Registered Charity No. 1134994 (England and Wales)

The Ruddock Foundation for the Arts

Trustees' report and financial statements for the year ended 5 April 2019

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Legal and administrative information

Trustees	Sir Paul Ruddock Lady Jill Shaw-Ruddock Michael Fullerlove Sophie Ruddock Isabella Ruddock
Bankers	Barclays Wealth 1 Churchill Place London E14 5HP
Solicitors	Wiggin Osborne Fullerlove 95 The Promenade Cheltenham Gloucestershire GL50 1HH
Independent auditors	Saffery Champness LLP 71 Queen Victoria Street London EC4V 4BE
Registered address	10 Colville Mews London W11 2DA
Charity number	1134994

The trustees are pleased to present their annual report and financial statements for the year ended 5 April 2019.

The financial statements have been prepared in accordance with the accounting policies set out in Note 1 and comply with the Charities Act 2011 and the 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) published on 16 July 2014.

The Trust was established by a Trust Deed dated 12 January 2010 and registered with the Charity Commission in England and Wales on 10 March 2010.

Objects of the Foundation

The objects of the Foundation are:

- a. To advance, promote and educate for the benefit of the public generally all branches of the arts with particular, but not exclusive reference to the performing, literary and decorative arts.
- b. To advance the preservation, protection and improvement of pictures, historic records, books, manuscripts, monuments, armour, porcelain, silver and gold objets d'art and other chattels or items of artistic, historic, or national interest.
- c. To establish and maintain a museum and/or art gallery for the display and promotion of the arts with particular, but not exclusive, reference to the decorative and medieval arts for the benefit of the public.
- d. Notwithstanding the above, to support or carry out such other objects or purposes as are exclusively charitable in accordance with the laws of England and Wales.

Organisation

Trustees meet twice a year to consider grant applications, review investment performance and discuss matters of a strategic and administrative nature.

The power to appoint new trustees is vested in the existing trustees of the Foundation. There is an informal interview and induction process for any new trustee. Continuing training for trustees is undertaken through regular meetings and discussions with individuals and organisations in the areas supported by the Foundation.

Achievements, performance and future plans

The Charity made grants of £1,842,089. The focus remains on supporting research, conservation and display in museums as well as supporting the work of non-commercial theatres. The vast majority of the grants are to institutions or charities that are world leaders in their respective fields.

Research: grants for curatorial support were made as follows: British Museum £50,000; Courtauld Institute £50,000; J. Paul Getty Trust \$50,000; Metropolitan Museum of Art \$100,000. Additionally, the Foundation funded with £50,000 a third year of support for the Art Fund's New Collecting Awards which grants funds to young curators at public museums in the UK to encourage research led collecting and foster curatorial expertise.

Achievements, performance and future plans

(continued)

Museum and Gallery projects: Support for museum renovations in the year included £750,000 towards the renovation of the Cast Courts at the Victoria and Albert Museum; and 200,000 euros toward the renovation of the Musee du Moyen Age in Paris.

Exhibitions: support was given for the following scholarly exhibitions: £25,000 to the Royal Academy to support the Oceania exhibition; £50,000 to the Ashmolean Museum to support the exhibition 'Pompeii, the Last Supper'; \$50,000 to the Getty Trust to support 'Book of Beasts: the Bestiary in the Medieval World' exhibition; \$100,000 to the Metropolitan Museum, NY to support the exhibition 'The World between Empires'

Other major grants included £105,000 to Afrikids for their work with children at risk in Northern Ghana.

Grant making policy

Is to focus on three main areas:

- a. Institutions which look after and conserve paintings and works of art
- b. Research projects with a focus on medieval art
- c. Theatre and playwriting

The trustees confirm that they are aware of the Charity Commission's guidance on public benefit and will consider this when agreeing future grants.

Reserves policy

At 5 April 2019, the reserves of the Foundation comprised an unrestricted income fund and an expendable endowment fund. Donations from the Founder are treated as capital and are invested in line with the policy below. As at 5 April 2019, the expendable endowment fund contained £20,896,504 (2018: £23,090,122).

Trustees do not consider it necessary to maintain substantial reserves in the Income Fund. Accordingly, such reserves are reviewed annually and will not normally exceed the annual amount of net resources expended.

At 5 April 2019 free reserves, being the unrestricted income fund, were £Nil (2018: £Nil). The trustees are satisfied with the level of free reserves held.

Investment policy

There are no restrictions on the Foundation's powers to invest. The policy of the trustees is to seek to maximise total return, whilst maintaining the real value of the portfolio and not subjecting it to undue risk. Trustees review investment performance at each meeting, and their policy at least annually.

The investment policy is to aim for returns targeting a long term return of LIBOR+3-5%. The Foundation's assets are allocated to a range of managers investing in global equities, private equity and real estate.

Financial review

Income

Total income for the year amounted to £137,700 (2018: £731,919).

Investment income earned this period was £137,700 (2018: £26,417). The Foundation manages its investments on a total return basis so that investment income is simply one component of the total investment return.

Grants and Donations

The Foundation made grants totalling £1,842,089 during the year (2018: £689,788).

Investment Performance

During the year the Foundation allocated funds to several external asset managers including Marylebone Partners, Theleme Fund Managers, and Bridges, all of whom seek to deliver good absolute returns.

Risk management

The trustees are responsible for establishing and monitoring internal control systems within the Foundation. The major risks which may impact its activities have been reviewed during the period and the trustees are satisfied that the system of internal controls currently in place is adequate, whilst recognising that they are designed to manage rather than eliminate risk. Internal controls are reviewed on an ongoing basis as part of the day-to-day risk management process within the Foundation.

The Foundation is very well capitalised and there are no significant risks that are foreseen.

Key management personnel remuneration

The trustees consider the board of trustees as comprising the key management personnel of the Foundation in charge of directing and controlling the Foundation and running and operating the Foundation on a day to day basis. All trustees give of their time freely and no trustee remuneration was paid in the year. Details of trustee expenses are disclosed in note 4 to the accounts, and the trustees confirm there were no related party transactions, other than disclosed in note 2.

Statement of trustees' responsibilities

The trustees are responsible for preparing the Trustees' Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

The law applicable to charities in England and Wales 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 charity and of the incoming resources and application of resources of the charity 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 judgements and estimates that are reasonable and prudent;
- state whether applicable 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 charity 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 charity and enable them to ensure that the financial statements comply with the Charities Act 2011, the Charity (Accounts and Reports) Regulations and the provisions of

the trust deed. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Approved by the Trustees on

2019 and signed on its behalf by:

August

Sir Paul Ruddock Trustee

Independent auditors' report to the trustees For the year ended 5 April 2019

Opinion

We have audited the financial statements of The Ruddock Foundation for the Arts for the year ended 5 April 2019 which comprise statement of financial activities, balance sheet, 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 charity's affairs as at 5 April 2019 and of its incoming resources and application of resources 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 Charities Act 2011.

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 Auditors' 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

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 charity'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.

Other information

The trustees are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditors' 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

Independent auditors' report to the trustees For the year ended 5 April 2019

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.

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 Charities (Accounts and Reports) Regulations 2008 require us to report to you if, in our opinion:

- the information given in the Trustees' Annual Report is inconsistent in any material respect with the financial statements; or
- the charity has not kept sufficient accounting records; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of trustees

As explained more fully in the Trustees' Responsibilities Statement set out on page 4, the trustees 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 charity'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 charity or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

We have been appointed as auditors under the Charities Act 2011 and report in accordance with regulations made under that Act.

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 auditors' 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: <u>www.frc.org.uk/auditorsresponsibilities</u>. This description forms part of our auditors' report.

Independent auditors' report to the trustees For the year ended 5 April 2019

Use of our report

This report is made solely to the charity's trustees, as a body, in accordance with part 4 of the Charities (Accounts and Reports) Regulations 2008. Our audit work has been undertaken so that we might state to the trustees 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 charity and the trustees as a body, for our audit work, for this report, or for the opinions we have formed.

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Saffery Champness LLP

Chartered Accountants Statutory Auditors 71 Queen Victoria Street London EC4V 4BE

Date: 19 August 2019

Saffery Champness LLP is eligible to act as an auditor in terms of section 1212 of the Companies Act 2006

Statement of financial activities For the year ended 5 April 2019

	Notes	Unrestricted income funds £	Expendable endowment funds £	Total funds 2019 £	Total funds 2018 £
Income and endowments from:					
Donations Investments	2 3	- 137,700		- 137,700	705,502 26,417
Total income		137,700	-	137,700	731,919
Expenditure on: Raising funds Charitable activities	4	-	2,229	2,229	29,157
- Grants - Grant related support costs	5 4	1,842,089 9,440		1,842,089 9,440	689,788 8,202
Total expenditure		1,851,529	2,229	1,853,758	727,147
Gain/(loss) on investments			(485,503)	(485,503)	1,717,851
Net (expenditure)/ income		(1,713,829)	(487,732)	(2,201,561)	1,722,623
Transfers between funds		1,713,829	(1,713,829)	-	-
Other gains/(losses)			7,943	7,943	(12,681)
Net movement in funds		-	(2,193,618)	(2,193,618)	1,709,942
Balances brought forward at 6 April 2018			23,090,122	23,090,122	21,380,180
Balances carried forward at 5 April 2019	8	-	20,896,504	20,896,504	23,090,122

The Statement of Financial Activities includes all gains and losses recognised in the period.

All income and expenditure derives from continuing activities.

The notes on pages 12 to 18 form part of these financial statements.

Balance sheet As at 5 April 2019

	Notes	2019 £	2018 £
Fixed assets Investments	6	17,697,952	18,035,725
Current assets Cash at bank		3,312,773	5,060,397
		3,312,773	5,060,397
Current liabilities Creditors: amounts falling due			
within one year	7	(114,221)	(6,000)
Net current assets		3,198,552	5,054,397
Total assets less current liabilities		20,896,504	23,090,122
Net assets		20,896,504	23,090,122
Formula.			
Funds Unrestricted income fund	8	-	-
Expendable endowment fund	8	15,597,055	17,305,169
Revaluation reserve	8	5,299,449	5,784,953
		20,896,504	23,090,122

The financial statements were approved by the Trustees of The Ruddock Foundation for the Arts on 2019 and signed on its behalf by:

Sir Paul Ruddock, Trustee

The notes on pages 12 to 18 form part of these financial statements.

Statement of cash flows For the year ended 5 April 2019

	Notes	2019 £	2018 f
Cash flows from operating activities:		-	L
Net cash (used in)/provided by operating activities	10	(1,737,594)	(739,228)
Cash flows from investing activities:			
Dividends, interests and rents from investments Proceeds from sale of investments Purchase of investments		137,700 44,923 (185,703)	26,417 8,545,147 (5,811,954)
Net cash provided by/(used in) investing activities		(3,080)	2,759,610
Cash flows from financing activities:			
Cash endowment receipt Net cash provided by financing activities			
Change in cash and cash equivalents in the year		(1,740,674)	2,020,382
Cash and cash equivalents at 6 April 2018		5,148,804	3,128,422
Cash and cash equivalents at 5 April 2019	11	3,408,130	5,148,804

The notes on pages 12 to 18 form part of these financial statements.

1. Accounting policies

1.1 Basis of accounting

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards. The financial statements have been prepared in accordance with the Statement of Recommended Practice: Accounting and Reporting by Charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) issued on 16 July 2014 and the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS 102) and the Charities Act 2011.

The trust constitutes a public benefit entity as defined by FRS 102. The functional currency for these financial statements is \pounds .

1.2 Going concern

The trustees have considered the financial position of the Foundation and consider it a going concern. The accounts have been prepared on this basis.

1.3 Income

Investment income is stated on an accruals basis. Donations are accounted for in the period in which the Foundation is entitled to receipt and include any associated gift aid. Gifts in kind are recognised on receipt at the value the Foundation would have paid for the goods or services on the open market.

1.4 Expenditure

Expenditure is included on an accruals basis.

Costs of raising funds comprise those costs directly attributable to managing the investments or endowment fund assets.

Grants awarded and donations payable are charged in full against income when the offer is conveyed to the beneficiary, except in those cases where the offer is conditional and therefore recognised as expenditure when the conditions attached are fulfilled. Grants offered subject to conditions which have not been met at the period end are noted as a commitment, but not accrued as an expense.

1.5 Support and governance costs

Support and governance costs are allocated to the charitable activity as incurred.

1.6 Governance costs

Governance costs comprise all costs involving the public accountability of the Foundation and cost related with statutory requirements.

1.7 Funds

Unrestricted funds - The Income Fund represents the balance of income from all sources after deduction of donations and other necessary expenditure.

The Expendable Endowment Fund represents all the donations of the Founder and can be invested to provide an income from which to make future payments or spent at the trustees' discretion.

1.8 Taxation

The Trust is a registered charity and is not liable to United Kingdom income tax or corporation tax on charitable activities.

1.9 Investments

Quoted investments

Investments are stated at mid-market value at the balance sheet date. Realised and unrealised gains and losses on investments are accounted for in the Statement of Financial Activities.

Unquoted investments

Unquoted investments are valued at the trustees' best estimate of fair value. The principal unquoted valuations are calculated as follows:

Property fund investments held through funds are managed by private equity and property groups. No readily identifiable market price is available for these unquoted investments. These funds are included at the most recent valuations from the respective investment manager. In a limited number of cases where information is not available at 5 April, the most recent valuations from the managers are adjusted for cash flows and any foreign exchange movement between the most recent valuation and the balance sheet date.

Derivative financial instruments are used for the Foundation's risk management as part of the investment portfolio management and investment return strategy. The Foundation's use of derivative financial instruments includes currency forwards. The fair value of contract positions is recognised in the balance sheet and gains/losses on the contracts are recognised in the SOFA.

1.10 Foreign exchange

Transactions in foreign currencies are recorded at the rate of exchange at the date of transaction. Assets or liabilities in foreign currencies at the balance sheet date are translated into Sterling at that date. All exchange differences are recorded in the Statement of Financial Activities.

1.11 Financial instruments

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

Derivative financial instruments held by the Foundation are not basic financial instruments and are accounted for in accordance with the policy in 1.9.

1.12 Key estimates and judgements

In application of the Foundation's accounting policies, the trustees are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experiences and other factors considered to be relevant. Actual results may differ from these estimates.

2. Donations and gifts

	2019 £	2018 £
Donations		705,502
	-	705,502

Donations include £nil (2018: £ nil) in cash and £nil (2018: £705,502) in shares from the trustees.

3. Investment income

4.

	2019 £	2018 £
Dividend income	124,977	22,152
Interest	12,723	4,265
	137,700	26,417
Allocation of overhead costs		
	2019	2018
	£	£
Raising funds		
Bank charges	1,081	652
Investment management fees	1,148	28,505
	2,229	29,157
Grant related support costs		
Audit fees	3,960	4,500
Accountancy and tax advice	5,480	3,500
Legal fees	-	202
	9,440	8,202

The Foundation has no employees.

During the period no payments were made to any Trustee for their services nor were any expenses reimbursed to them (2018: none).

5. Analysis of grants payable

	2019 £	2018 £
The Foundation made grants across the following areas of focus:		
Research and curatorial support	314,483	299,585
Museum acquisitions	108,864	68,379
Museum and gallery projects	977,793	94,530
Cultural exhibitions	192,761	134,039
Other areas	248,188	93,255
Total grants committed in the year	1,842,089	689,788

The grants payable noted above include one grant made to an individual of £10,000 (2018: £nil), all other grants have been made to institutions.

For more detailed information about recipients of significant grants during the year please refer to the trustees' report.

6. Investments

	2019 £	2018 £
Market value at 6 April 2018 Additions at cost Disposals at market value brought forward or cost Unrealised gains on revaluation at 5 April Decrease in cash held by investment manager	18,035,725 185,703 (44,975) (485,503) 7,002	18,523,230 6,517,456 (8,299,639) 1,472,343 (177,665)
Market value at 5 April 2019	17,697,952	18,035,725
Historical cost at 5 April 2019	12,398,503	12,250,773

The investment portfolio includes material holdings in Theleme Fund Limited (£3,545,365), Lansdowne Developed Markets (£4,592,551), Bridges Property Alternatives (£1,180,437) and the Marylebone Lane Fund (£8,284,242). No other individual holdings are considered material in the context of the market value of the portfolio.

Investments at market value:

	2019 £	2018 £
UK other investments Overseas other investments Cash	5,772,990 11,829,605 95,357	5,886,284 12,061,034 88,407
Total investments at market value	17,697,952	18,035,725

At the year end the Foundation had a commitment of £845,128 for further funding of the Bridges Property Alternatives investment funds (2018: £1,088,719).

7. Creditors - amounts falling due within one year

	2019 £	2018 £
Grants payable Accruals	107,221 7,000	- 6,000
	114,221	6,000

8. Analysis of net assets between funds

	Unrestricted	Expendable	Total at	Total at
	income	endowment	5 April	5 April
	fund	fund	2019	2018
	£	£	£	£
Investments	-	17,697,952	17,697,952	18,035,725
Current assets	114,221	3,198,552	3,312,773	5,060,397
Current liabilities	(114,221)	-	(114,221)	(6,000)
Net assets	-	20,896,504	20,896,504	23,090,122

Expendable endowment fund includes the revaluation reserve of £5,299,449 (2018: £5,784,953).

9. Related party transactions

During the year, one grant of £6,025 was made to the Second Half Foundation (2018: £nil). Sir Paul Ruddock, Lady Jill Shaw Ruddock, and Sophie Ruddock are also trustees of the Second Half Foundation.

There were no related party transactions during the year (2018: none).

10. Reconciliation of net income to net cash flow from operating activities

	2019 £	2018 £
<i>Net income/(expenditure) for the year</i> Adjustments for:	(2,193,618)	1,709,942
(Gains)/losses on investments	485,503	(1,717,851)
Dividends, interest and rents from investments (Increase)/decrease in debtors	(137,700) -	(26,417) -
Increase/(decrease) in creditors Endowments received	108,221	600 (705,502)
Net cash provided by operating activities	(1,737,594)	(739,228)
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11. Analysis of cash and cash equivalents

	2019 £	2018 £
Cash in hand Cash held by investment manager	3,312,773 95,357	5,060,397 88,407
Total cash and cash equivalents	3,408,130	5,148,804

12. 2018 SOFA comparatives

	Unrestricted Funds £	Endowment Funds £	2018 Total £
Income and endowments			
from:			
Donations	-	705,502	705,502
Investments	26,417	-	26,417
Total income	26,417	705,502	731,919
Expenditure on: Charitable activities			
- Grants	689,788	-	689,788
- Grant related support costs	8,202	-	8,202
Raising funds	-	29,157	29,157
Total expenditure	697,990	29,157	727,147
Gain/(Loss) on investments	-	1,717,851	1,717,851
Net income/ (expenditure)			
before transfers	(671,573)	2,394,196	1,722,623
Transfers between funds	671,573	(671,573)	-
Other gains (foreign exchange)	-	(12,681)	(12,681)
Net movement in funds	-	1,709,942	1,709,942
Balances brought forward at 6 April 2018	-	21,380,180	21,380,180
Balances carried forward at 5 April 2019	-	23,090,122	23,090,122