

Registered Charity Number: 1086829
Registered Company Number: 04193948

THE DEAN CLOSE FOUNDATION
ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2023

THE DEAN CLOSE FOUNDATION

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THE DEAN CLOSE FOUNDATION

TRUSTEES, OFFICERS AND ADVISERS FOR THE YEAR ENDED 31 AUGUST 2023

The Directors of the Company, who are referred to throughout these financial statements as the Trustees, are listed below, along with the Members of the Company and the main sub-committee.

President

The Lord Ribeiro

Council of Members

The Rev'd M Allen, BA
The Rev'd S Austen BSc, MA, Dip.Min (retired 8 June 2023)
Mrs J Bee, BSc (appointed 5 October 2022)
Mrs V Beevers (appointed 22 December 2022)
Mrs S Bennett, BA (appointed 23 June 2023)
M Bowen
H Bradby BA, MA
S Bullingham MSc, BSc
R Byrd, FCA, FCCA
Brig. M T Cansdale, MBE, BA (appointed 18 May 2023)
Mrs K A Carden BA, MPhil
M J Cartwright, BA, FCA (retired 21 January 2023)
The Rev'd J Chaffey, MA, BA
*Mrs E Clark (appointed 8 May 2023)
*Mrs S Clayton
The Rev'd R M Coombs, BSc, MA
Mrs H S L Daltry, BA
*Mrs N C Davies, BA (appointed 22 December 2022)
B Davies OBE
Mrs R Dick, BA, ACA (retired 24 March 2023)
*Mrs C Dowler
C S S Drew, MA
J Drew, Meng (retired 21 January 2023)
I A Duffin, BCom, FCA
Mrs R Eden
Mrs C Fletcher MA
S Foster BA
L C Glaser MA, ACA (appointed 23 June 2023)
J Hall
B Harding, MBA
P Harvey, MA
Mrs T Haynes, BSc (Hons)
*R Hildick-Smith, MEng, CEng, IMechE
Mrs A Hillman, BA
Mrs S L Hirst, BEd
S W Holliday, MA
*M A Hughes BSc (appointed 21 January 2023)
A J Hunt
A Judge
Miss R A Keens BEd
I Kilpatrick, BA Med (appointed 5 October 2022)
*Mrs F Knight BA
R Lewis, BSc
AVM (Ret'd) R Lock, CBE, BSc
The Rev'd R Mackay
D Main, FCA, FCCA
Mrs A Marsden, BSc MA
G McDonald, B.Comm B. Acc
*J Moos, Mcomp (Hons) CCP MCIS
*Mrs C Morris (appointed 22 December 2022)
*D Mullins, BSc, FCA

THE DEAN CLOSE FOUNDATION

TRUSTEES, OFFICERS AND ADVISERS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2023

Council of Members (continued)

Mrs P G Napier
B Nicholas, MA
*Mrs C J Pack, MRICS
The Revd. H Palmer BA
*M Philip-Sorensen
Mrs K Pinsent (retired 20 September 2022)
Dr A Porter
*Lord Ribeiro, kt, CBE, FRCS, FRCSEd
Mrs K Riding, LLB
*D Ritchie BA (appointed 5 October 2022)
Dr C Roberts, BA, BM BCh, FRCA
F J Shaw, MA, MSc, CEng, CSci
P Silvester, ACIB, BA
M Smith MA, MBA, ACIB (appointed 23 June 2023)
M P Smith, MA
*T Spencer
Mrs C Stallard, BA (appointed 5 October 2022)
Mrs B Sullivan (appointed 5 October 2022)
*Lt. Col E T Taylor, BA, RA
S Thomas, BA, LLM
S Thomas, BA, LLB
*A J Thompson (appointed 21 December 2022)
*J Townsend, MA
*T Widdowson (appointed 21 December 2022)
The Rev'd Canon Dr P R Williams, CStJ, DL
Rt Rev'd Paul Williams

Board of Trustees

The Rev'd M Allen, BA (appointed 21 January 2023)
S Bullingham, MSc, BSc
Mrs K A Carden, BA., MPhil., (Chairman)
The Rev'd R M Coombs, BSc, MA
Mrs H S L Daltry, BA
C S S Drew, MA
L Glaser (appointed 23 June 2023)
Mrs S L Hirst, BEd (retired 30 June 2023)
S W Holliday, MA
*M A Hughes (appointed 21 January 2023)
*Mrs F Knight BA (appointed 21 January 2023)
AVM (Ret'd) R Lock, CBE, BSc (appointed 5 October 2022)
G McDonald, B.Comm B. Acc
M Smith (appointed 23 June 2023)
M P Smith, MA
*Lt. Col E T Taylor, BA, RA

Finance & General Purposes Committee

S Bullingham, MSc, BSc
Mrs K A Carden, MPhil, BA
Mrs H S L Daltry, BA
*M A Hughes (appointed 21 January 2023)
G McDonald, B.Comm B. Acc
M P Smith, MA
M Smith (appointed 23 June 2023)

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THE DEAN CLOSE FOUNDATION

TRUSTEES, OFFICERS AND ADVISERS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2023

Status and Administration

The Dean Close Foundation (referred to as the Charity or the Foundation throughout these financial statements) is a registered charitable company that incorporates the charitable institution originally founded in 1886. Its charity number is 1086829, its company number is 04193948, and its Articles of Association were adopted on 4th April 2001 and most recently amended on 28 May 2021. The liability of the Members is limited by guarantee.

Clerk to the Trustees	A P Bowcher MBA, FCIB, DipFS
Treasurer	M P Smith, MA
Company Secretary	M A Madeley
Registered Office and Principal Address	Shelburne Road Cheltenham Gloucestershire, GL51 6HE
Banker	HSBC Bank plc 2 The Promenade Cheltenham Gloucestershire, GL50 1LR
Solicitors	Veale Wasbrough Vizards LLP Narrow Quay House Narrow Quay Bristol, BS1 4QA Harrison Clark Rickerbys Limited Ellenborough House Wellington Street Cheltenham Gloucestershire, GL50 1YD
Independent Auditor	Crowe U.K. LLP 4 th Floor St James House St James Square Cheltenham Gloucestershire, GL50 3PR
Insurer	Zurich Insurance plc The Zurich Centre 3000 Parkway Whiteley Fareham Hampshire, PO15 7JZ Policy No. KSC-252038-7703 (includes Employers' Liability and Public Liability)
Investment Manager	Rathbone Investment Management 1 Curzon Street London, W1J 5FB

THE DEAN CLOSE FOUNDATION

ANNUAL REPORT OF THE TRUSTEES FOR THE YEAR ENDED 31 AUGUST 2023

The Trustees of The Dean Close Foundation present their Annual Report for the year ended 31st August 2023 under the Charities Act 2011 and the Companies Act 2006, thus including the Directors' Report and Strategic Report under the 2006 Act, together with the audited financial statements for the year.

DIRECTORS' REPORT

COUNCIL AND CHARITY TRUSTEES

Organisation

The Members of the Company, known as the Council, (details as disclosed on pages 1 and 2) are responsible for the election of the Directors, who are referred to throughout this report as the Trustees. The Members also receive the Annual Report and Accounts at the AGM each year. The Foundation's constitution provides for up to fifteen Trustees, drawn from the Council, who retire by rotation after four years and are eligible to serve up to a maximum of three terms of four years.

The Trustees determine the Charity's strategic direction and monitor its operational performance closely, providing the Warden, Chief Finance and Operations Officer, Heads and Senior Leadership Teams with direction, leadership and support as appropriate. The Board meets four times each year. The work of overseeing the implementation of Board policies and decisions is carried out in large part by the Finance and General Purposes Committee (F&GPC) which meets at least six times per year. Specifically, the F&GPC scrutinises all budgets, management and statutory accounts, business plans and major capital proposals, before these are submitted to the Board for approval.

Following the annual review of Governance, it was agreed to retain the existing committee structure.

The F&GPC as detailed above with the other principal Board committees are:

- the Foundation Estates Planning Committee, which meets at least every 2 months to discuss the longer-term strategy for the estate and management of larger capital projects.
- the Curriculum Development Committee, meets termly, and offers strategic guidance on future academic developments within the Foundation and across the schools.
- the Remuneration Committee, which sets the salary and emoluments for the Warden, Chief Finance and Operations Officer, Heads and Senior Leadership Teams meets twice a year.
- the Nominations Committee, which is responsible for succession planning for both the Council of Members and Board of Trustees meets termly.
- the Health and Safety Committee, which meets termly with Board representation.
- the Safeguarding Committee, which meets at least termly with Board representation.
- the Concessions Working Party, which meets at least twice each year to scrutinise policies and resourcing of scholarship and bursary awards and other concessions.
- the Development Board, which meets termly with Board representation, and is responsible for oversight of fund-raising and other development plans.

The day-to-day leadership and management of the Foundation is delegated to the following:

Warden/CEO
Head, Dean Close School
Head, Dean Close Preparatory School
Head, Dean Close Pre-Preparatory School

Head, Dean Close St John's School
Head, Dean Close Airthrie School
Chief Finance and Operations Officer

Mrs E L C Taylor
Mr B Salisbury
Mr P Moss
Dr C A Shelley (retired 31 August 2023)
Mr J Cowling (appointed 1 September 2023)
Mr N Thrower
Mr J Dobbie
Mr A P Bowcher

THE DEAN CLOSE FOUNDATION

ANNUAL REPORT OF THE TRUSTEES FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

Charity Governance Code

The Trustees have taken note of the seven principles set out within the Code and recommended practice. Whilst the Charity has not as yet formally adopted the Code, Trustees apply the Code's recommended practices and more detailed information as to how this has been done is included within this Annual Report.

Stakeholder Engagement and Section 172 (1) Statement

The Trustees, as Directors, must act in accordance with a set of general duties. These duties are detailed in section 172 (1) of the Companies Act 2006 which is summarised as follows:

'A Director of a Company must act in the way he/she considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

- The likely consequences of any decision in the long term
- The interests of the Company's employees
- The need to foster the Company's business relationships with suppliers, customers and others
- The impact of the Company's operations on the community and the environment
- The desirability of the Company maintaining a reputation for high standards of business conduct, and
- The need to act fairly as between members of the Company.'

The Trustees consider that they have fulfilled their duties in accordance with section 172(1) of the Companies Act 2006 and have acted in a way in which is most likely to promote the success of the Foundation for the benefit of its stakeholders as a whole in the following ways:

Pupils

All pupils benefit from the Foundation schools' focus on individual development and on the aim of nurturing each child's strengths and talents within a caring and secure family environment. Pupils are actively encouraged to offer comments and suggestions on the operation of the Foundation through School Councils and a range of other consultative opportunities, and these are considered in decisions made by the Senior Leadership Teams.

Pastoral care is considered particularly important across the Dean Close schools, and additional investment in health care, including mental health care, and in matron support in the boarding houses has added to the range of adults to whom pupils can go for support. In keeping with Dean Close's Christian foundation, investment has also taken place in the chaplaincy team, to support the spiritual and character development of pupils.

Employees

The Foundation recognises that the qualities and skills of its employees and the commitment of its staff play a major role in its success. Weekly briefings keep staff informed of school wide matters of interest and there are many opportunities for staff training and development. In addition, termly Inset offers opportunities for staff to engage with the wider Foundation strategy and direction and to receive updates from the Warden, Chief Finance and Operations Officer, and Trustees. This year saw the launch of a new intranet system for internal communications, and the introduction of Paycare, a cash health plan for all staff. Staff have many opportunities to offer ideas, raise concerns and comment on the activity of the Foundation through surveys, cluster groups and Common Room representatives. Emphasis this year has been placed on helping to restore staff well-being and resilience post-pandemic, and two new training programmes have been introduced, the 'Healthy Workplace' training plan for all staff, and the 'Healthy Leadership' training plan for middle and senior leaders, both designed to enhance the skills of staff and to support healthy and sustainable working practices.

THE DEAN CLOSE FOUNDATION

ANNUAL REPORT OF THE TRUSTEES FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

Stakeholder Engagement and Section 172 (1) Statement (continued)

Parents

The Foundation continues to ensure that it is in regular communication and engages with its parent body, and a weekly summary of news and events is emailed to them from each school. Opportunities for parents to attend fixtures, concerts, drama productions and chapel events continued during this year, and the full range of Speech Day and prize-giving events took place in the Trinity Term 2023. The Foundation also carried out several parental surveys to measure parental satisfaction and to identify areas for celebration and for improvement in the schools' provision. These plans were communicated back to parents by the Heads.

Community

The Foundation is proud of its place within the local and wider community and endeavours to offer support and collaboration where possible by making available many of its facilities at below commercial rates. It also invites local schools to participate in specific sports and other events and to share various facilities. Dean Close School is a founding member of the Cheltenham Education Partnership, which includes 11 secondary schools in Cheltenham, with the aim of improving outcomes for all young people of secondary age in the area. The School is also a founding member of the Independent Schools' Christian Alliance, working with other schools across the country who share a similar ethos, and has partnerships with schools in Uganda and Chengdu, China, with the aim of improving pupil outcomes both for Dean Close pupils and those of the partner schools.

Recruitment and Remuneration of Senior Management

Remuneration of senior employees is set by the Remuneration Committee, with the policy objective of providing appropriate incentives to encourage enhanced performance and of rewarding fairly and responsibly individual contributions to the Foundation's success. The appropriateness and relevance of the remuneration policy is reviewed annually, including reference to comparisons with other independent schools to ensure that the Foundation remains sensitive to the broader issues of pay and employment conditions elsewhere. The Foundation aims to recruit, subject to experience, at the lower to medium point within a band, providing scope for rewarding excellence. Delivery of the Foundation's charitable vision and purpose is primarily dependent on its key management personnel and staff costs are the largest element of expenditure.

Recruitment and Training of Trustees

The Nominations Committee makes recommendations for the appointment of Members and Trustees. Candidates are selected with regard to their availability, eligibility, commitment, specialist skills and Christian standing, and are appointed at a General Meeting of the Members. All new Members receive an induction pack of relevant documents outlining their responsibilities and attend an induction workshop conducted by the Chairman, Warden and Chief Finance and Operations Officer, at which the Foundation's organisation and policy are discussed and the responsibilities and duties of Members and Trustees are fully explained. New Trustees also receive induction training provided by either the Foundation's solicitors or an independent external body. Following a rigorous review as specified in the Charity Governance Code, the Board of Trustees have agreed by Special Resolution to extend the term of the current Chairman beyond 9 years to 2026.

Trustees attend a range of external training days on a schedule kept by the Chief Finance and Operations Officer. Additionally, Trustees receive briefings from the Chief Finance and Operations Officer and one Board meeting per year is primarily devoted to training on governance issues and matters of current concern. Increasingly online training is undertaken.

Legal Structure of the Foundation and Definition

The Charity has two wholly-owned non-charitable subsidiaries, Dean Close Services Limited (DCSL) and Dean Close Nurseries Limited (DCNL). The results of the subsidiaries are included in Note 3 of the Financial Statements. The annual profits of both subsidiaries are donated to the Foundation under the Gift Aid Scheme. The trading activities of the subsidiaries comprise letting of the Foundation facilities when not in use by the Foundation, the provision of courses, revenue from the Foundation shops and the operation of day nurseries. The subsidiaries' aims, objectives and achievements are covered in the relevant sections of this report. When this report refers to 'Group', it means the combined finances of the Charity (The Dean Close Foundation) and its two subsidiaries, DCSL and DCNL.

THE DEAN CLOSE FOUNDATION

ANNUAL REPORT OF THE TRUSTEES FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

OBJECTS, AIMS AND OBJECTIVES

When reviewing the aims and objectives of the Foundation and in planning its future activities the Trustees consider its charitable objectives and Strategic Plan.

Charitable Objects

The Charity's Objects, as set out in its Articles, are the advancement of education, including the provision of schooling for children based firmly upon Christian evangelical principles and the provision of assistance with the resources available to the Foundation for the education of children with parents of limited resources. The Charity also has various restricted reserves enabling it to award modest scholarships, bursaries and prizes, as well as a few un-endowed trust funds held for special purposes in connection with the development of the Foundation's facilities.

Mission statement

The Charity's mission is to provide the necessary education and appropriate training to enable children and young people to flourish and to achieve their potential as individuals, and thereby to ensure that as adults they will be confident and successful members of society and effective contributors to it.

Intended impact

Within its charitable objects, the Charity's intention is to provide first class childcare in its nurseries and a first-class education through strong academic tuition and by developing broader skills that enable every pupil to realise his or her potential to the full. This involves emphasis on co-curricular activities through academic, sporting, artistic, team building and social skills, as well as encouraging spiritual awareness and self-reflection. This approach builds self-confidence and life skills in the Foundation's pupils and inculcates a desire to learn and a willingness to contribute to the wider community whilst at school and in later life. The Charity believes that the true impact of education can only be measured over the long term in the contribution alumni make to their communities. It endeavours to measure this impact by staying in close contact with alumni, conducting regular surveys of their activities and contributions to society.

Aims

The aim of the Charity is to provide high-quality education and care for day and boarding pupils from Nursery (age approximately 6 months) to Upper Sixth level (18/19 years). During the year under review, this was carried out by 6 nurseries and 5 schools operating in Cheltenham, Gloucester, Chepstow and Newport. The nurseries and schools are overseen jointly by the Trustees, through the Warden and Chief Finance and Operations Officer.

Most of the children from Dean Close Preparatory School enter the Senior School and the vast majority of those leaving the School after A Levels have historically sought entry to universities and other higher education establishments. Pupils from Dean Close St John's School (at 13) and Dean Close Airthrie School (at 11) enter a variety of different senior schools, including Dean Close School. In addition to the academic life of the Schools, pupils' co-curricular activities include an extensive range of musical, dramatic and artistic activities as well as sports training, with many teams achieving success at county and national level. The needs of the wider community are addressed through an imaginative and wide-ranging Community Action and Partnerships programme and the Foundation makes many of its facilities available to the community and to local charities at reduced rates.

Christianity is at the heart of the Charity both in its aim and values and in practice, in regular formal services and voluntary Christian Union groups, bible study classes and an active Chaplaincy. The Foundation's educational policy is built upon its Christian principles and Trustees aim to ensure that pupils of all faiths and none are encouraged to consider their own response to questions of faith based upon a clear understanding of the Christian message. The Charity has defined its aim and values, based on the principles of biblical Christianity, and these are embedded in every aspect of its activities. The overarching aim is Flourishing, and the three key values are Courage, Love and Contribution.

The Charity aims to maintain a warm family atmosphere and a very high standard of pastoral care for all members of its community.

THE DEAN CLOSE FOUNDATION

ANNUAL REPORT OF THE TRUSTEES FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

Objectives

- To make excellent provision for teaching and learning, ensuring that the curriculum is giving an outstanding preparation for life after school.
- To continue to improve the quality of the Foundation's facilities.
- To recruit, retain and develop excellent staff, both teaching and non-teaching.
- To maintain a broad and appropriate range and variety of co-curricular activities for all children and young people and to promote and develop sporting, musical, dramatic and artistic achievement, and spiritual awareness, across the Foundation.
- To sustain pupil recruitment in the face of ongoing difficult economic circumstances and to continue to widen access to Dean Close by the provision of means-tested assistance both for new applicants and in hardship cases affecting existing pupils.
- To develop further the Charity's commitment to partnerships, locally, nationally and internationally.

Strategies to achieve the Objectives

- Recruitment, induction, appraisal, mentoring and training of staff to ensure they are providing the very best quality of experience for children and young people, inside and outside the classroom.
- Constant review and innovation within the curriculum and co-curriculum, ensuring the needs of children and young people are met with a keen eye on the future requirements of universities, employment and wider society.
- Employment of highly qualified, specialist staff to maintain standards of sport, music, and drama.
- Continued investment in Foundation facilities through ongoing maintenance and through selected refurbishment and enhancement of facilities, particularly in boarding.
- Fundraising to support three key areas of development: campus, community and curriculum.

The aims and objectives set for the Charity's subsidiaries are to donate profits to facilitate the achievement of the Charity's aims and objectives as above.

EMPLOYEE INFORMATION

Online resources via a policy portal are in place for members of the teaching and support staff; a number of important measures, including the development of a universal appraisal system, have been introduced for members of the Charity's support staff. Considerable time and effort is expended in ensuring that all members of staff are kept fully informed about new developments and in addressing questions and any concerns.

A significant amount of staff time is devoted to ensuring that the Charity's policies are fully compliant with current legislation and best practice. The Charity seeks to work with all employees, taking into account their personal circumstances, to ensure that appropriate training, development and advancement opportunities are available to enable them to reach their full potential. The Charity is committed to a policy of equal opportunity in employment. The aim of the policy is to ensure that:

- selection criteria and procedures are in place to ensure that individuals are selected, promoted and treated on the basis of their relevant merits and abilities.
- no job applicant or employee receives less favourable treatment on the grounds of their gender, gender reassignment, marriage or civil partnership, pregnancy and maternity, sexual orientation, disability, race, colour, ethnic background, nationality, religion or belief or age.
- no employee suffers harassment or intimidation.

THE DEAN CLOSE FOUNDATION

ANNUAL REPORT OF THE TRUSTEES FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

DISABLED PERSONS

The Charity will employ disabled persons when they are suitable for a particular vacancy and every effort is made to ensure that they are given full and fair consideration when such vacancies arise.

STATEMENT OF TRUSTEES' RESPONSIBILITIES

The Trustees (who are the Directors of The Dean Close Foundation for the purposes of company law) are responsible for preparing the Trustees' Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the Trustees to prepare financial statements for each financial year. Under company law the Trustees must not approve the financial statements unless they are satisfied they give a true and fair view of the state of affairs of the charitable company and the group and of the incoming resources and application of resources, including the income and expenditure, of the charitable group 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 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The Trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charitable company's transactions, 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 and the provisions of the Charity's constitution. They are also responsible for safeguarding the assets of the charitable company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the Trustees are aware:

- there is no relevant audit information of which the charitable company's auditor is unaware; and
- the Trustees have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

THE DEAN CLOSE FOUNDATION

ANNUAL REPORT OF THE TRUSTEES FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

STRATEGIC REPORT

Principal risks and other matters of strategic importance

The Board of Trustees is responsible for the management of the strategic risks faced by the Charity. Detailed consideration of risks is delegated to the Finance and General Purposes Committee, assisted by the Warden and Chief Finance and Operations Officer. Risks are identified and assessed and controls are implemented and monitored regularly. The Charity's Risk Model is reviewed and updated on a termly basis by the Warden and Chief Finance and Operations Officer with Trustee input and overview and then presented to the Finance and General Purposes Committee for approval.

The key risk controls used by the Charity include:

- maintenance of a comprehensive Risk Register.
- formal agendas and minutes for all Committee and Board meetings.
- detailed Terms of Reference for all Committees, which are regularly reviewed.
- comprehensive strategic planning, budgeting and management accounting procedures.
- a well-established organisational structure and clear lines of reporting.
- a comprehensive range of formal, written policies.
- clear authorisation and approval levels.
- vetting procedures as required by law.

Through its risk management processes, the Board has concluded that the major risks currently confronting the Charity are:

- the generation of insufficient surplus to fund the objectives of the Strategic Plan.
- a downturn in the demand for independent education driven by economic conditions both nationally and internationally, and current parental affordability concerns.
- increased cost caused by changes in Government policy.

The Board is satisfied that all major risks identified have been adequately mitigated where necessary and possible. It is recognised that such systems can only provide reasonable, but not absolute, assurance that major risks have been adequately managed. The diversification of income streams that Dean Close Nurseries Limited and Dean Close Services Limited bring to the Group will continue to reduce risk in the longer term.

THE DEAN CLOSE FOUNDATION

ANNUAL REPORT OF THE TRUSTEES FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

Results for the year

Total full-time equivalent pupil numbers across all Dean Close schools for the year were 1,131 and on a like-for-like basis were very similar to those of the previous year.

The consolidated surplus for the year before financing costs, investment losses, depreciation and amortisation of goodwill was £1.88m (2022 £1.76m). This was ahead of budget and included a positive variance in net fee income and overall savings against the total expenditure budget. Total incoming resources increased by £2.2m (8%) with all main sources of income higher than the previous year. The increase was mainly derived from an increase in net fee income from the schools together with an increase in income from the trading subsidiaries, particularly Dean Close Nurseries Limited which performed exceptionally well. With the additional benefit of an increase in donations alongside the core charitable and trading activities, the diversity of the Foundation's income stream is one of the key elements to reducing risk within the business model.

Total expenditure increased by £1.9m (6.7%) and was below budget. The careful control and monitoring of the cost base enabled the cost of the spike in energy prices to be absorbed within the overall expenditure budget and also helped to preserve an element of the contingency budget. Energy costs are now managed and partly hedged with futures contracts which will result in savings compared with energy costs this financial year.

Capital investment during the year totalled £2m. This included completion works for the refurbishment of the swimming pool on the Cheltenham site, upgrade and refurbishment works to two boarding houses, investment in plant and equipment across all sites and investment in the ICT network including a Core Switch upgrade.

There has been little movement within the Balance Sheet compared to the previous year. Rigorous debt management together with the monitoring and control of cash flow remain key areas of focus. Debtor and bad debt ratios have improved each of the last 5 years.

The Trustees are satisfied with the overall financial position.

Review of achievement and performance for the year

The schools within the charity achieved strong pupil numbers, including increasing numbers of international pupils, as confidence returned to these markets after Covid.

The Foundation continued to invest in IT infrastructure to make further progress on the business and educational innovation resulting from the pandemic. A great deal of IT infrastructure was replaced and enhanced. Cyber security and safety of Personal Data being a particular area of attention and investment currently.

Infrastructure and facilities improvements continued, including investment in the boarding houses at Dean Close Preparatory School and significant improvements to the school swimming pool. The Art Department at DCS was equipped with a suite of high-spec computers to support the A level Photography and Art courses.

At Dean Close School, those taking public examinations performed well, achieving 63% A*-B grades at A level and 54% 9-7 at GCSE. 90% of the leavers were accepted at either their first or second choice university. Dean Close sports teams performed well across the year, with the Girls U16 hockey team becoming National Indoor Champions and the U18 netball team having an undefeated season. The tennis team reached the LTA semi-finals.

A variety of drama productions took place during the year, including senior productions of 'Our Country's Good' and 'Lord of the Flies'. At DCPS the Junior Forms production of 'Wind in the Willows' featured every pupil in Years 3-5. The annual 'Three Schools Dance Show' at the Bacon Theatre was a great success.

Senior pupils took part in the first Music tour for several years, with 36 pupils travelling to Italy to perform a series of choral and instrumental concerts. Memorable concerts included a performance of Mozart's Mass in C at the Pittville Pump Rooms.

THE DEAN CLOSE FOUNDATION

ANNUAL REPORT OF THE TRUSTEES FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

Review of achievement and performance for the year (continued)

A group of pupils travelled to Nyaktukura Memorial Secondary School in Ibanda, having raised funds to support the school, with which Dean Close has had a 20-year partnership.

The 'Foundation Stones' values continued to be embedded across all the Schools and nurseries during the year, with reward systems to promote the Aim and Values of Flourishing, Courage, Love and Contribution, as well as assemblies, PSHE lessons and tutorials focusing on their development.

Dean Close won national recognition for the experience offered to international pupils, and introduced a new offering for those unable to travel home for Exeats, with cultural/outdoor education trips to Bath, Stratford and the Forest of Dean. International week provided a focus on celebrating the variety of languages, cultures and perspectives across the school's pupil body.

The Charity's partnership work continued and was strengthened during the year, particularly in the Cheltenham Education Partnership work with other secondary schools in Cheltenham. Staff and pupils took part in a number of collaborative activities throughout the year.

In June 2023 Dean Close Airthrie School was inspected by the Independent Schools Inspectorate. The school was judged to be compliant against the Independent Schools Standards. The quality of pupils' academic and other achievements was judged to be Good, and their personal development was judged to be Excellent. It was particularly pleasing to have recognition of the pupils' maturity and their social skills: 'Pupils are highly socially aware, adept at collaboration and are confident to share ideas'. Also in June 2023, ISI inspectors visited Dean Close St John's for a Compliance Inspection, and found the school satisfied all the Independent Schools Standards and the National Minimum Standards for Boarding.

Energy and emissions report

With a new Estate Compliance Strategy in place, the Foundation is working on ways to reduce emission and waste across all of the estate.

During the year the Foundation took the following energy efficiency actions:

- Continued to roll out LED conversions and replacements across all sites
- Improved insulation across all sites
- Replaced boilers which are prioritised based on efficiency, waste and emissions
- Further research into EV's, solar, photovoltaic and composting technologies
- Ensuring sustainability is at the forefront of each capital investment decision made across the Foundation

The Foundation has also appointed an energy reduction company who have recently completed an ESOS survey. The results and recommendations are being scrutinised to ascertain where the Foundation can reduce its footprint as quickly as possible.

A summary of key data is as follows:

	2023	2022
UK energy use (kWh)	9,306,088	8,473,380
Associated Greenhouse gas emissions (Tonnes CO2 equivalent)	1,703	1,576
Intensity ratio (Emissions per FTE)	3.8	3.4

UK energy use covers the use of natural gas for heating and cooking and electricity for heating and lighting across all entities of the Dean Close Foundation. Associated greenhouse gases have been calculated using the Gov.uk 2023 conversion tables using 0.18256 per kWh for natural gas and 0.207074 per kWh of electricity in each reporting year.

THE DEAN CLOSE FOUNDATION

ANNUAL REPORT OF THE TRUSTEES FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

Grant-making policy

Trustees are committed to broadening access to Dean Close schools by offering means-tested bursaries based on an assessment of financial need to pupils whose parents/guardians are unable to pay the full fees.

This year, the value of means-tested bursaries, clergy and Armed Services awards and other concessionary fees was £3.2m (2022: £3.1m), with a further £1.2m (2022: £1.3m) awarded in the form of scholarships and exhibitions. The Foundation's policy is to widen access to Dean Close to all sectors of the community by providing means-tested assistance with up to 100% of school fees for deserving children and to relieve hardship where an existing pupil's education and future prospects may otherwise be at risk. Fundraising continues to provide major awards, known as Foundation Awards and the school is extremely grateful to and thanks donors for their support.

Scholarships were made available to entrants aged 11, 13 and 16 for outstanding ability in academic work, music, art, sport and drama. Such awards are limited to a maximum of 20% of the school fees for any individual. Minor awards were also extended to a small number of children entering the Preparatory School at age 7.

Fundraising performance

Donations, gifts and legacies totalled £274,208 in the year (2022: £198,434) and these were almost exclusively credited to restricted funds. Further details concerning restricted donations are included in Note 18b to the Financial Statements. The majority of the donations have been for Foundation Awards (transformational bursaries). The Trustees wish to record their thanks for the many kind and generous donations received throughout the year, without which this and other initiatives would have either been delayed or not been possible.

Fundraising is overseen by the Development Committee which is chaired by a Trustee and includes other Trustees. The Development department carries out day to day fundraising tasks assisted by an external Consultant. Particular attention continues to be given to the management of data and the protection of vulnerable people. The Foundation has had no complaints about its fundraising activities this year.

Investment powers, policy and performance

The Trustees' powers for the investment of its corporate funds are set out in the Articles of Association and are, subject to statutory requirements, broadly equivalent to those of an individual beneficial owner. For the investment of the trust funds that it administers, the Foundation is subject to the Trustee Act 2000.

The Trustees' policy is to obtain a return of capital gain and reinvested dividends on the invested funds at a suitable benchmark, thereby enhancing the Foundation's ability to provide scholarships, bursaries and prizes in future years and preserving the capital value of the underlying investments.

The Charity's investment portfolios are managed on a discretionary basis under an agreed set of investment parameters that are stated in the Foundation's Investment Policy. Portfolio performance is reported termly against an agreed benchmark and the Foundation's Investment Manager provides six-monthly briefings to the Finance and General Purpose Committee which include detailed analysis of the portfolio's performance, overviews of market conditions and his strategic approach to obtaining an optimal return on the Charity's investments.

At the year end the Group's long term investments totalled £3.3m (2022: £3.1m). The increase in value includes incoming donations of £0.25m which were invested during the year. Investment losses during the year represented 3% of the portfolio value which reflected another difficult and challenging year for world stock markets.

THE DEAN CLOSE FOUNDATION

ANNUAL REPORT OF THE TRUSTEES FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

Reserves level and policy

The Charity's policy is to invest in premises and equipment to support the business and education requirements of the Charity, while ensuring adequate financing of day-to-day operational needs and the maintenance of adequate reserves to meet any contingencies as they arise. Therefore, retained surpluses are not held as free reserves, but are normally utilised for improvements to the Charity's facilities. This policy is supported by external financing as and when necessary which is allocated to specific capital projects.

The Group's total reserves of £17.63m (2022: £17.56m) at the year end included £0.49m (2022: £0.51m) endowment capital, £0.53m (2022: £0.38m) unspent restricted funds and £16.6m (2022: £16.67m) unrestricted funds. £24.8m (2022: £24.59m) of this represented the net book value of fixed assets less associated long term funding arrangements, leaving negative free reserves of £8.2m (2022: negative £7.9m) at the year end.

Resources

The Charity has at its disposal restricted and unrestricted funds which are invested by Rathbone Investment Management in a broad portfolio of bonds, equities and cash, as disclosed in note 11.

The Charity has a main bank overdraft facility of £3m to service working capital requirements. The bank loan facility has been utilised as planned to provide funding to deliver ongoing capital developments which form part of the overall Strategic Plan. The Charity's corporate and trust funds all have sufficient realisable assets appropriate to meet their respective obligations.

THE DEAN CLOSE FOUNDATION

ANNUAL REPORT OF THE TRUSTEES FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

FUTURE PLANS OF THE DEAN CLOSE FOUNDATION

The Charity's Strategic Plan sets out the Dean Close values, vision and ethos. The focus of The Plan is sustainability: financial, educational and environmental. The Plan is built around four pillars:

- Educational excellence;
- Financial sustainability;
- Employee engagement;
- Partnership collaboration.

Around these pillars, the plan establishes medium to long-term aims, which are:

- To cement and sustain the Foundation's strong academic reputation while avoiding selection based on academic grounds alone;
- To remain a flourishing, co-educational community for families, with excellent boarding and day facilities and excellent childcare support in its nurseries;
- To continue to develop excellent relationships with parents and families and to provide the highest possible standards of pastoral and tutorial support;
- To sustain a reputation for excellence in the creative and performing arts and in sport;
- To continue to develop the work of the Chaplain and the chaplaincy team, developing young Christian leaders and promoting spiritual development;
- To maintain and increase pupil numbers throughout the Foundation, particularly at Dean Close St John's School and in boarding;
- To continue the growth in earnings of Dean Close Services Limited and Dean Close Nurseries Limited, in order to invest those earnings in facilities across the Foundation;
- To establish a new lower cost base
- To be excellent employers; recruiting, training and developing outstanding staff;
- To develop and sustain partnerships with other organisations, locally, nationally and internationally; and
- To continue to develop community access to the Foundation's facilities and to widen access to independent education through the provision and active promotion of means-tested bursaries.

The Development Board oversees fundraising activity towards our three major campaign objectives; campus, community and curriculum:

- Campus – to renew the academic heart of Dean Close School, creating innovative and exciting teaching spaces with an emphasis on preparation for modern working life.
- Community – to establish a long term endowment supporting Foundation Awards, which are transformational bursaries for deserving and talented pupils.
- Curriculum – to establish a curriculum through all the age groups which emphasises Skills for the Future, including links with industry through parents, alumni and local partners.

FINANCIAL STATEMENTS

The financial statements on pages 22 to 50 have been prepared in accordance with the Charities Statement of Recommended Practice FRS 102.

THE DEAN CLOSE FOUNDATION

ANNUAL REPORT OF THE TRUSTEES FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

KEY ITEMS IN THE STATEMENT OF FINANCIAL ACTIVITIES

Restricted income comprises dividend income from investments, rental income and donations. The endowed reserve contains the unamortised portion of the Arts Council Grant made for the construction of the Music School in 1997. The Foundation's non-charitable trading includes the following activities of Dean Close Services Limited: the operation of the Bacon Theatre, lettings of certain parts of the Charity's property to provide access for external groups to sporting, music, drama and other facilities, together with income from the School Shops. The Foundation has continued to develop a range of owned and managed sports and educational offerings including an Easter Revision course and various Dean Close branded sports camps, which are operated through Dean Close Services Limited. The management of the children's day nurseries is undertaken through Dean Close Nurseries Limited. All surplus income of the trading subsidiaries is used for the purposes of the Charity.

PUBLIC BENEFIT

Direct Public Benefit includes means tested bursaries and grants made to existing and new families. Trustees are committed to broadening access to Dean Close by offering means-tested bursaries to pupils whose parents / guardians are unable to pay the full fees. All bursaries are means-tested annually and have a value of up to 100% of the fees. The Foundation also has a scheme that helps military families with their fees.

Bursaries can range from 5% to 100% of the school fee. On occasions where certain students are selected for particular extracurricular Arts/Drama/Sport trips but where the cost alone precludes their participation we can relieve that financial burden in certain circumstances. The Charity does not have a large endowment and therefore the Trustees are mindful, when bursaries are provided, that there remains a fair balance overall between those benefitting from bursaries and full fee-paying parents, many of whom make significant personal sacrifices to fund their children's education. Fundraising continues to provide an endowment to support Foundation Awards and life-changing bursaries for pupils from families of modest means. Foundationers, supported by donors from the Old Decanian community, former parents and other individuals, continue their education at the senior school and these talented and deserving individuals would never have been able to consider independent schooling without these transformational awards. The Foundation aims to increase the number of Foundationers to 20 over the coming 10 years.

Indirect Public Benefit includes the use of facilities such as the Bacon Theatre and sports facilities which, from time to time, are let on a reduced cost to local groups or groups where their educational or artistic value is highly regarded in educational terms. The Foundation also invites local preparatory schools, junior schools and nurseries to benefit from Forest School, and from events such as sports skills days, choral and orchestral days, and science days. Local children also have the opportunity to attend theatre workshops and plays. Facilities are also made available to educational groups, and have, for example, hosted at no charge Gloucestershire Early Years meetings in the Pre-Prep hall with teachers from schools across Cheltenham.

The Trustees confirm that they have complied with their duty in Section 4 of the Charities Act 2011 to have due regard to the public benefit guidance published by the Charity Commission for England and Wales.

PARTNERSHIPS

Partnership activity in the Dean Close Foundation operates on four levels: locally, regionally, nationally and internationally. Locally, it has many partnerships with primary schools and their pupils attended concerts, plays, Sports Skills and Community Action days, and Forest School at DCSJS, DCPS and DCS or hosted assemblies led by DCS pupils. The Cheltenham Education Partnership (CEP), of which Dean Close is a Founder Member, has continued to gain momentum and provide benefits for pupils in all Cheltenham's secondary schools. There are many regional partnership links in Gloucestershire and the South West for sport, business, chaplaincy and music. National links are with academic organisations, the Choir Schools' Association, and TISCA. Finally, international partnerships have been disrupted but the Foundation remains committed to schools in Uganda and China. Fundraising to support Nyakatukura Memorial Secondary School in Uganda continued during the year, and pupils from the School visited Uganda in the summer of 2023.

THE DEAN CLOSE FOUNDATION

ANNUAL REPORT OF THE TRUSTEES FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

AUDITOR

The auditor, Crowe U.K. LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

The Annual Report of the Trustees and incorporated Strategic Report were approved by the Board on 2 December 2023 and signed on its behalf by



Kathryn Carden
Chairman of Trustees

THE DEAN CLOSE FOUNDATION

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE DEAN CLOSE FOUNDATION

Opinion

We have audited the financial statements of The Dean Close Foundation for the year ended 31 August 2024 which comprise the consolidated statement of financial activities, the consolidated and charity balance sheets, the consolidated cash flow statement 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 group's and the charitable company's affairs as at 31 August 2023 and of the group's 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 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 group 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

In auditing the financial statements, we have concluded that the trustee's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating 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 a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the trustees with respect to going concern are described in the relevant sections of this report.

Other information

The trustees are responsible for the other information contained within the annual report. The other information comprises the information included in the annual report, 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.

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 this gives rise to a material misstatement in the financial statements themselves. 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.

THE DEAN CLOSE FOUNDATION

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE DEAN CLOSE FOUNDATION (CONTINUED)

Opinions on other matters prescribed by the Companies Act 2006

In our opinion based on the work undertaken in the course of our audit

- the information given in the trustees' report, which includes the directors' report and the strategic report prepared for the purposes of company law, for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report included within the trustees' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the group and the charitable company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report included within the trustees' report.

In light of the knowledge and understanding of the charitable company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report included within the trustees' report.

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:

- the parent company has not kept adequate accounting records; or
- the parent company 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.

Responsibilities of trustees

As explained more fully in the trustees' responsibilities statement on page 9, 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.

THE DEAN CLOSE FOUNDATION

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE DEAN CLOSE FOUNDATION (CONTINUED)

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We obtained an understanding of the legal and regulatory frameworks within which the charity and group operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Charities Act 2011, together with the Charities SORP (FRS 102). We assessed the required compliance with these laws and regulations as part of our audit procedures on the related financial statement items.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which might be fundamental to the charity's and the group's ability to operate or to avoid a material penalty. We also considered the opportunities and incentives that may exist within the charitable company and the group for fraud. The laws and regulations we considered in this context for the UK operations were The Education (Independent School Standards) Regulations 2014, General Data Protection Regulation (GDPR), Health and Safety legislation, and Employment legislation.

Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of trustees and other management and inspection of regulatory and legal correspondence, if any.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be with the completeness and accuracy of certain income streams which includes, nursery fees and bursaries, scholarships and allowances and the override of controls by management. Our audit procedures to respond to these risks included enquiries of management, the bursar and the Finance & General Purpose Committee about their own identification and assessment of the risks of irregularities, sample testing on the posting of journals, reviewing accounting estimates for biases, designing audit procedures over certain income streams listed above, reviewing regulatory correspondence with the Charity Commission, Independent Schools Inspectorate, Ofsted and reading minutes of meetings of those charged with governance.

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 (irregularities) 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 irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

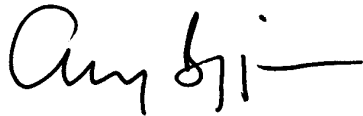
A further description of our responsibilities for the audit of the financial statements is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

THE DEAN CLOSE FOUNDATION

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE DEAN CLOSE FOUNDATION (CONTINUED)

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.



Guy Biggin
Senior Statutory Auditor
For and on behalf of
Crowe U.K. LLP
Statutory Auditor
4th Floor, St James House
St James Square
Cheltenham
Gloucestershire
GL50 3PR

Date: 18 December 2023

THE DEAN CLOSE FOUNDATION

CONSOLIDATED STATEMENT OF FINANCIAL ACTIVITIES FOR THE YEAR ENDED 31 AUGUST 2023 (Incorporating a consolidated Income and Expenditure account)

	Notes	Unrestricted funds 2023 £	Restricted funds 2023 £	Endowed funds 2023 £	Total 2023 £	Total 2022 £
Income from:						
Charitable activities						
School fees receivable	2	23,528,970	-	-	23,528,970	22,532,816
Ancillary trading income	4	571,910	-	-	571,910	289,940
Other trading activities						
Non-ancillary trading income	3	5,763,352	-	-	5,763,352	4,946,671
Investments						
Investment income	11(c)	81,623	43,997	-	125,620	104,529
Bank and other interest		34,446	-	-	34,446	13,355
Voluntary sources						
Grants and donations		37	274,171	-	274,208	198,434
Total incoming resources		29,980,338	318,168	-	30,298,506	28,085,745
Expenditure on:						
Raising funds						
Non-ancillary trading	3	4,634,733	-	-	4,634,733	4,039,683
Financing costs		614,385	-	-	614,385	356,330
Investment management		19,949	2,644	-	22,593	23,413
Fundraising and development		112,051	-	-	112,051	117,952
Total deductible costs	7	5,381,118	2,644	-	5,383,762	4,537,378
Charitable activities						
Education and grant making		24,588,237	147,153	-	24,735,390	23,690,508
Total expenditure	7	29,969,355	149,797	-	30,119,152	28,227,886
Net incoming/(outgoing) funds from operations before transfers and investment gains		10,983	168,371	-	179,354	(142,141)
Losses on investments		(97,368)	(14,872)	-	(112,240)	(340,985)
Transfers between funds		19,651	-	(19,651)	-	-
Net movement in funds		(66,734)	153,499	(19,651)	67,114	(483,126)
Fund balances at 1 September 2022		16,672,133	377,118	510,936	17,560,187	18,043,313
Fund balances at 31 August 2023	18	16,605,399	530,617	491,285	17,627,301	17,560,187



The notes on pages 25 to 50 form part of these financial statements.

THE DEAN CLOSE FOUNDATION

FOUNDATION AND CONSOLIDATED BALANCE SHEETS AS AT 31 AUGUST 2023 REGISTERED NUMBER: 04193948

	Notes	Group 2023 £	Group 2022 £	Foundation 2023 £	Foundation 2022 £
Fixed assets					
Intangible	8	443,553	554,441	-	-
Negative goodwill	9	(44,946)	(60,809)	(44,946)	(60,809)
Tangible	10	32,868,882	31,863,321	32,536,452	31,621,877
Investments	11	3,296,063	3,088,732	4,815,564	4,719,121
		<u>36,563,552</u>	<u>35,445,685</u>	<u>37,307,070</u>	<u>36,280,189</u>
Current assets					
Stocks		200,336	137,121	19,722	14,239
Debtors	12	1,792,026	1,657,162	1,662,755	1,486,017
Cash at bank and in hand		67,778	84,724	12,906	28,659
		<u>2,060,140</u>	<u>1,879,007</u>	<u>1,695,383</u>	<u>1,528,915</u>
Current liabilities					
Creditors payable within one year	13	(11,243,418)	(9,493,118)	(11,780,396)	(10,046,065)
Net current liabilities		(9,183,278)	(7,614,111)	(10,085,013)	(8,517,150)
Total assets less current liabilities		<u>27,380,274</u>	<u>27,831,574</u>	<u>27,222,057</u>	<u>27,763,039</u>
Long term liabilities					
Creditors payable after one year	14	(9,752,973)	(10,271,387)	(9,710,519)	(10,210,802)
Net assets		<u>17,627,301</u>	<u>17,560,187</u>	<u>17,511,538</u>	<u>17,552,237</u>
Financed by:					
Endowed funds	18a	491,285	510,936	491,285	510,936
Restricted funds	18b	530,617	377,118	530,617	377,118
Unrestricted funds	18c	16,605,399	16,672,133	16,489,636	16,664,183
Total funds	18	<u>17,627,301</u>	<u>17,560,187</u>	<u>17,511,538</u>	<u>17,552,237</u>

The net result for the financial year dealt with in the financial statements of the parent charity was a deficit of £40,699 (2022: deficit £483,127). The financial statements were approved and authorised for issue by the Board of The Dean Close Foundation on 2 December 2023 and signed on its behalf by:

 - Kathryn Carden
Chairman
 - Matthew Smith
Treasurer

The notes on pages 26 to 50 form part of these financial statements.

THE DEAN CLOSE FOUNDATION

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 AUGUST 2023

	Notes	Group 2023 £	Group 2022 £
Reconciliation of net incoming/(outgoing)/ resources to net cash inflow from operating activities			
Net incoming/(outgoing) funds from operations		179,354	(142,141)
Elimination of non-operating cashflows:			
Investment income and bank interest received		(160,066)	(117,884)
Finance costs		614,385	356,330
Depreciation charge	10	990,738	1,455,378
Profit on disposal of assets	5	(7,747)	(81,867)
Amortisation of goodwill on acquisition	8	110,888	110,888
Amortisation of negative goodwill on acquisition	9	(15,863)	(15,861)
Increase in stock		(63,215)	(17,090)
Increase in debtors		(134,864)	(50,477)
Decrease in creditors (excluding fees in advance and deposits and composition fees)		(352,749)	(1,006,335)
Increase in fees in advance, deposits and composition fees		305,405	680,254
Net cash inflow from operations		1,466,266	1,171,195
Cash flows used in investing activities			
Purchase of tangible fixed assets	10	(1,998,024)	(1,485,195)
Proceeds from sale of tangible fixed assets		9,472	218,146
Additions to investment portfolio		(319,571)	(47,978)
Investment income and bank interest received		160,066	117,884
Net cash used in investing activities		(2,148,057)	(1,197,143)
Cash flows provided by financing activities			
Finance costs paid		(614,385)	(356,330)
New bank loan		285,000	750,000
New finance lease and hire purchase contracts		153,312	248,561
Repayment of secured loans		(424,347)	(627,673)
Repayment of other loan		(71,376)	(100,000)
Repayment of finance lease and hire purchase contracts		(59,948)	(78,640)
Net cash used by financing activities		(731,744)	(164,082)
Change in cash and cash equivalents in the year		(1,413,535)	(190,030)
Cash and cash equivalents at the beginning of the year		(135,538)	54,492
Cash and cash equivalents at the end of the year		(1,549,073)	(135,538)
Analysis of cash and cash equivalents			
Cash at bank		67,778	84,724
Bank overdrafts	13	(1,616,851)	(220,262)
		(1,549,073)	(135,538)

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023

1 STATEMENT OF ACCOUNTING POLICIES

(a) Charity information

The Dean Close Foundation is a charitable company limited by guarantee incorporated in England (charity number 1086829 and company number 04193948) and is a Public Benefit Entity operating from its registered office Shelburne Road, Cheltenham, GL51 6HE.

(b) Basis of accounting

The financial statements have been prepared in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102), The Companies Act 2006 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) – (2nd edition effective 1 January 2019). The financial statements have been prepared on the historical cost basis of accounting, as modified by the revaluation of investments, and in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102), the Companies Act 2006, the Charities SORP (FRS 102) and the accounting policies set out below.

The functional currency of the Foundation is considered to be GBP because that is the currency of the primary economic environment in which the Foundation operates.

The Charity has taken advantage of the exemption available to a qualifying entity in FRS 102 from the requirement to present a charity-only Cash Flow Statement within the consolidated financial statements.

No separate Statement of Financial Activities has been presented for the Foundation alone, as permitted by Section 408 of the Companies Act 2006. The net results of the parent Charity are disclosed on page 23.

Going Concern

As part of the Trustee's responsibilities of the appropriateness of adopting the going concern basis in preparing the financial statements, a range of scenarios have been considered. The assumptions modelled are based on the current economic climate and the Headwinds. The most severe risk identified is a downturn in pupil numbers and the impact that this would have on the Foundation's cash flow. In this event, the Trustees measured response would be to place a moratorium on all but essential capital expenditure, to make further cost savings where appropriate to do so and if necessary to liquidate investments held as detailed in note 11 in order to enable the Foundation to operate within its current or increased borrowing facilities.

The Trustees are mindful of "The Headwinds", the challenges that lie ahead. The possible imposition of VAT on school fees and various charitable reliefs being withdrawn by government. Much research is ongoing to develop strategies to mitigate such risk. The Foundation has four 3 year finance strategies covering new and additional income as well as 're-setting' the cost base. The three-year strategies started on 1 September 2023 and include doubling the number of Nurseries, increasing the profitability of Dean Close Services Limited and establishing a new lower cost base across the Foundation. The Trustees believe that the Foundation is therefore in a strong position to combat such challenges.

On the basis of this review, these financial statements have been prepared on a Going Concern basis, which the Trustees consider to be appropriate based on the results for the year ending 31 August 2023 and cash flow projections prepared for the period 31 August 2024 and beyond. The cash flow projections indicate that the Group will be able to meet its liabilities as they fall due and will be able to operate within the facilities currently available. The Trustees consider that there are no material uncertainties over the Foundation's financial viability.

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

1 STATEMENT OF ACCOUNTING POLICIES (continued)

Judgments in applying Accounting Policies and Key Sources of Estimation Uncertainty

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The items in the financial statements where these estimates and judgments have been made include the following:

(i) Useful economic lives of tangible and intangible assets

The annual depreciation and amortisation charge for the tangible and intangible assets are sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See notes 8, 9 and 10 for the carrying amount of the assets and notes 1(i), (j) and (k) for the useful lives for each class of assets.

(ii) Impairment of investments

When assessing impairment of the investments, management considers factors including the financial results, future outlook, net assets and market value of each investment. See note 11 for the net carrying amount of investments.

(iii) Impairment of debtors

The group makes an estimate of the recoverable value of trade and fee debtors. When assessing impairment of trade and fee debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience. See note 12 for the net carrying amount of the debtors.

(c) Basis of consolidation

The consolidated statement of financial activities and balance sheet include the financial statements of The Dean Close Foundation and its subsidiary Companies, Dean Close Services Limited, Dean Close Nurseries Limited and Dean Close General Charitable Trust and certain Scholarship Funds made up to 31 August 2023. Dean Close Services Limited manages and lets property on behalf of the Foundation and operates the School shops and the Bacon Theatre. Dean Close Nurseries Limited operated six children's day nurseries during the year under review. All intra group sales and profits are eliminated fully on consolidation.

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

1 STATEMENT OF ACCOUNTING POLICIES (continued)

(d) Incoming resources

Fees and similar income

Fees receivable and charges for services and use of premises are accounted for in the period in which the service is provided. School fee income represents fees receivable, including additional charges, less concessions.

Amounts received under the School's Advance Fee Scheme contracts for education not yet utilised to settle school fees are recorded as deferred income and allocated as current liabilities where the education will be provided with 12 months from the reporting date and as long-term liabilities where the education will be provided in subsequent years.

Non-charitable trading

Income from non-charitable trading represents the turnover from the trading activities of the subsidiary companies, Dean Close Services Limited and Dean Close Nurseries Limited and is recognised when the company has earned entitlement to the revenues.

Investment Income

Dividend income is accounted for at the date on which the Charity has entitlement to the dividend. Interest on bank balances and fixed income securities are accounted for in the period in which interest is earned.

(e) Government grants

Income from Government grants, whether "capital" grants or "revenue" grants, is recognised when the Group has entitlement to the funds, any performance conditions attached to the grants have been met, it is probable that the income will be received and the amount can be measured reliably.

Where entitlement occurs before income is received, the income is accrued. Where income is received in advance of the Group having entitlement to the funds, the income is deferred.

(f) Donations

Donations are accounted for as and when entitlement arises, the amount can be reliably quantified and economic benefit to the Charity is considered probable. Donations receivable for the general purposes of the Charity are credited to "other unrestricted funds", to distinguish them from direct Foundation income. Donations for purposes restricted by the wishes of the donor are taken to "restricted funds" where these wishes are legally binding on the Trustees. Donations required to be retained as capital in accordance with the donor's wishes are accounted for as "endowments" – permanent or expendable according to the nature of the restriction. Gifts in kind are valued at estimated open market value at the date of gift, in the case of assets for retention or consumption, or of the value to the Foundation in the case of donated services or facilities.

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

1 STATEMENT OF ACCOUNTING POLICIES (continued)

g) Legacies

For residuary legacies, entitlement is taken as the earlier of the date on which either the charity is aware that probate has been granted, the estate has been finalised and notification has been made by the executor(s) to the charity that a distribution will be made, or when a distribution is received from the estate. Pecuniary legacies are recognised once probate has been granted and notification received and where they can be reliably measured. Receipt of a legacy, in whole or in part, is only considered probable and measurable when the amount can be measured reliably and there are no potential claims against the estate.

(h) Expenditure

Expenditure is accounted for on an accruals basis as soon as a liability is considered probable, discounted to present value for longer term liabilities. Overhead and other costs not directly attributable to particular functional activity categories are apportioned over the relevant categories on the basis of the Trustees' best estimates of the amount attributable to that activity in the year, either by reference to staff time or space occupied, as appropriate. The irrecoverable element of VAT is included with the item of expense to which it relates.

Cost of generating funds includes all the financing costs of the entity in addition to the costs of the development office and trading expenditure of the subsidiary companies accounted for on an accruals basis.

Governance costs comprise the costs of running the Charity, including strategic planning for its future development, also internal and external audit, any legal advice for the Trustees, and all the costs of complying with constitutional and statutory requirements, such as the costs of Trustees meetings and of preparing statutory accounts and satisfying public accountability.

(i) Goodwill and amortisation

Goodwill is the difference between the amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities.

Amortisation is provided on goodwill at rates calculated to write off the cost on a straight line basis over its expected useful life as follows:

Goodwill on acquisition of Nursery Childcare Services (UK) Limited	10% on cost
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(j) Negative goodwill

Negative goodwill is the difference between the fair value of the assets and liabilities acquired of a business and the amount paid on acquisition.

Negative goodwill is credited to incoming resources on a straight line basis over its expected useful life as follows:

Negative goodwill on Asset Purchase of Airthrie School LLP	20% on valuation
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THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

1 STATEMENT OF ACCOUNTING POLICIES (continued)

(k) Fixed assets

Tangible fixed assets are stated in the balance sheet at cost less depreciation. Items costing less than £5,000 are written off as an expense on acquisition.

Depreciation is calculated so that tangible fixed assets are written off over their currently estimated useful lives at annual rates, which are as follows: -

Freehold land	Nil
Freehold property	1% - 6.67% on cost
Plant and equipment	2%/10%/20% on cost
Theatre equipment	10% on cost
Fixtures and fittings	10% - 20% on cost
Motor vehicles	20% on cost
School shop equipment	20% on cost
Computer equipment	10% - 25% on cost

Assets under construction are not depreciated until they are brought into use.

Following a periodic review of fixed assets on 1 September 2022, the rate of depreciation on the majority of freehold property was reduced to 1% and in respect of upgrade work to boarding houses included within fixtures and fittings, was reduced to 10%. Depreciation on these assets has been re-calculated for the year under review with reference to the number of remaining years since the date of acquisition.

(l) Operating leases

Rentals under operating leases are charged to the Statement of Financial Activities on a straight line basis over the lease term.

(m) Stocks

Stocks are stated in the balance sheet at the lower of cost and net realisable value after making due allowances for obsolete and slow moving stock.

(n) Debtors

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

(o) Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions.

(p) Creditors

Short term creditors are measured at the transaction price.

(q) Leased assets

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the Statement of Financial Activities on a reducing balance basis over the lease term.

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

1 STATEMENT OF ACCOUNTING POLICIES (continued)

(r) Taxation

The Dean Close Foundation is a registered charity and is not liable to Corporation Tax or Income Tax on all its income and gains properly applied for its charitable purposes. Dean Close Services Limited and Dean Close Nurseries Limited, trading subsidiaries of the Foundation, are liable to Corporation Tax.

(s) Pension costs

Teaching Staff

The scheme is a multi-employer pension scheme. It is not possible to identify the Charity's share of the underlying assets and liabilities of the Teachers' Pension Scheme on a consistent and reasonable basis and therefore, as required by FRS 102, the scheme is accounted for as if it were a defined contribution scheme. The Charity's contributions, which are in accordance with the recommendations of the Government Actuary, are charged in the period in which the salaries to which they relate are payable.

The Charity also operates a defined contribution group personal pension plan with AVIVA. Employer's pension costs are charged in the period in which the salaries to which they relate are payable.

All pension costs are allocated to unrestricted funds, this being the fund from which wages and salaries are paid.

Non-Teaching Staff

The Charity operates a defined contribution group personal pension plan for its non-teaching staff with AVIVA (2022: three defined contribution group personal pension plans with Scottish Equitable, Standard Life and AVIVA). Employer's pension costs are charged in the period in which the salaries to which they relate are payable.

All pension costs are allocated to unrestricted funds, this being the fund from which wages and salaries are paid.

(t) Investments

Listed investments are valued at market value as at the balance sheet date. Unrealised gains and losses arising on the revaluation of investments are credited or charged to the Statement of Financial Activities and are allocated to the appropriate Fund according to the "ownership" of the underlying assets. Investments in subsidiaries are valued at cost less provision for impairment.

(u) Composition fees

The Charity operates a composition fee scheme for parents. Income arising is treated as general income of the Foundation, out of which provision for future fee liabilities under the scheme is made.

(v) Recognition of liabilities

Liabilities are recognised when the Charity has an obligation to make payment to a third party.

(w) Redundancy

Redundancy and termination costs only occur where absolutely necessary and are accounted for on an accruals basis when the commitment to terminate a post on the grounds of redundancy has been made.

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

1 STATEMENT OF ACCOUNTING POLICIES (continued)

(x) Funds policy

Unrestricted funds are funds that are available for use at the discretion of the Trustees in furtherance of the objects of the Charity.

Designated funds are unrestricted funds which have been set aside by Trustees for specific purposes.

Restricted funds are to be used in accordance with specific restrictions imposed by the donors or which have been raised by the Charity for particular purposes.

The Charity holds a grant under permanent endowment. Any income arising on the Permanent Endowment Fund is treated as restricted income of the Charity.

Expendable endowment funds represent the expendable endowment of the Charity. The funds are expendable at the discretion of the Trustees.

(y) Financial instruments

Basic financial instruments are initially recognised at transaction value and subsequently measured at amortised cost with the exception of investments which are held at fair value. Financial assets held at amortised cost comprise cash at bank and in hand, together with trade and other debtors. A specific provision is made for debts for which recoverability is in doubt. Cash at bank and in hand is defined as all cash held in instant access bank accounts and used as working capital. Financial liabilities held at amortised cost comprise all creditors except social security, other taxes and fees received in advance.

2 Charitable activities – fees receivable

	2023 £	2022 £
Fees receivable comprise:		
School fees	27,783,183	26,760,542
Allowances		
Bursaries and concessionary fees	(3,184,272)	(3,059,556)
Scholarships and exhibition awards	(1,176,533)	(1,262,287)
	23,422,378	22,438,699
Add back: Bursaries, scholarships and awards paid for by restricted funds	106,592	94,117
	23,528,970	22,532,816

Scholarships, bursaries and exhibition awards paid for out of Restricted funds were £106,592 (2022: £94,117).

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

3 Income from subsidiary's trading activities

- (a) The Charity owns the whole of the ordinary share capital of Dean Close Services Limited (registered number 02627579, registered office Shelburne Road, Cheltenham, GL51 6HE), whose trading activities include the school shops, and management and letting of facilities on behalf of the Charity such as the Bacon Theatre.

The following trading results for the subsidiary are incorporated in the Consolidated Statement of Financial Activities:

	2023 £	2022 £
Turnover	945,686	773,826
Cost of sales	(262,488)	(216,383)
Gross profit	683,198	557,443
Administrative expenses	(410,819)	(349,965)
Governance costs	(2,340)	(2,000)
Interest payable	(3,980)	(4,646)
Operating profit	266,059	200,832
Donation made under gift aid to the Foundation	(158,245)	(200,832)
Retained profit for the financial year	107,814	-
Total assets	471,609	366,844
Total liabilities	235,846	238,895
Share capital	120,000	120,000
Profit and loss account	115,763	7,949
Shareholder's funds	235,763	127,949

The subsidiary donated taxable profits to the Charity of £266,059 (2022: £200,832) under the Gift Aid Scheme.

Included in cost of sales and administration expenses are £439,418 (2022: £287,442) paid to The Dean Close Foundation. These transactions were eliminated on consolidation. At the year end, £67,878 was owed by The Dean Close Foundation (2022: £4,371).

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

3 Income from subsidiary's trading activities (continued)

- (b) The Charity owns the whole of the ordinary share capital of Dean Close Nurseries Limited (registered number 09635445, registered office Shelburne Road, Cheltenham, GL51 6HE), whose trading activities during the year under review include the provision of nursery care operating from six sites.

The following trading results for the subsidiary are included in the Consolidated Statement of Financial Activities:

	2023 £	2022 £
Turnover	4,817,666	4,172,845
Operating expenses	(255,639)	(207,465)
Gross profit	4,562,027	3,965,380
Administrative expenses	(3,694,787)	(3,255,224)
Governance costs	(4,680)	(4,000)
Operating profit	862,560	706,156
Donation made under gift aid to the Foundation	(862,560)	(706,156)
Retained profit for the financial year	-	-
Total assets	1,100,122	1,075,427
Total liabilities	144,173	119,478
Share capital	10,000	10,000
Profit and loss account	945,949	945,949
Shareholder's funds	955,949	955,949

The subsidiary donated £862,560 (2022: £706,156) taxable profits to the Charity under the Gift Aid Scheme.

Included in operating and administration expenses are £3,332,390 (2022: £2,740,643) paid to The Dean Close Foundation. These transactions were eliminated on consolidation. At the year end, £806,665 (2022: £846,365) was owed by The Dean Close Foundation.

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

4 Charitable activities - ancillary trading income

	2023 £	2022 £
Registration fees	33,498	29,837
Holiday courses	-	918
Pupils insurance discounts	1,709	1,051
Sundry receipts	139,332	136,743
School trips and activities	397,371	121,391
	<u>571,910</u>	<u>289,940</u>

5 Net incoming/(outgoing) resources

This is stated after charging/(crediting):

	Group 2023 £	Foundation 2023 £	Group 2022 £	Foundation 2022 £
Depreciation of tangible fixed assets				
- Owned	958,409	904,831	1,429,402	1,375,139
- Held under hire purchase	32,329	20,783	25,976	14,429
Amortisation of goodwill	110,888	-	110,888	-
Amortisation of negative goodwill	(15,863)	(15,863)	(15,861)	(15,861)
Auditor's remuneration:				
- Fees payable for the audit of the financial statements	35,100	28,080	30,000	24,000
- Tax and other advisory services	2,140	-	2,500	-
Operating leases:				
- Land and Property	433,593	433,593	406,949	406,949
Interest payable				
- Under hire purchase	10,154	6,174	9,228	4,582
- Other	573,736	573,736	300,338	300,338
Profit on disposal of tangible fixed assets	(7,747)	(7,747)	(81,867)	(81,867)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

6 Staff costs

	2023 £	2022 £
Wages and salaries	16,039,900	14,602,985
Social security costs	1,374,083	1,279,938
Pension contributions - Teachers' Pension Scheme	1,399,026	1,521,444
Pension contributions – other	286,861	180,194
Other costs including agency staff	144,830	299,496

Total direct costs of employment	19,244,700	17,884,057
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	2023 £	2022 £
Aggregate employee – benefits of key management personnel	1,003,172	956,693

The average number of staff during the year was:

	2023 Headcount	2022 Headcount
Teaching Staff	286	293
Nursery Staff	149	138
Administration support:		
Welfare	101	88
Premises	33	29
Support	125	129
Administration of charity	1	1
	695	678

The number of higher paid employees was:

	2023 No.	2022 No.
£60,001 - £70,000	14	7
£70,001 - £80,000	6	4
£80,001 - £90,000	1	1
£90,001 - £100,000	1	1
£100,001 - £110,000	1	1
£110,001 - £120,000	-	1
£120,001 - £130,000	1	-
£160,001 - £170,000	-	1
£170,001 - £180,000	1	-

In the year, contributions were made for 13 (2022:11) higher paid employees, to the Teachers' Pension Scheme, a defined benefit scheme and contributions were made for 12 (2022: 5) higher paid employee to a defined contribution scheme.

The Trustees received £Nil (2022: £Nil) remuneration during the year.

During the year, there were redundancy or termination payments made which amounted to £19,215 (2022: £58,197). At the year end £4,612 was outstanding (2022: £23,502).

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

7 (a) Analysis of expenditure

	Staff costs £	Other costs £	Depreciation £	Total 2023 £	Total 2022 £
Costs of generating funds					
Trading costs	3,209,567	1,360,042	65,124	4,634,733	4,039,683
Financing costs	-	614,385	-	614,385	356,330
Investment management fees	-	22,593	-	22,593	23,413
Development costs	86,779	25,272	-	112,051	117,952
Total costs of generating funds	3,296,346	2,022,292	65,124	5,383,762	4,537,378
Charitable activities					
Education and grant making					
Teaching	11,648,393	1,212,821	-	12,861,214	11,943,352
Welfare	1,010,721	1,998,346	-	3,009,067	2,589,141
Premises	773,301	2,164,393	357,044	3,294,738	3,655,179
Support costs and governance	2,515,939	2,379,269	568,570	5,463,778	5,408,719
Grants, awards and prizes	-	106,593	-	106,593	94,117
Total charitable expenditure	15,948,354	7,861,422	925,614	24,735,390	23,690,508
Total expended	19,244,700	9,883,714	990,738	30,119,152	28,227,886

7 (b) Governance included in support costs

	2023 £	2022 £
Remuneration paid to auditor	35,100	30,000
Reimbursement of personal expenses to Trustees	3,926	3,967
Other governance costs	5,491	5,332
	44,517	39,299

Of the Trustees 6 (2022: 6) received a total of £3,926 (2022: £3,967) in respect of repayment of travel and accommodation costs, reference books and attendance at training and conferences.

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

8 Intangible fixed assets – Group only

	Total Goodwill £
Cost	
At 1 September 2022 and 31 August 2023	1,108,881
Amortisation	
At 1 September 2022	554,440
Charge for the year	110,888
At 31 August 2023	665,328
Net book value	
At 31 August 2023	443,553
At 31 August 2022	554,441

Goodwill arose from the acquisition of the shares in Nursery Childcare Services (UK) Limited on 1 September 2018, which held two profitable nurseries which were transferred to another group entity.

Goodwill is amortised over the Trustees' estimate of its useful life of 10 years.

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

9 Negative goodwill – Group and Foundation

	Total Negative Goodwill £
Cost	
At 1 September 2022 and 31 August 2023	(79,313)
Amortisation	
At 1 September 2022	18,504
Credit for the year	15,863
At 31 August 2023	34,367
Net book value	
At 31 August 2023	(44,946)
At 31 August 2022	(60,809)

Negative goodwill arose from the Asset Purchase of Airthrie School LLP on 5 July 2021. These assets were included in the financial statements at fair value together with associated costs and are in respect of tangible fixed assets. The difference between the valuation and purchase price resulted in negative goodwill of £79,313. This sum is being credited back to incoming resources in the Statement of Financial Activities over a 5 year period on a straight line basis.

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

10 Tangible fixed assets - Group

	Freehold land and property £	Assets under construction £	Fixtures and fittings £	Plant and equipment £	Total £
Cost					
At 1 September 2022	39,041,555	-	3,424,541	4,803,788	47,269,884
Additions	383,030	69,445	626,166	919,383	1,998,024
Disposals	-	-	-	(271,505)	(271,505)
At 31 August 2023	39,424,585	69,445	4,050,707	5,451,666	48,996,403
Depreciation					
At 1 September 2022	10,364,057	-	2,206,386	2,836,120	15,406,563
Charge for the year	357,044	-	286,149	347,545	990,738
Disposals	-	-	-	(269,780)	(269,780)
At 31 August 2023	10,721,101	-	2,492,535	2,913,885	16,127,521
Net book value					
At 31 August 2023	28,703,484	69,445	1,558,172	2,537,781	32,868,882
At 31 August 2022	28,677,498	-	1,218,155	1,967,668	31,863,321

The net book value of assets held under finance leases or hire purchase contracts included above within Plant and Equipment is £349,956 (2022: £228,973).

Tangible fixed assets – The Dean Close Foundation

	Freehold land and property £	Assets under construction £	Fixtures and fittings £	Plant and equipment £	Total £
Cost					
At 1 September 2022	39,041,555	-	3,130,404	4,574,054	46,746,013
Additions	383,030	69,445	534,624	854,815	1,841,914
Disposals	-	-	-	(271,505)	(271,505)
At 31 August 2023	39,424,585	69,445	3,665,028	5,157,364	48,316,422
Depreciation					
At 1 September 2022	10,364,058	-	2,038,658	2,721,420	15,124,136
Charge for the year	357,044	-	239,976	328,594	925,614
Disposals	-	-	-	(269,780)	(269,780)
At 31 August 2023	10,721,102	-	2,278,634	2,780,234	15,779,970
Net book value					
At 31 August 2023	28,703,483	69,445	1,386,394	2,377,130	32,536,452
At 31 August 2022	28,677,497	-	1,091,746	1,852,634	31,621,877

The net book value of assets held under finance leases or hire purchase contracts included above within Plant and Equipment is £257,584 (2022: £125,054).

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

11(a) Investments

	Group 2023 £	Group 2022 £
At 1 September 2022	3,088,732	3,381,739
Incoming funds	251,998	-
Realised losses	(35,123)	(44,409)
Unrealised losses	(77,117)	(296,576)
Management fees	(22,593)	(23,412)
Dividends reinvested	90,166	71,390
At 31 August 2023	3,296,063	3,088,732

Details of the additions and disposals during the year are shown in the Cash Flow Statement.

These balances can be further analysed as follows:

	Group 2023 £	Foundation 2023 £	Group 2022 £	Foundation 2022 £
(a) Investment in subsidiaries	-	1,519,501	-	1,630,389
(b) Other Investments at market value:	3,209,439	3,209,439	2,785,097	2,785,097
(c) Investments held in cash	86,624	86,624	303,635	303,635
	3,296,063	4,815,564	3,088,732	4,719,121

11(b) Investments – Group

Investments held on non-UK stock markets totalled £580,238 (2022: £615,144). Within the investment portfolio, the Charity holds 175,000 units of 0% Treasury T-Bills with a maturity date of 18 September 2023 and a market value of £174,573. There are no other specific investments which represent more than 5% of the overall investment portfolio (2022: none)

The market values of quoted investments held at 31 August 2023 are based upon stock market quoted prices at the year end date.

11(c) Investment income

	2023 £	2022 £
Dividends from managed funds	86,842	70,385
Interest on government stocks	439	97
Interest on cash deposits	4,839	547
Rental income on property	33,500	33,500
	125,620	104,529

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

12 Debtors

	Group 2023 £	Foundation 2023 £	Group 2022 £	Foundation 2022 £
Fees and extras (less provision for bad debts)	934,510	925,657	996,549	969,921
Other debtors	290,169	210,953	182,644	92,362
Prepayments and accrued income	567,347	526,145	477,969	423,734
	<u>1,792,026</u>	<u>1,662,755</u>	<u>1,657,162</u>	<u>1,486,017</u>

Fees and extras are stated after impairment provisions totalling £401,244 (2022: £487,140).

13 Creditors: amounts falling due within one year

	Group 2023 £	Foundation 2023 £	Group 2022 £	Foundation 2022 £
Bank loans (see note 14)	454,000	454,000	431,511	431,511
Other loan (see note 14)	125,000	125,000	71,376	71,376
Bank overdraft	1,616,851	1,616,851	220,262	220,262
Fees received in advance	3,924,028	3,924,028	3,042,358	3,042,358
Trade creditors	899,988	711,532	873,191	765,012
Amounts owed to subsidiaries	-	874,543	-	850,736
Taxation and social security	963,840	963,840	1,321,800	1,321,800
Other creditors	229,518	204,173	291,500	259,450
Accruals and deferred income	741,516	635,882	701,120	560,808
Obligations under finance lease and hire purchase contracts (see note 16)	75,171	57,041	37,933	20,685
Deposits held	1,592,800	1,592,800	1,676,441	1,676,441
	<u>10,622,712</u>	<u>11,159,690</u>	<u>8,667,492</u>	<u>9,220,439</u>
Composition fees (see note 15)	620,706	620,706	825,626	825,626
	<u>11,243,418</u>	<u>11,780,396</u>	<u>9,493,118</u>	<u>10,046,065</u>

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

14 Creditors: amounts falling due after more than one year

	Group 2023 £	Foundation 2023 £	Group 2022 £	Foundation 2022 £
Bank loans (see below)	7,228,780	7,228,780	7,390,616	7,390,616
Other loan (see below)	1,525,000	1,525,000	1,650,000	1,650,000
Obligations under finance lease and hire purchase contracts (see note 16)	188,114	145,660	131,988	71,403
Composition fees (note 15)	811,079	811,079	1,098,783	1,098,783
	9,752,973	9,710,519	10,271,387	10,210,802

The bank loans are repayable by instalments

	2023 £	2022 £
Over 5 years	5,004,830	5,389,800
Within 2 to 5 years	1,301,753	1,569,305
Within 1 to 2 years	922,197	431,511
	7,228,780	7,390,616
Within 1 year (see note 13)	454,000	431,511
	7,682,780	7,822,127

On 18 June 2021, formal repayment terms were agreed relating to an existing bank loan of £7,699,800. The maximum facility limit was £7.7m which was repayable in 60 instalments of £128,333.34 payable on 31 January, 30 April and 30 September of each year. The interest rate on the loan was 1.98% above Bank of England Base Rate. The loan was secured on certain freehold properties. On 31 August 2023, this loan was reviewed and continues on the same repayment terms as the pre-existing loan for a period of 17 years 11 months. The interest rate on the loan is 1.98% above Bank of England Base Rate and is subject to review in August 2025.

On 7 September 2021, a loan of £750,000 was agreed to finance the purchase of a property. The loan is repayable over a 3 year term commencing on 27 October 2021 in 35 monthly instalments of £3,819.42 (capital and interest) with the remaining balance due no later than 27 September 2024. The interest rate on the loan is 1.97% over the Bank of England Base Rate. The loan is secured on certain freehold properties.

On 3 February 2023, a loan of £285,000 was agreed to finance the updating and replacement of the ICT network and wi-fi. The loan is repayable over a 5 year term commencing on 3 March 2023 in 60 monthly instalments of £5415.06 (capital and interest). The interest on the loan is 2.27% over the Bank of England Base Rate.

On 31 August 2023, a loan of £850,000 was agreed which was drawn down on 13 September 2023 to finance the purchase of a property. The loan is repayable in full by one instalment on 13 September 2024. The interest rate on the loan is 1.75% over the Bank of England Base Rate. The loan is secured on certain freehold properties.

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

14 Creditors: amounts falling due after more than one year (continued)

The other loan is repayable by instalments

	2023 £	2022 £
Over 5 years	1,025,000	1,150,000
Within 2 to 5 years	375,000	375,000
Within 1 to 2 years	125,000	125,000
	<hr/>	<hr/>
	1,525,000	1,650,000
Within 1 year (see note 13)	125,000	71,376
	<hr/>	<hr/>
	1,650,000	1,721,376
	<hr/>	<hr/>

The other loan is in respect of the Asset Purchase of Airthrie School LLP and is secured on certain freehold property. The loan is repayable over a 15 year term and annual repayments commenced on 5 July 2022. The interest rate is fixed at 1%.

15 Creditors: composition fees

Parents may pay the school tuition fees in advance. The money may be returned subject to specific conditions. Assuming pupils will remain in the Charity's schools, the amounts due will be applied as follows:

	Group and Foundation 2023 £	Group and Foundation 2022 £
Greater than 5 years	-	59,637
Within 2 to 5 years	442,148	563,397
Within 1 to 2 years	368,931	475,749
	<hr/>	<hr/>
	811,079	1,098,783
Within 1 year (see note 13)	620,706	825,626
	<hr/>	<hr/>
	1,431,785	1,924,409
	<hr/>	<hr/>

Discounts are given on composition fee accounts in accordance with the rate as set out in the individual signed agreements.

The balance represents the accrued liability under the contracts. The movements during the year were:

	£
Balance at 1 September 2022	1,924,409
New contracts	537,466
Refunds	(136,131)
Amounts utilised in payment of fees to the Charity	(930,673)
Discounts given	36,714
	<hr/>
Balance at 31 August 2023	1,431,785
	<hr/>

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

16 Hire purchase and finance leases

Minimum lease payments under hire purchase fall due as follows:

	Group 2023 £	Foundation 2023 £	Group 2022 £	Foundation 2022 £
Within one year	75,171	57,041	37,933	20,685
Between 1 – 5 years	188,114	145,660	131,988	71,403
	<u>263,285</u>	<u>202,701</u>	<u>169,921</u>	<u>92,088</u>

The assets held under hire purchase are in respect of plant & equipment.

17 Financial instruments

	Group 2023 £	Foundation 2023 £	Group 2022 £	Foundation 2022 £
Financial assets measured at fair value	3,296,063	3,296,063	3,088,732	3,088,732

Financial assets held at fair value include assets held as investments.

18 Net assets of the funds of the Group and The Dean Close Foundation

The net assets held as at 31 August 2023 for the various funds are as follows:

	Goodwill on consolidation £	Fixed assets and Investments £	Net current (liabilities)/ assets £	Long term liabilities £	Total £
Endowed funds	-	491,285	-	-	491,285
Restricted funds	-	530,617	-	-	530,617
General funds	-	36,285,168	(10,085,013)	(9,710,519)	16,489,636
Foundation	-	37,307,070	(10,085,013)	(9,710,519)	17,511,538
Subsidiary and other funds	(945,947)	332,429	901,735	(42,454)	245,763
Consolidation adjustments	1,389,500	(1,519,500)	-	-	(130,000)
Group	443,553	36,119,999	(9,183,278)	(9,752,973)	17,627,301

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

18 Net assets of the funds of the Group and the Dean Close Foundation (continued)

Comparative 2022	Goodwill on consolidation	Fixed assets and Investments	Net current assets/ (liabilities)	Long term liabilities	Total
	£	£	£	£	£
Endowed funds	-	510,936	-	-	510,936
Restricted funds	-	377,118	-	-	377,118
General funds	-	35,392,135	(8,517,150)	(10,210,802)	16,664,183
Foundation	-	36,280,189	(8,517,150)	(10,210,802)	17,552,237
Subsidiary and other funds	(945,947)	241,443	903,039	(60,585)	137,950
Consolidation adjustments	1,500,388	(1,630,388)	-	-	(130,000)
Group	554,441	34,891,244	(7,614,111)	(10,271,387)	17,560,187

18(a) Endowed funds: Movements in the year (Group and Foundation)

	Balance at 1 September 2022 £	Incoming endowments £	Amounts expended £	Transfers £	Balance at 31 August 2023 £
Permanent endowments:					
Arts Council Grant	510,936	-	-	(19,651)	491,285

The grant received from the Arts Council in respect of the construction in 1997 of the new Music School amounted to £982,561. This is being amortised over the useful life of the Music School, with the amortisation charge of £19,651 for the year being transferred to unrestricted funds.

The grant is an endowment fund by virtue of its purpose being to provide Arts in the community by building the Music School and is subject to certain conditions being met.

Comparative 2022	Balance at 1 September 2021 £	Incoming endowments £	Amounts expended £	Transfers £	Balance at 31 August 2022 £
Permanent endowments:					
Arts Council Grant	530,587	-	-	(19,651)	510,936

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

18(b) Restricted funds: Movements in the year (Group and Foundation)

	Balance at 1 September 2022 £	Incoming resources £	Amounts expended £	Transfers and Investment Losses £	Balance at 31 August 2023 £
Prize, Bursary and other funds	364,093	318,168	(149,797)	(14,751)	517,713
Quad Redevelopment	121	-	-	(121)	-
Private Family Charitable Trust	12,904	-	-	-	12,904
	<u>377,118</u>	<u>318,168</u>	<u>(149,797)</u>	<u>(14,872)</u>	<u>530,617</u>

Prize, Bursary and other funds consist of a number of individual bequests received from individual donors and are utilised in accordance with donors' wishes. The Quad Redevelopment fund consisted of a number of donations received from individual donors and were utilised in accordance with donors' wishes to assist with the funding of the Academic Quad Redevelopment at the Senior School. £498,635 was transferred into the unrestricted fund during 2022 on completion of the Quad Redevelopment.

Comparative Funds 2022	Balance at 1 September 2021 £	Incoming resources £	Amounts expended £	Transfers and Investment gains £	Balance at 31 August 2022 £
Prize, Bursary and other funds	247,807	234,089	(102,778)	(15,025)	364,093
Quad Redevelopment	498,635	121	-	(498,635)	121
Private Family Charitable Trust	12,904	-	-	-	12,904
	<u>759,346</u>	<u>234,210</u>	<u>(102,778)</u>	<u>(513,660)</u>	<u>377,118</u>

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

18(c) Unrestricted funds: Movements in the year

	Balance at 1 September 2022 £	Incoming resources £	Amounts expended £	Transfers and Investment losses £	Balance at 31 August 2023 £
General fund	16,672,133	29,980,338	(29,969,355)	(77,717)	16,605,399

The General fund includes £16,489,636 (2022: £16,664,183) net assets in respect of funds held by the Foundation. On consolidation, amortisation of goodwill totalling £110,888 was added to the amounts expended which is included in the figure above. Transfers and Investment losses within the General fund include £19,651 transferred from endowed funds. Further details of the transfers are included in notes 18a and 18b.

	Balance at 1 September 2021 £	Incoming resources £	Amounts Expended £	Transfers and Investment gains £	Balance at 31 August 2022 £
General fund	16,753,380	27,851,535	(28,125,108)	192,326	16,672,133

19 Capital commitments

The Group and Foundation had capital commitments at 31 August 2023 contracted for but not provided in these accounts of £Nil (2022: £292,255 for freehold property and fixtures and fittings).

20 Operating lease commitments

The total future minimum lease payments under non-cancellable operating leases are as follows:

	Group 2023 £	Foundation 2023 £	Group 2022 £	Foundation 2022 £
Expiring within 1 year	444,009	444,009	398,777	398,777
Expiring within 1 to 5 years	1,166,043	1,166,043	1,135,600	1,135,600
Expiring greater than 5 years	1,196,809	1,196,809	1,412,400	1,412,400

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

21 Pension Schemes

The Charity participates in the Teachers' Pension Scheme ("the TPS") for the majority of its teaching staff. The pension charge for the year includes employer contributions payable to the TPS of £1,399,026 (2022: £1,521,444) and at the year-end £159,475 (2022: £156,988) was accrued in respect of contributions to this scheme.

The TPS is an unfunded multi-employer defined benefits pension scheme governed by The Teachers' Pensions Regulations 2010 (as amended) and The Teachers' Pension Scheme Regulations 2014 (as amended). Members contribute on a "pay as you go" basis with contributions from members and the employer being credited to the Exchequer. Retirement and other pension benefits are paid by public funds provided by Parliament.

The employer contribution rate is set by the Secretary of State following scheme valuations undertaken by the Government Actuary's Department. The most recent actuarial valuation of the TPS was prepared as at 31 March 2020 and the Valuation Report, which was published in October 2023.

Following the McCloud judgement, the remedy proposed that when benefits become payable, eligible members can select to receive them from either the reformed or legacy schemes for the period 1 April 2015 to 31 March 2022. The actuaries have assumed that members are likely to choose the option that provides them with the greater benefits, and in preparing the 2020 valuation have valued the "greater value" benefits for groups of relevant members.

The valuation confirmed that the employer contribution rate for the TPS would increase from 23.6% to 28.6% from 1 April 2024. Employers are also required to pay a scheme administration levy of 0.08% giving a total employer contribution rate of 28.68%.

The Charity also operates one workplace pension scheme (2022: three) on a defined contribution basis. Employer contributions for the year amounted to £286,861 (2022: £180,194), and at the year-end £65,829 (2022: £52,924) was accrued in respect of contributions to this scheme.

22 Post balance sheet events

On 1 September 2023, the Charity exchanged contracts for the purchase of a property in Cheltenham at an agreed price of £850,000. Completion took place on 14 September 2023 and the cost was financed by a term loan (see note 14).

23 Related party transactions

In accordance with CC29 – Conflicts of interest: A guide for charity Trustees, certain transactions between Trustees and the Charity are disclosable.

There were no disclosable transactions during the year (2022: £422 with Painswick Garden Estates of which Mrs H S L Daltry was a Director and at the year end, £Nil was owed by The Dean Close Foundation). A donation of £12,500 was received from 1 Trustee during the year (2022: £13,750 from 1 Trustee and a close family member).

Apart from the aforementioned items, there were no related party transactions in the year or prior year, with the exception of those Trustees and key management who have children attending the Charity's schools. School fees incurred by Trustees are paid on a commercial arms' length basis, whilst key management can benefit from a staff concession that can be available to all eligible members of staff who have children attending the Foundation.

See note 3(a) and 3(b) for details of the transactions which took place between the Charity and its wholly owned subsidiaries, Dean Close Services Limited and Dean Close Nurseries Limited in the year and any amounts outstanding at the year end.

The Ministry of Defence provides some funding each year for the purposes of the Dean Close Combined Cadet Force (CCF). A separate CCF bank account is held by the Charity. The CCF bank account balance as at 31 August 2023 was £9,739 (2022: £6,653).

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

24 Analysis of changes in net debt (Group)

	Balance at 1 September 2022 £	Cash flows £	Other non- cash changes £	Balance at 31 August 2023 £
Cash and cash equivalents				
Cash	84,724	(16,946)	-	67,778
Overdraft	(220,262)	(1,396,589)	-	(1,616,851)
	<u>(135,538)</u>	<u>(1,413,535)</u>	<u>-</u>	<u>(1,549,073)</u>
Due within one year				
Bank and other loans	(502,887)	(210,722)	134,609	(579,000)
Hire purchase obligations	(37,933)	(59,947)	22,709	(75,171)
Due greater than one year				
Bank and other loans	(9,040,616)	-	286,836	(8,753,780)
Hire purchase obligations	(131,988)	-	(56,126)	(188,114)
	<u>(9,172,604)</u>	<u>(1,684,204)</u>	<u>388,028</u>	<u>(11,448,780)</u>
Total	<u>(9,848,962)</u>	<u>(1,684,204)</u>	<u>388,028</u>	<u>(11,145,138)</u>

THE DEAN CLOSE FOUNDATION

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2023 (CONTINUED)

25 Consolidated Statement of Financial Activities – Comparative figures by fund

	Notes	Unrestricted funds 2022 £	Restricted funds 2022 £	Endowed funds 2022 £	Total 2022 £
Income from:					
Charitable activities					
School fees receivable	2	22,532,816	-	-	22,532,816
Ancillary trading income	4	289,940	-	-	289,940
Other trading activities					
Non-ancillary trading income	3	4,946,671	-	-	4,946,671
Investments					
Investment income	11(c)	68,704	35,825	-	104,529
Bank and other interest		13,355	-	-	13,355
Voluntary sources					
Grants and donations		49	198,385	-	198,434
Total incoming resources		<u>27,851,535</u>	<u>234,210</u>	<u>-</u>	<u>28,085,745</u>
Expenditure on:					
Raising funds					
Non-ancillary trading	3	4,039,683	-	-	4,039,683
Financing costs		356,330	-	-	356,330
Investment management		22,690	723	-	23,413
Fundraising and development		117,952	-	-	117,952
Total deductible costs	7	<u>4,536,655</u>	<u>723</u>	<u>-</u>	<u>4,537,378</u>
Charitable activities					
Education and grant making		23,588,453	102,055	-	23,690,508
Total expenditure	7	<u>28,125,108</u>	<u>102,778</u>	<u>-</u>	<u>28,227,886</u>
Net outgoing funds from operations before transfers and investment losses		(273,573)	131,432	-	(142,141)
Losses on investments		(330,460)	(10,525)	-	(340,985)
Transfers between funds		522,786	(503,135)	(19,651)	-
Net movement in funds		<u>(81,247)</u>	<u>(382,228)</u>	<u>(19,651)</u>	<u>(483,126)</u>
Fund balances at 1 September 2021		16,753,380	759,346	530,587	18,043,313
Fund balances at 31 August 2022	18	<u>16,672,133</u>	<u>377,118</u>	<u>510,936</u>	<u>17,560,187</u>