

## **In Good Company Limited**

Director's report and accounts

Registered number 2869932

Registered Charity Number 1029452

31 July 2021

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## **Company information**

<b>Director and Trustee</b>	K M Mitchell
<b>Secretary</b>	S J Ambler
<b>Auditor</b>	KPMG LLP Chartered Accountants One Snowhill, Snowhill, Queensway, Birmingham B4 6GH
<b>Bankers</b>	HSBC Bank plc 1 St. Peter's Street, Derby DE1 2AE
<b>Solicitors</b>	Veale Wasbrough Vizards LLP Narrow Quay House, Narrow Quay, Bristol BS41 4QA  Shakespeare Martineau LLP No. 11 Colmore Square, Birmingham B4 6AA
<b>Registered office</b>	Kedleston Road, Derby DE22 1GB

## **Report of the trustee for the year ended 31 July 2021**

The trustee, who is also a director, presents their annual director's report, together with the financial statements of the charity for the year ended 31 July 2021 which are also prepared to meet the requirements for a director's report and account for Companies Act purposes.

The financial statements have been prepared in accordance with the Reporting Statement on the Operating and Financial Review issued by the UK Accounting Standards Board, the Statement of Recommended Practice: Accounting for Further & Higher Education 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 (FRS102). The results for the year are set out on page 9.

### **Principal activities**

The charitable company's principal activity is creative and business development for theatre makers and companies in the Midlands.

### **Review of the business**

Despite a challenging year with the pandemic, the company has continued to deliver a wide range of programmes aimed at supporting independent artists and smaller arts companies. Specifically we have:

- Delivered our regular artists communications with an Artist Network mailing list to our database of approximately 1,500 theatre makers across the Midlands and beyond.
- Held over 200 1:1s with artists.
- Hosted bi-weekly Zoom meetings for mutual exchange between artists & organisations.
- Delivered Check-In Festival online with our partners Attenborough Arts Centre.
- Moved our core programme online.
- Supported 15 artists through bursaries.
- Delivered 22 business and creative workshops.
- Supported a writer, director & two actors to create a first draft of a new play.
- Commissioned a mid-career company to make a new production.
- Created a new vision for the organisation beyond the current funded project ending in August 2021.
- Remodelled our partnership and their financial investment.
- Undertaken significant artistic consultation regarding their post-Covid-19 future needs.
- Designed a new programme based on artistic consultation and sector need.

A key highlight in the year was the successful delivery of Departure Lounge Festival – which included a diverse programme, involving 35 artists, from theatre, film, performance art, spoken word, audio walks, installation and 1-1 performances across three days. All live performances and online panel discussions were BSL interpreted and closed captioned.

Networking sessions were held online using a new online game platform called Gather.Town and we hosted an online panel discussion, chaired by Lyn Gardner to discuss the power of Independence. Panellists included Sarah Brigham (Derby Theatre), Cecilia Wee (Independent curator); Adele Thomas and Sunita Hinduja (Freelance Make Theatre Work), and Amanda Parker (Inc Arts). Other initiatives included:

- Delivering two sold out 1-1 online performances that included Lynn Lu's *36 questions that lead to love* and Michael Pinchbeck's *Cyclical*.
- Presenting three new works in the Theatre, that included Phil Green's *Good Neht Aht*, Unanima's *State Of Independence* & Zoo Indigo's *Don't leave me this way*.
- Taking over the front car park at Derby Theatre to present *Cloudscapes* by The Goobledegook Theatre, where audiences have the opportunity to gaze in the clouds.
- Supporting and presenting three new works-in-progress from disabled artists and hold a feedback session afterwards.
- Engaging 268 people for in person performances that included theatre performances, installation, spoken word and outdoor performances, and 112 people from our online programmes that include film screening, audio walk, 1-1 performances and panel discussion.

## **Report of the trustee for the year ended 31 July 2021 (continued)**

Over this period, we have also built on our vision and worked strategically to ensure we can successfully enter into our next phase in development. Most recently, the company successfully received a funding bid of £92k from Arts Council England (ACE) for an 18-month programme between September 2021 – April 2023. Further to this, the ambition is to secure funding from ACE from its National Portfolio Organisations strand.

### **Structure, Governance and Management**

In Good Company Limited is a company limited by guarantee (registration number 2869932) and does not have share capital. On 31 July 2021, there was one member of the charitable company who had undertaken to contribute an amount not exceeding £1 in the event of a winding up. It is also a registered charity. The company's principal address is at 15, Theatre Walk, Derby.

The director of the charitable company is its trustee for the purposes of charity law and throughout this report is referred to as the trustee.

### **Disclosure of information to auditors**

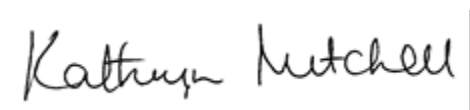
The trustee who held office at the date of approval of this trustee's report confirms that, so far as they are aware, there is no relevant audit information of which the company's auditors are unaware; and has taken all the steps that ought to have been taken as a trustee to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

### **Re-appointment of Auditors**

KPMG LLP was not re-appointed as In Good Company Limited's auditors. Following a tender process in June 2021, BDO LLP was appointed to commence following professional clearance from KMPG LLP after the conclusion of the 20/21 audit.

### **Board Approval**

Approved by the board of trustees on 3 December 2021 and signed on their behalf by



**K M Mitchell**  
Trustee

## **Statement of Trustees' Responsibilities**

The Trustees are responsible for preparing the Trustees' Report 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 they are required to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS102, 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 situation of the charitable company and of the excess of income over expenditure for that period. In preparing these financial statements, the Trustees are required to:

- select suitable accounting policies and then apply them consistently.
- make judgments and estimates that are reasonable and prudent.
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements.
- assess the charitable company's ability to continue as a going concern, disclosing as applicable matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the charitable company or to cease operations or have no realistic alternative but to do so.

The Trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charitable company's transactions and 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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the charitable company and to prevent and detect fraud and other irregularities.

The Trustees are responsible for the maintenance and integrity of the corporate and financial information included on the charitable company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.



## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS In Good Company Limited**

### **Opinion**

We have audited the financial statements of In Good Company Limited ("the company") for the year ended 31 July 2021, which comprise the Statement of Changes in Reserves, the Balance Sheets, the Cash Flow Statement and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 31 July 2021 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 UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the charitable company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

### **Going concern**

The trustees have prepared the financial statements on the going concern basis as they do not intend to liquidate the charitable company or to cease its operations, and as they have concluded that the charitable company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the trustees' conclusions, we considered the inherent risks to the charitable company's business model and analysed how those risks might affect the charitable company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the trustees' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the trustees' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the charitable company's ability to continue as a going concern for the going concern period.

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 above conclusions are not a guarantee that the charitable company will continue in operation.

### **Fraud and breaches of laws and regulations – ability to detect**

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of the Board, the Audit and Risk Committee, internal audit and inspection of policy documentation as to the Company's high-level policies and procedures to prevent and detect fraud, including the internal audit function, and the Company's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.

- Reading Board and Audit and Risk Committee minutes.
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards we perform procedures to address the risk of management override of controls.

We did not identify any additional fraud risks.

We also performed procedures including:

- Identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included unusual journals posted to revenue accounts, journal entries posted at period end, journal entries made to unrelated accounts and unusual journal entries to cash and borrowings.

*Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations*

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, and through discussion with the directors and other management (as required by auditing standards), and from inspection of the Company's regulatory and legal correspondence and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

The Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies and charities legislation), distributable profits legislation and taxation legislation, and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Whilst the Company is subject to many other laws and regulations, we did not identify any others where the consequences of non-compliance alone could have a material effect on amounts or disclosures in the financial statements.

*Context of the ability of the audit to detect fraud or breaches of law or regulation*

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

**Other information**

The trustees are responsible for the other information, which comprises the Trustees' Annual Report. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the other information;
- in our opinion the information given in the Trustees' Annual Report, is consistent with the financial statements; and



- in our opinion that report has been prepared in accordance with the Companies Act 2006.

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

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- the charitable company has not kept adequate accounting records 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 take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

#### **Trustees' responsibilities**

As explained more fully in their statement set out on page 6, the trustees (who are also the directors of the charitable company for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the charitable company or to cease operations, or have no realistic alternative but to do so.

#### **Auditor's responsibilities**

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

#### **The purpose of our audit work and to whom we owe our responsibilities**

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 its members, as a body, for our audit work, for this report, or for the opinions we have formed.



**Sarah Brown (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*  
One Snow Hill  
Snowhill  
Queensway  
Birmingham  
B4 6GH

14 December 2021

**Statement of financial activities**  
*for the year ended 31 July 2021*

	<b>2021</b>	2020
	<b>£</b>	£
Income from operating activities	<b>99,218</b>	83,753
Expenditure on charitable activities	<b>(99,218)</b>	(83,753)
<b>Net movement in funds</b>	<u>-</u>	<u>-</u>
<b>Reconciliation of funds:</b>		
Fund balances brought forward on 1 August	<u>-</u>	<u>-</u>
<b>Fund balances carried forward on 31 July</b>	<u>-</u>	<u>-</u>

The statement of financial activities includes all gains and losses recognised in the year.

All incoming and outgoing resources expended derive from continuing activities.

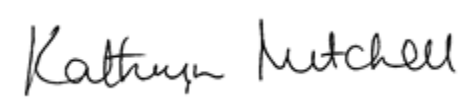
Notes to the financial statements are shown on pages 12 to 13.

**Balance sheet**  
*as at 31 July 2021*

	2021 £	2020 £
<b>Net assets</b>	-	-
<b>Funds of the charity:</b>		
Unrestricted funds	-	-

The notes on pages 12 to 13 form part of the financial statements.

The financial statements were approved by the Board of Trustees on 10 November 2021 and were signed on its behalf by



**K M Mitchell**  
*Director*

## Notes

### 1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements except as noted below.

#### **Accounting convention**

The financial statements of the charity have been prepared in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS102) (effective 1 January 2015) - (Charities SORP (FRS102)) and the Companies Act 2006.

The Company's ultimate parent undertaking, the University of Derby, includes the company in its consolidated financial statements. The consolidated financial statements of The University of Derby are prepared in accordance with FRS 102 and are available to the public and may be obtained from the University of Derby, in these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

#### **Going Concern**

The trustee carefully reviews the financial and cash plans of the charity on a regular basis. In doing so, this enables them to plan and proactively prepare for events which might otherwise cause significant impact on the business.

The trustee has a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, the accounts have been prepared on a going concern basis.

#### **Exemptions**

The entity has applied the key management personnel exemption of FRS 102, which exempts the entity from disclosing the compensation of key management personnel. This exemption has been applied on the basis that directors and key management personnel are the same individuals.

#### **Income**

Income represents ticket sales from performances.

#### **Expenditure**

Expenditure represents the costs in producing the performances.

#### **Taxation**

##### **Corporation tax**

The Company is considered to pass the tests set out in Paragraph 1 Schedule 6 Finance Act 2010 and therefore it meets the definition of a charitable company for UK corporation tax purposes. Accordingly, the Company is potentially exempt from taxation in respect of income or capital gains received within categories covered by Chapter 3 Part 11 Corporation Tax Act 2010 or Section 256 of the Taxation of Chargeable Gains Act 1992, to the extent that such income or gains are applied exclusively to charitable purposes

##### **Value added tax**

The Charity's income is exempt from Value Added Tax (VAT) except as regards its commercial undertakings and certain consultancy activities, which are at standard rate. Irrecoverable input VAT is included in the relevant expenditure categories.

There are no judgements made by the directors in the application of these accounting policies that have significant effect on the financial statements and no estimates with a significant risk of material adjustment in the next year.

**2 Net movement in funds**

	<b>2021</b>	2020
	<b>£</b>	£
<i>This is stated after charging:</i>		
Auditor's remuneration	<b>2,000</b>	2,000

**3 Trustee and employees**

Under Company law, the remuneration of the trustee falls into the band £nil - £5,000. No trustee received remuneration from the company during the year. Expenses of £nil (2020: £nil) were paid in the year. The company paid £nil (2020: £nil) during the year in respect of Directors and Officers liability insurance.

**4 Related party transactions**

As the company is a wholly owned subsidiary of the University of Derby, it has taken advantage of the exemption available under paragraph 33.1a) (related Party Disclosures) of the provisions of FRS 102 and has therefore not disclosed transactions or balances with entities which form part of the group. The consolidated accounts of the University of Derby, within which the company is consolidated, can be obtained from the address given in the Company information of these accounts.