2011 Act'). In carrying out my examination I have followed the Directions given by the Charity Commission under section 145(5) (b) of the 2011 Act.

Independent examiner's statement

I have completed my examination. I confirm that no matters have come to my attention in connection with the examination giving me cause to believe:

1. accounting records were not kept in respect of the Company as required by section 386 of the 2006 Act; or

2. the accounts do not accord with those records; or

3. the accounts do not comply with the accounting requirements of section 396 of the 2006 Act other than any requirement that the accounts give a 'true and fair view which is not a matter considered as part of an independent examination; or

4. the accounts have not been prepared in accordance with the methods and principles of the Statement of Recommended Practice for accounting and reporting by charities applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102).

I have no concerns and have come across no other matters in connection with the examination to which attention should be drawn in this report in order to enable a proper understanding of the accounts to be reached.

N Westbury FCCA

The Old Engine Shed Whetton's Yard

.....2022

Chapel Street Bloxham Oxon OX15 4NB

Statement of Financial Activities for the year ended 31 October 2021 (Including the income and expenditure account)

	Note	Unrestricted Funds	Restricted Funds	Endowme nt Fund	Total	Total 14 months to 31 October
	S		-	-	2021	2020
INCOME AND ENDOWMENTS F		£	£	£	£	£
Donations and legacies Charitable activities (discontinu		1,383 r <i>ations)</i> :	-	-	1,383	19,447
School fees	2	8,990	_	_	8,990	2,272,94 6
Investments Other (discontinued operations):	3	51,226	234	-	51,460	8,570
Lettings and sundry income		-	-	-	-	11,363
Coronavirus Job Retention scheme						67,707
Total income EXPENDITURE:	_	61,599	234		61,833	2,380,03 <u>3</u>
Charitable activities:						
	4 _	35,915			35,915	2,302,57 4 2,302,57
Total expenditure		35,915			35,915	2,302,37
Net income and net movement in funds		25,684	234	-	25,918	77,459
Surplus from the revaluation of investments Profit from the disposal of		58,332	-	-	58,332	6,037,56
assets to joint venture Income for the reporting period	 t	- 84,016	234	-		<u>8</u> 6,115,0 27
Total funds at 1 November 202	.0	7,006,342	63,499	10,424	7,080,265	965,238
Total fun d s at 31 Octobe r 2021	_	7,090,358	63,733	10,424	7,164,515	7,080,2 65

The statement of financial activities included all gains and losses recognised in the period.

Company number: 0380424

Balance Sheet as at 31 October 2021

	Notes		2021 £		2020 £
Fixed assets Investments at cost Current assets	6		3,509,081		1 ,509,081
Debtors	7	1,174,46 0 2,083,33		658,679	
Investments	8	2,003,55		۔ 3,170,37	
Cash at bank and in hand		399,342 3,657,13 4		3,829,05 5	
Liabilities Creditors: amounts falling due within one year	9	(1,200)		(257,371)	
Net current assets			3,655,934		3,571,684
Net assets			7,165,015		7,080,765
The funds of the charity Called up share capital Endowment fund Restricted income funds	10 11 11		500 10,424 63,733		500 10,424 63,499
Unrestricted income funds: General funds Designated funds	11		5,590,358 1,500,000		5,506,342 1,500,000
Total charity funds			7,165,015		7,080,765

The directors are satisfied that the company is entitled to exemption from the requirement to obtain an audit under section 477 of the Companies Act 2006.

The members have not required the company to obtain an audit in accordance with section 476 of the Act.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements have been prepared and delivered in accordance with the special provisions applicable to companies subject to the small companies regime.

Ms A F E Stewart Director Approved by the Board on 17/03/2022

Cash Flow Statement for the year ended 31 October 2021

	Note s	2021 £	14 months ended 31 October 2020 £ (870,1
Cash expended by operating activities	13	(779,494)	01)
Cash flows from investing activities			
Investment income		51,460	8,570
Proceeds from the sale of assets to joint venture		-	7,592,24 7
Purchase of investments		(2,025,00 0)	-
Purchase of shares in joint venture company Cash (expended)/provided by investing activities		 (1,973,5 40)	(3,509,80 <u>1)</u> 4,091 ,736
(Decrease)/increase in cash and cash equivalents in the year/period	12	(2,771,03 4)	3,221,6 35
Cash and cash equivalents at the start of the year/period		3,170,37 6	(51,259)
Cash and cash equivalents at the end of			3,170,37
the year/period		399,342	6_

Notes to the Financial Statements for the year ended 31 October 2021

1 Accounting policies

Basis of preparation

The financial statements have been prepared in accordance with the Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their financial statements in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2015) - (Charities SORP (FRS 102)), the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) and the Companies Act 2006.

Wychwood School Charity Limited meets the definition of a public benefit entity under FRS 102. Assets and liabilities are initially recognised at historical cost or transaction value. The presentation currency is \pounds sterling.

Reconciliation with previous Generally Accepted Accounting Practice

In preparing the financial statements, the Directors have considered whether in applying the accounting policies required by FRS 102 and the Charities SORP FRS 102 the restatement of comparative items was required. No such adjustments were considered necessary.

Going concern

As set out in the Report of the Directors, the directors believe that the company has adequate resources to continue in operational existence for the foreseeable future and they believe it is appropriate to apply the going concern basis of accounting in preparing the financial statements.

Frequency of reporting

In accordance with the provisions of the Companies Act 2006 the directors extended the previous period by two months this was to ensure that the transfer of the school could be included in the accounts for that period. As results the comparative amounts, may not be entirely comparable.

Income

Income is recognised when the charitable company has entitlement to the funds, any performance conditions attached to the items of income have been met, it is probable that the income will be received and the amount can be measured reliably.

Investment income is included when receivable and the amount can be measured reliably by the charitable company.

Fund accounting

Unrestricted funds are available to spend on activities that further any of the purposes of the charitable company. Designated funds are unrestricted funds of the charitable company which the Directors have decided at their discretion to set aside to use for a specific purpose. Restricted funds are donations which the donor has specified are to be solely used for particular areas of the charitable company's work or for specific projects being undertaken by the charitable company.

Notes to the Financial Statements for the year ended 31 October 2021

Expenditure and irrecoverable VAT

Expenditure is recognised once there is a legal or constructive obligation to make a payment to a third party, it is probable that settlement will be required and the amount of the obligation can be measured reliably.

Expenditure on charitable activities includes the costs undertaken to further the purposes of the charity and their associated support costs.

Irrecoverable VAT is charged as a cost against the activity for which the expenditure was incurred.

Investments

Interests in joint ventures are accounted for using the equity method. They are initially recognised at cost. The carrying amount is then adjusted for the postacquisition change in the company's share of the net assets in the joint venture. The carrying amount of the investment is subsequently adjusted through the Statement of Financial Activities to reflect the company's share of the results.

Other investments are a form of financial instrument and are initially recognised at their transaction cost and subsequently measured at fair value at the balance sheet date, unless the value cannot be measured reliably in which case it is measured at cost less impairment. Investment gains and losses, whether realised or unrealised, are combined and presented as 'Gains/(Losses) on investments' in the Statement of Financial Activities,

Taxation

Wychwood School Charity Limited is a registered charity and as such is exempt from income tax and corporation tax under provisions of Section 478 of the Corporation Tax Act 2010. There is no similar exemption for VAT, which is included in expenditure or in the cost of assets as appropriate.

2	Income from charitable activities - School fees	2021 £	14 months ended 31 October 2020 £
	School fees Less: bursaries and awards	8,990 (-)	2,431,11 1 (158,16 5)
		8,990	2,272,94 6

Notes to the Financial Statements for the year ended 31 October 2021

3	Investment income	2021 £	14 months ended 31 October 2020 £
	Bank interest receivable	-	9
	Interest on investments	18,710	-
	Interest on loan to Wychwood School (Oxford) Limited	32,750	-
	Interest on overdue fees		8,561
		51,460	8,570

Analysis of expenditure on charitable activities - School 4 expenditure

14 months ended 31 **Octobe**r 2021 2020 £ £ 1,371,49 Teaching 3 -Welfare 308,826 -Premises 278,472 _ Support 343,783 (1,915)costs Bursaries paid to Wychwood School (Oxford) Limited 37,830 -2,302,57 35,915 ____ 4

			14 months
			ended 31 October
5	Analysis of support costs	2021	2020
		£	£

Administrative staff		222.060
costs Advertising and	-	222,968
recruitment	-	32,356
Telephone and fax	-	9,098
Printing, postage and stationery	-	19,729
Miscellaneous costs	(3,115)	43,518
Annual audit of the financial statements	-	4,100
Independent examination	1,200	-
Bank		
charges	-	2,555
Bank		54
interest	-	2
Bad debts		8,917
	(1,915)	343,783

Notes to the Financial Statements for the year ended 31 October 2021

6	Fixed Asset Investments	2021 £	2020 £
	Share of net assets in joint venture - valued on equity method		
	Investment in Wychwood School (Oxford) Limited – 49% of net assets	<u>3,509,</u> <u>081</u>	<u>3,509,08</u> <u>1</u>

Investment in Wychwood School (Oxford) Limited

On 1 September 2020 a joint venture company, Wychwood School (Oxford) Limited (company number 12763747) assumed the responsibility for operating the school. The joint venture is wholly owned by Wychwood School Charity Limited and Aspire UK Holdings Limited. Aspire UK Holdings Limited have the right to appoint three directors to the board, and Wychwood School Charity Limited have the right to appoint two directors to the board. Aspire UK Holdings Limited own 51% of the investment in the joint venture, and Wychwood School Limited 49%.

The investment is recorded at cost at 7 October 2020 and the directors consider this represents a fair valuation at 31 October 2021.

7	D ebto r s	2021 £	2020 £
	Trade debtors Other	-	8,679
	debtors	24,460 1,150,00	-
	Loan to joint venture company	0 1,174,46	650,000
		0	658,679

Loan to Wychwood School (Oxford) Limited

Wychwood School (Oxford) Limited has been advanced £1,150,000 to finance school development. The loan has been made available for five years and will attract interest at a rate of 3% above the Bank of England base rate, or 3% in the event that the Bank of England base rate falls below 0%.

8	Investments held as current assets	2021 £	2020 £
	Purchase of 103,866.93 Income Units in the COIF Investment Fund	2,025,00 0	-
	Revaluation surplus	58,332	-
	Investments at open market valuation	2,083,33 2	

Notes to the Financial Statements for the year ended 31 October 2021

9	Creditors: amounts falling due within one year			2021 £	2020 £	
	Accruals and deferred income Due to joint venture company			1,200	12,775 244,596	
				1,200	257,371	
10	Share capital	2021	2020	2021	2020	
		No	No	£	£	
	Allotted, called up and fully paid:					
	Ordinary shares of £1 each	500	500	500	500	

11 Analysis of fund balances between the net assets

	Unrestricte d	R estricte d	Endowmen t	Tot al
	Fun ds	Funds	Fun d	2021
	£	£	£	£
At 1 November 2020	7,006,342	63,499	10,424	7,080,265
Net movement in the year	82,867	1,383		84,250
At 31 October 2021	7,089,209	64,882	10,424	7,164,515
Represented by:				
Fixed assets	3,509,08 1	-	-	3,509,081
Net current assets	3,580,128	64,882	10,424	3,655,434
	7,089,20 9	64,882	10,424	7,164,515

The directors have designated $\pm 1,500,000$ of unrestricted funds to be used as a loan to help support development of the school in the joint venture company.

Restricted income funds comprise:

	Bursary	Schuller Memorial	Total
	Fund	Fund	2021
	£	£	£
At 1 November 2020	40,088	23,411	63,499
Net movement in the year		234	234
At 31 October 2021	40,088	23,645	63,733

Notes to the Financial Statements for the year ended 31 October 2021

The Bursary Fund represents money given to provide bursaries to cover all or part of the fees for pupils who would not otherwise be able to attend the school. The Schuller Memorial Fund is used for French related activities. The Endowment Fund is a prize fund. The income from the fund may be used to fund an annual prize in respect of poetry and/or prose-poetry competition and to buy books for the Charlotte Kell collection of poetry and art. The amount of the endowment represented by accumulated income at 31 October 2021 is £191 (31 October 2020: £139). No prize was awarded in the period due to Covid.

12 Analysis of changes in cash and cash equivalents

	At 1 Novembe r 2020 £	Cash flows £	Non- cash changes £	At 31 October 2021 £
Cash at bank and in hand	3,170, 376	(2,771,034)	-	399,342
Total Reconciliation of not	3,170,376	(2,771,034)		399,342

Reconciliation of net movement in funds to net cash flow from operating 13 activities

	2021	2020
	£	£
Net movement in funds	84,250	6,115,027 (6,037,56
Disposal of assets to joint venture company	-	8)
Surplus on the revaluation of investments	(58,332)	-

Depreciation charges Investment income	- (51,460)	40,866 (8,570)
Decrease in stocks	(51,400)	5,492
Increase in debtors	(515,781)	(614,271)
Decrease in creditors	(256,171)	(371,077)
Net cash expended on operating activities	(779,494)	(870,101)

Notes to the Financial Statements for the year ended 31 October 2021

14 Related party transactions

Directors are charged school fees at the normal rate, and are not entitled to discounts by virtue of being a governor.

In the previous period the company transferred its freehold property, debtors and liabilities to its joint venture company, Wychwood School (Oxford) Limited at an open market value of \pm 7,059,580. In consideration the company received 9,608 B ordinary shares in Wychwood School (Oxford) Limited, which represents 49% of the shares, and \pm 3,600,357 in cash.

During the period Wychwood School (Oxford) Limited has been advanced $\pm 500,000$ (2020: $\pm 650,000$) for school development. The loan has been made available for five years and will attract interest at a rate of 3% above the Bank of England base rate, or 3% in the event that the Bank of England base rate falls below 0%. The interest received in the year was $\pm 32,750$ (2020: $\pm nil$)

Two of the directors of the company, Mrs D J Pluck and Ms A F E Stewart are also directors of Wychwood School (Oxford) Limited for which they receive no remuneration.