

Charity Registration No. 1102929

Company Registration No. 05035260 (England and Wales)

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST AUGUST 2022

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

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SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

COMPANY INFORMATION

DIRECTORS AND ADVISORS

Directors

Mr M Elias (Chairman)
Mrs J J Marshall (Vice Chairman)
Mr R T Eley
Mrs C E Frost (Resigned 19/04/2023)
Mr A S Varley-(Resigned 31/01/2023)
Mrs M N A Faulder (Resigned 19/04/2023)
Mr P W Cook-(Resigned 31/01/2023)
Mrs L M Worthington (Resigned 19/04/2023)
Mrs P L Yianni (Resigned 19/04/2023)

Charity No.

1102929

Company No.

05035260

Principal Address and Registered Office

Woodard Corporation
High Street, Abbots Bromley
Rugeley
WS15 3BW

Key Management Personnel (to 31st August 2021)

Head

Mr J R A Gear

Bursar

Mrs J P Stone

Auditors

RSM UK Audit LLP
3 Hardman Street
Manchester
M3 3HF

Bankers

Lloyds Bank PLC
Pride Hill Shrewsbury
SY1 1DG

Solicitors

Ansons Solicitors
316 to 318 Lichfield Road
Sutton Coldfield
B74 2UG

The Eric Whitehead Partnership
14 Chapel Street, Cheadle
ST10 1DY

Investment Advisers

Cazenove Capital, Schroder & Co Limited
1 London Wall Place, London
EC2Y 5AU

Insurance Brokers

Marsh Limited
Capital House
1 to 5 Perrymount Road
Haywards Heath
West Sussex
RH16 3SY

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

DIRECTORS' REPORT *(incorporating the Strategic Report)* YEAR ENDED 31ST AUGUST 2022

The directors present their report and financial statements for the year ended 31st August 2022 and confirm they comply with the requirements of the Charities Act 2011, including the Directors' and Strategic Reports, under the Companies Act 2006.

REFERENCE AND ADMINISTRATIVE INFORMATION

The charity was formed in 2004 and is registered with the Charity Commission as charity number 1102929. The charity is a limited liability company and wholly owned subsidiary of The Woodard Corporation (charity number 1096270). The charitable company is incorporated in the United Kingdom. Directors of the Company are also Fellows (members) of the Woodard Corporation and participate in the election of its board of management and are committed to its charitable objects.

CESSATION OF SCHOOL OPERATIONS

Following an in depth review of all aspects of the school during the previous year and this, it was agreed that the school would merge with Denstone College from 1st September 2021. The company continued to trade as normal during the year to 31st August 2021 and provided the pupils with education, support and care that it always strived to give. The merger went ahead as planned on 1st September 2021 and the school activity was relocated to Denstone College. The land and buildings and the investment properties were sold to a third party on 13th September 2021. All trade attributable to the company and its subsidiary ceased therefore on 31st August 2021.

Since transfer to Denstone College and sale of the land and buildings, the activities of the charitable company in the year to 31 August 2022 have focused on ensuring that the merger with Denstone College went ahead as smoothly as possible, and the realisation of assets and settling of all liabilities.

The governors wish to put on record their thanks to all who have contributed to the success of Smallwood Manor Preparatory School over the years. The governors particularly thank parents, pupils and staff who were at Smallwood Manor and at Denstone College at the time of transition for their tolerance and understanding, and express confidence in the success of the expanded Denstone College.

STRUCTURE, GOVERNANCE AND MANAGEMENT

Governing Document

The Company is governed by Articles of Association as adopted by Special Resolution dated 20 March 2013, amended on 22nd July 2022, and which replaced those dated 28 January 2004 amended by Special Resolution(s) dated 25 January 2006, 28 April 2009 and 23 June 2009. They permit funds to be managed in such a manner as the directors see fit, provided that such powers are only exercised for the purposes of attaining the objects and in a manner which is legally charitable. The Articles of Association forbid the distribution of any property or funds, which are to be applied solely towards the promotion of the objects of the company.

Governing Body

The governors, who are the directors and charitable trustees of the company and comprise the governing body of Smallwood Manor Preparatory School Limited, trading as Denstone College Preparatory School (DCPS), are elected to hold office for five years. The school is governed by the governing body which operates using a number of committees. Membership of each committee is outlined later in this report. The governing body met three times during the year.

Governors

All governors are Fellows of the Woodard Corporation. Fellows are responsible for electing the Woodard Board. Governors are recruited on the basis of nominations and the governing body look to ensure a mix of skills. Governors were provided with induction training and a wider programme of training events is organised by Woodard.

With the change in circumstances at the charitable company, the skills mix has changed and where possible the governors considered that the skills and experience of the governing body should comprise the following:

- A Governor with a legal background.
- A Governor with a financial/accounting background.
- A Governor with senior managerial or business experience.

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One Governor may have one or more of these skills.

Volunteers

Governors are volunteers providing their time for free to support the governance of the school. Whilst in operation, the school relied on a number of others to undertake volunteer roles including Assistant Librarian; Pre-school and Main Prep work experience, Art Therapist and Chess Club.

Organisational Management

The charitable company is governed by the governing body which met to take all significant decisions during the year. The previous committee structure was disbanded. The directors determine the general policy of the company.

The day-to-day management of the company in the year ended 31st August 2022 has mostly passed either to the governors or is undertaken as part of Woodard Corporation's activities. All previous structures supporting the school whilst in operation ceased as the previous senior management team transferred or left at 31st August 2021.

Group Structure and Relationships

The school had a wholly owned non-charitable subsidiary, Smallwood Manor School Enterprises Limited. With the transfer of operations taking place at 1st September 2021, the activities and trading ceased and the company was dissolved on 10th May 2022.

CHARITABLE OBJECTS, AIMS, OBJECTIVES AND ACTIVITIES

Charitable Objects

The charity's objects, as set out in the Articles of Association, are to promote and extend education (including spiritual, moral, social, cultural and physical education) in accordance with the doctrines and principles of the Church. The Church is defined as being the Church of England and churches in full communion with the See of Canterbury.

Aims and Intended Impact

Smallwood Manor Preparatory School was a day independent school for pupils from the ages of 4 to 11. It aimed to support children in reaching their potential in all areas of their activity at the school, and in the wider community. This may have been in academic subjects but could just as easily be reflected in success in art, drama, sport, music, or dance.

Primary objectives

Whilst operational as a school, the primary objectives of Smallwood Manor to fulfil these aims are:

- to provide a stimulating learning environment in which pupils can develop their academic potential to the full;
- to provide a happy and secure pastoral environment in which pupils can learn to live together and thus foster a sense of community, respect for one other and good citizenship;
- to provide pupils with the opportunity to take advantage of a breadth of co-curricular activities in order to develop positively all aspects of their character;
- to provide pupils with the opportunity to take decisions based on their own judgment and to communicate those decisions appropriately and effectively;
- to provide financial support to enable children whose parents are unable to afford the full fees to benefit from an DCPS education;
- to provide a clear, simple and effective management structure capable of taking timely decisions and allocating necessary resources appropriately, and
- to provide the necessary administrative and logistic framework to meet the needs of members of staff and pupils alike.

Since transfer to Denstone College and sale of the land and buildings, the aims of the charitable company have been to realise assets and settle all liabilities.

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

DIRECTORS' REPORT *(incorporating the Strategic Report)* YEAR ENDED 31ST AUGUST 2022

Strategies to achieve the primary objectives

The main focus for 2021-22 has been to ensure that the merger with Denstone College as at 1st September 2021 went ahead as smoothly as possible with little disruption to pupils and staff. The governors believe the merger has been planned and executed successfully.

Principal Activities of the Year

As described above, the principal activity of the company since the cessation of school operations has been the realisation of assets, chasing amounts owing, settling liabilities and ensuring that the wind down of school operations could be achieved successfully. Staff worked with contractors to clear the buildings and archive and store records, and contractors have been employed to ensure that the accounting and other records were maintained and were accessible.

Whilst operational, the principal activity of the school was the delivery of education to pupils ranging from 4 to 11 years of age. The school also ran a number of summer school activities and was open at other times for use by the local community. Up to 31st August 2021, pupil numbers at the school were as follows:

	2020/2021	
Preparatory School	66	
Pre-Preparatory School	22	
Pre-School	-	
Total	<u>88</u>	
	2020/2021	
	Boys	Girls
Preparatory School	40	26
Pre-Preparatory School	18	4
Pre-School	-	-
Total	<u>58</u>	<u>30</u>

Public Benefit

Within the objects, the school aimed to create an environment to nurture children, to get the best from them and allow them to develop and fulfil their potential. The public benefit aim was that all pupils were self-confident and desired to contribute to the wider community. In realising the assets, the governors have been cognisant of the various interests of local groups and other stakeholders, in order to ensure that the public benefit aim is delivered, as far as possible. Any excess of proceeds after the sale of the land and buildings and settlement of liabilities will be used for purely charitable purposes in pursuit of the public benefit.

In the furtherance of these aims the Smallwood Manor governors, as the charity trustees, have complied with the duty in s.17 of the Charities Act 2011 to have due regard to the Charity Commission's published general and relevant sub-sector guidance concerning the operation of the public benefit requirement under that Act.

It is a key requirement of evidencing public benefit that any private benefit to individuals or elements of the charity will be incidental to the charity's objectives. An example of private benefit may be the reimbursement of travelling expenses for directors attending training courses: any private benefits to individuals or elements of Woodard are incidental to delivery of the charitable objectives.

Bursaries & Scholarships

Bursaries

The governors viewed bursary awards as important in helping to ensure children from families who would otherwise not be able to afford the fees can access the education offered. Bursary awards were available to all who met the general entry requirements and were made solely on the basis of parental means or to relieve hardship where a pupil's education and future prospects would otherwise have been at risk for example in the case of redundancy. Smallwood Manor does not have a significant endowment

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and in funding awards the governors were mindful to ensure a balance between fee-paying parents, many of whom made considerable personal sacrifices to fund their child's education, and those benefiting from the awards. The bursary awards ranged from 5% to 100% remission of fees.

In the last year of full operation, 2020-21, the value of means tested bursaries totalled £24,934 and represented 2.5% of gross fees. Assistance was provided to 12 pupils. On transfer Denstone College agreed to make all efforts to ensure that no pupil was disadvantaged.

Employment Policy

We are an equal opportunity organisation and are committed to a working environment that is free from any form of discrimination on the grounds of colour, race, ethnicity, religion, sex, sexual orientation or disability. We will make reasonable adjustments to meet the needs of staff or pupils who are or become disabled.

STRATEGIC REPORT

REVIEW OF ACHIEVEMENTS AND PERFORMANCE FOR THE YEAR

Achievements and Performance in the Year

Following the decision to transfer school operations to Denstone College from 1st September 2021, and to sell the land and buildings in September 2021 the governors have continued to arrange for recovery of any outstanding assets and settlement of all liabilities. As at 31st August 2022, much of this work has been completed and the remaining items mainly consist of debts owed to the charitable company, all of which were being followed and settled.

The land and buildings were sold to Cove Care Limited on 13th September 2021 for £2,205,000. After disposal of the assets at net book value the company had a net gain of £574,264. Following initial settlement of liabilities and collection of debts, a donation totalling £1,363,284 million was made to Denstone College in order to ensure that the transfer of education for those pupils transferring from Smallwood Manor was as smooth as possible. Denstone College continued operations in newly refurbished buildings on their site, and all pupils, teaching and support staff who wished to transfer were able to do so. Numbers in the new preparatory school at Denstone College have been rising ever since and it is a considerable success. Further donations to support education at Denstone College will be provided as liabilities are settled, and the proceeds on dissolution of Smallwood Manor will be passed to Denstone College following alterations to the Articles of Association.

Investment Performance Against Objectives

The company's investments are managed by Cazenove Capital and in the opinion of the advisers the performance has been satisfactory.

FINANCIAL REVIEW

Results for the Year

The net deficit for the year was £906,310 (2021: deficit of (£392,039)).

Whilst operational, the majority of school income was generated from pupil fees. In the year under review the overall expenditure of the company was focused on post-operation activity including sale of the land and buildings, archiving records, collection of debts and administration of the company. Operational activity to generate income had ceased.

The company provided a pension to some staff under the terms of the Pensions Trust Growth Plan. As a result of this pension scheme being under funded, the company is committed to contributing to a recovery plan. During the course of the year the company made contributions to the recovery plan of £NIL and the recognised liability under the plan remained as at 31st August 2021, with this value being recognised in the Statement of Financial Activities. Further details can be found in note 22.

Reserves Level and Policy, and Financial Viability

Unrestricted funds decreased by £906,085 to total £362,882, as shown in note 21.

As detailed elsewhere further in the Going Concern section of the Directors' Report, the trade of the charitable company and certain business assets (excluding the school land and buildings) were gifted to Denstone College as at 31st August 2021. The Smallwood Manor site was sold on 13th September 2021, any remaining liabilities settled and the majority of the net proceeds were gifted to Denstone College for continuing investment in the preparatory school. It is intended that Smallwood Manor

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Preparatory School Limited will commence the necessary steps to undertake a voluntary winding up. Its trading subsidiary Smallwood Manor Enterprises Limited, was dissolved on 10th May 2022.

PRINCIPAL RISKS AND UNCERTAINTIES

The governing body is responsible for the identification and management of risks. The major risks, to which the charity is exposed, as identified by the directors, have been reviewed and systems or procedures have been established to manage those risks. A formal review of the risk management processes is undertaken annually.

During the Coronavirus pandemic the governors took appropriate measures and facilitated adaptations. The physical risk was addressed through limiting access to the site, with all visitors and staff respecting social distancing. Those who were able to, worked from home.

Health and Safety is always a significant area for risk management. The risks range from fire and infrastructure to personal risks (most notably when away from the campus on trips and expeditions). The level and breadth of activity at the charitable company was impressive and the risks associated with all activities were minimised by thorough planning and risk assessment.

The principal risks to which the charitable company was exposed, in the view of the governing body at 31st August 2022, included those affecting security and preservation of charitable assets both now and in the future. Significant risk areas are:

- the charitable company operated in a highly regulated sector and appropriate professional advisers were appointed to ensure that the school could keep up to date with all requirements
- the charitable company operated in an increasingly litigious environment and the governing body appoint appropriate professional advisers and purchase insurance using specialist brokers and advisers to ensure that all requirements and challenges are met
- all organisations face difficult economic conditions and the directors of the charitable company keep abreast of economic conditions locally, nationally and internationally to identify trends and develop plans to address issues

The key controls used by the governing body and charitable company include:

- planning, financial forecasting, budgeting and management accounting
- formal agendas and minutes for all meetings of the governing body and committees
- established and identifiable organisational structures and reporting lines which are regularly reviewed
- formal written policies
- authorisation limits
- vetting procedures, as required by law, for protection of the vulnerable

With its limited ambitions, the charitable company planned strategically having regard for risk. Advisers and staff provided the governing body with regular reports of progress to realising the limited aims of the charitable company.

The strategy for realisation of assets was discussed between the governing body and the Woodard Corporation Board.

Financial risk management objectives and policies

The school uses financial instruments, other than derivatives, comprising loans, cash and other liquid resources and various other items such as trade debtors, creditors and finance lease arrangements that arise directly from operations. The main purpose of these financial instruments is to raise finance for the group's operations.

The main issues arising from the group's financial instruments are liquidity risk and interest rate risk. The school's directors adopt policies for managing each of the risks and these are summarised below:

- Liquidity risk – the charitable company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs by negotiating adequate facilities from banks and other lenders, and partaking in pooled banking organised via Woodard.
- Interest rate risk – the charitable company finances operations through a mixture of retained surpluses and bank and other borrowings. The exposure to interest rate fluctuations is managed by the use of both fixed and floating facilities.

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

DIRECTORS' REPORT *(incorporating the Strategic Report)* YEAR ENDED 31ST AUGUST 2022

GOING CONCERN

As discussed in more detail in the basis of preparation section of Accounting Policies, the directors consider that the preparation of the financial statements for Smallwood Manor Preparatory School Limited should be on a non-going concern basis. This reflects the fact that during the year ended 31 August 2021, the trade of the charitable company and certain business assets (excluding the school land and buildings) were gifted to Denstone College. In the year ended 31st August 2022, the school land and buildings were sold to an external third party on 13th September 2021 for £2,205,000. After disposal of the assets at net book value, the company had a net gain of £574,264. Following initial settlement of liabilities and collection of debts, a donation totalling £1,363,284 million was made to Denstone College. It is now intended that Smallwood Manor Preparatory School Limited will commence the necessary steps to undertake a voluntary winding up. Smallwood Manor Enterprises Limited was dissolved on 10th May 2022

FUTURE PLANS

The school land and buildings have been sold on to a third party on 13th September 2021. The company ceased trading as a school on 31st August 2021. The operations of the school were merged onto the Denstone College site in September 2021 and future activities will concentrate on winding down the company, paying all liabilities and realising any further assets. The proceeds on future dissolution will be transferred to Denstone College Limited.

DIRECTORS

The directors who served during the year, and the committees of which they are members, are:

M Elias (Chairman)

M N A Faulder (Resigned 19/04/2023)

J J Marshall

A S Varley (Resigned 31/01/2023)

R T Eley

L M Worthington (Resigned 19/04/2023)

C E Frost (Resigned 19/04/2023)

P W Cook (Resigned 31/01/2023)

P L Yianni (Resigned 19/04/2023)

None of the directors has any beneficial interest in the company. The company buys trustees and officers insurance on behalf of the directors.

AUDITORS

RSM UK Audit LLP, having expressed their willingness to continue in office, will be deemed reappointed for the next financial year in accordance with section 487(2) of the Companies Act 2006 unless the company receives notice under section 488(1) of the Companies Act 2006.

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

DIRECTORS' REPORT *(incorporating the Strategic Report)* YEAR ENDED 31ST AUGUST 2022

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including FRS 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the charitable company and the group and of the incoming resources and application of resources, including the income and expenditure, of the charitable company and group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP (FRS 102);
- make judgements and accounting 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 and group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the charitable company's and group's transactions and disclose with reasonable accuracy at any time the financial position of the company and group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the charitable company and group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors confirm that:

- so far as each director is aware, there is no relevant audit information of which the charitable company's auditor is unaware; and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the charitable company's auditor is aware of that information.

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

Approved by the Board of Directors of Smallwood Manor Preparatory School Limited on.....26/05/23..... including, in their capacity as company directors, approving the Directors' and Strategic Reports contained therein, and signed on its behalf by:

M Elias

M ELIAS

CHAIRMAN

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED YEAR ENDED 31ST AUGUST 2022

Opinion

We have audited the financial statements of Smallwood Manor Preparatory School Limited (the 'charitable company') for the year ended 31 August 2022 which comprise the Statement of Financial Activities, the Balance Sheet and the notes to the financial statements, including a summary of significant policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 31 August 2022 and of its incoming resources and application of resources, including its income and expenditure, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We have been appointed auditors under the Companies Act 2006 and section 151 of the Charities Act 2011 and report in accordance with those Acts.

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the charitable company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter – non-going concern basis of accounting

We draw attention to Note 1(b) to the financial statements, which describes the basis of preparation of the financial statements on a non-going concern basis. This is due to the cessation of trade on 31 August 2021 and the merger of activities with Denstone College, and accordingly the directors concluded that it is no longer appropriate to prepare the financial statements on a going concern basis. At the point of merger of activities, certain business assets (excluding the school land and buildings, which were sold to a third party on 13 September 2021) of the Smallwood Manor Preparatory School Limited were gifted to Denstone College. Following this merger, it is intended that Smallwood Manor Preparatory School Limited will commence the necessary steps to undertake a voluntary winding up of the company. There have been no adjustments made to the financial statements as a result of the application of the non-going concern basis of accounting. Our opinion is not modified in respect of this matter.

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the Annual Report. 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 course of 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.

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED YEAR ENDED 31ST AUGUST 2022

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Directors' 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 Directors' Report and the Strategic Report included within the Directors Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the 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 Directors' Report or the Strategic Report included within the Directors' Report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent charitable company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent charitable company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 8, the directors (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 directors 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 directors 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 directors 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 extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED YEAR ENDED 31ST AUGUST 2022

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the sector, including the legal and regulatory frameworks that the charitable company operate in and how the and parent charitable company are complying with the legal and regulatory frameworks;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures, we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, Charities SORP (FRS 102), Companies Act 2006, Charities Act 2011, the parent charitable company's governing document, and tax legislation. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing the financial statements including the Directors' Report, remaining alert to new or unusual transactions which may not be in accordance with the governing documents, and inspecting correspondence with local tax authorities.

The audit engagement team identified the risk of management override of controls as the area where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments, evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business, and challenging judgments and estimates

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

Use of our report

This report is made solely to the charitable company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the charitable company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the charitable company and the charitable company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Dale Thorpe

Dale Thorpe (Senior Statutory Auditor)
For and on behalf of RSM UK AUDIT LLP, Statutory Auditor
Chartered Accountants
3 Hardman Street
Manchester
M3 3HF
Date: 26/05/23

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

STATEMENT OF FINANCIAL ACTIVITIES (Incorporating an Income and Expenditure Account) YEAR ENDED 31ST AUGUST 2022

	Notes	Unrestricted Funds £	Restricted Funds £	Endowed Funds £	2022 £	2021 £
Income and endowments from:						
Charitable Activities						
School fees receivable	2	-	-	-	-	935,331
Ancillary trading income	3	2,252	-	-	2,252	133,285
Investments						
Investment income	5	29	-	301	330	326
Bank and other interest	6	-	-	-	-	19
Other - Grants and donations						
Grants and donations	7	-	-	-	-	34,660
Other incoming resources	4	574,264	-	-	574,264	-
TOTAL INCOMING RESOURCES		576,545	-	301	576,846	1,103,621
Expenditure on:						
Raising funds						
Financing costs	9	(3,454)	-	-	(3,454)	(7,085)
Investment management		8	-	59	67	60
TOTAL DEDUCTIBLE COSTS		(3,446)	-	59	(3,387)	(7,025)
Charitable Activities						
Education and grant making	8	1,485,686	-	304	1,485,990	1,504,300
TOTAL EXPENDITURE		1,482,240	-	363	1,482,603	1,497,275
Net (losses)/gains on investment assets	14,15	(390)	-	(163)	(553)	1,615
Net expenditure		(906,085)	-	(225)	(906,310)	(392,039)
Transfers between funds		-	-	-	-	-
Net Movement in funds for the year		(906,085)	-	(225)	(906,310)	(392,039)
Fund balances at 1st September 2021		1,268,967	-	11,817	1,280,784	1,672,823
FUND BALANCES AS AT 31ST AUGUST 2022		362,882	-	11,592	374,474	1,280,784

All amounts relate to discontinuing activities. All recognised gains and losses in the current and prior year are included in the statement of financial activities. The notes on pages 15 to 34 form part of these financial statements.

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

BALANCE SHEET AS AT 31ST AUGUST 2022

	Note	2022 £	2021 £
FIXED ASSETS			
Tangible assets	13	-	1,630,737
Investments	14	11,285	11,905
Investment Property	15	-	-
		11,285	1,642,642
CURRENT ASSETS			
Debtors	16	-	21,970
Cash at bank and in hand	30	371,031	31,673
		371,031	53,643
CURRENT LIABILITIES			
Creditors payable within one year	17	(1,558)	(409,217)
NET CURRENT ASSETS/(LIABILITIES)		369,473	(355,574)
TOTAL ASSETS LESS CURRENT LIABILITIES		380,758	1,287,068
LONG TERM LIABILITIES			
Provisions for liabilities	22	(6,184)	(6,184)
NET ASSETS		374,574	1,280,884
REPRESENTED BY: CALLED UP SHARE CAPITAL	18	100	100
ENDOWED FUNDS	20	11,592	11,817
UNRESTRICTED FUNDS			
General reserve	20	362,882	1,268,967
		374,574	1,280,884

The financial statements were approved and authorised for issue by the Board on 26/05/23
and signed on its behalf by:

M Elias

M ELIAS CHAIRMAN

Company registration number 05035260

The notes on pages 15 to 34 form part of these financial statements.

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

STATEMENT OF CASHFLOWS AS AT 31ST AUGUST 2022

	2022 £	2021 £
Cash flows from operating activities:		
Net cash used in operating activities	(1,869,163)	(83,894)
Cash flows from investing activities:		
Dividends, interest and rents from investments	-	345
Proceeds from the sale of property, plant and equipment	2,205,000	5,225
Purchase of property, plant and equipment	-	(6,626)
Purchase of investments	67	60
Net cash used in investing activities	2,205,067	(996)
Cash flows from financing activities:		
Financing costs	3,454	3,503
Net cash provided by financing activities	3,454	3,503
Change in cash and cash equivalents in the year	339,358	(81,387)
Cash and cash equivalents at the beginning of the year	31,673	113,060
Cash and cash equivalents at the end of the year	371,031	31,673

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31ST AUGUST 2022

1. ACCOUNTING POLICIES

The principal accounting policies, all of which have been applied consistently throughout the year and in the preceding year are:

a) **Basis of Accounting**

The accounts have been prepared under the Companies Act 2006 and in accordance with the Statement of Recommended Practice for Charities ('SORP (FRS102)') and with applicable UK Accounting Standards. They are drawn up on the historical cost accounting basis except that property and share investments held as fixed assets are carried at fair value.

Smallwood Manor Preparatory School Limited meets the definition of a public benefit entity under Financial Reporting Standard (FRS) 102. Assets and liabilities are initially recognised at historical cost or transaction value unless otherwise stated in the relevant accounting policy notes.

The preparation of financial statements in conformity with FRS 102 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. Further details are provided in note 28, and in the accounting policies for depreciation of fixed assets, for pensions and for bad debts. The financial statements are presented in sterling (£) and the functional currency is sterling (£).

b) **Basis of Preparation of the Financial Statements and Going Concern**

The directors consider that the preparation of the financial statements for Smallwood Manor Preparatory School Limited should be on a non-going concern basis. This reflects the fact that during the year ended 31st August 2021, the trade of the charitable company and certain business assets (excluding the school land and buildings) were gifted to Denstone College. In the year ended 31st August 2022, the school land and buildings were sold to an external third party on 13th September 2021 for £2,205,000. After disposal of the assets at net book value, the company had a net gain of £574,264. Following initial settlement of liabilities and collection of debts, a donation totalling £1,363,284 was made to Denstone College.

It is now intended that Smallwood Manor Preparatory School Limited will commence the necessary steps to undertake a voluntary winding up. Smallwood Manor Enterprises Limited was dissolved on 10th May 2022. No adjustments have been made to the financial statements as a result of the application of the non-going concern basis of accounting.

c) **Group Accounts**

The subsidiary company Smallwood Manor Enterprises Limited was dormant throughout the year ended 31st August 2021 and dissolved on 10th May 2022. Therefore, consolidated financial statements have not been produced as this was not deemed an appropriate approach. Comparative figures comprise only of the financial statements of the charity.

d) **School Fees Receivable and Similar Income**

Fees receivable and other educational income are accounted for in the period in which the service is provided. Fees receivable are stated after deducting allowances, scholarships and other remissions by the school, but include contributions received from restricted funds for scholarships, bursaries and other grants. Fees in Advance Scheme Contracts are those fees received in advance of education to be provided in future years under a specific contract. The fees are either held as investments in interest bearing assets until taken to income to match liabilities in the term when used, or refunded, or they are held within the unrestricted reserves of the school. Any surplus of assets over liabilities is held within the fund as a buffer. Debts are provided for if not recovered within one term. Estimating amounts to provide against recovery of debts is a matter of judgement.

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31ST AUGUST 2022

e) **Ancillary and Non-Ancillary Trading Income**

Ancillary trading income represents amounts from activities to generate funds within the charitable objects, for example school shop sales, coaches to and from school and school trips. Non-ancillary trading income represents amounts from activities not directly related to the charitable objects, for example lettings of school facilities out of term time and rental from spare school buildings. Income from these activities is recognised in the Statement of Financial Activities when the goods are sold or services provided.

f) **Voluntary sources, Grants and Donations**

Voluntary incoming resources are accounted for as and when entitlement arises, the amount can reliably be quantified and the economic benefit is considered probable.

Voluntary income for general purposes is accounted for as unrestricted and is credited to the General Reserve. Where the donor or an appeal has imposed trust law restrictions, voluntary income is credited to the relevant restricted fund and incoming endowments are accounted for as permanent trust capital or expendable trust capital, according to whether the donor intends retention to be permanent or not. 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 at the value to the school in case of donated services or facilities.

g) **Coronavirus Job Retention Scheme (CJRS) income**

The CJRS grant is receivable as compensation for staff costs incurred and for the purpose of giving immediate financial support to the schools with no future related costs. It is recognised in income in the period in which it becomes receivable.

h) **Expenditure**

Expenditure is accrued as soon as there is a contractual obligation or a liability is considered probable, discounted to present value for longer term liabilities. Expenditure is allocated to expense headings either on a direct cost basis or apportioned according to time spent. The irrecoverable element of VAT is included with the item of expense to which it relates. Bad debts are provided for in accordance with the group bad debt policy.

i) **Finance and Other Costs**

Other costs include amounts accrued in accordance with the terms of Fees in Advance Scheme Contracts.

j) **Pension Costs**

The school company participates in the Teachers' Pensions scheme, which is an unfunded government scheme, and The Pensions Trust scheme, both of which provide benefits based on final pensionable pay. The funds of the schemes are separate from the company, although the company's share of the schemes cannot be identified as the schemes are multi-employer schemes, and so the pension costs are accounted for as defined contribution schemes.

The company offers membership of the Pensions Trust Growth Plan to employees other than the full-time academic staff. The Pensions Trust Growth Plan is a multi-employer pension scheme where the scheme assets are pooled for investment purposes and cannot be attributed to individual employers. Benefits are paid from the total scheme assets. It is in most respects a money purchase arrangement, but has some guarantees. As a result it is not possible or appropriate to identify the assets and liabilities of the scheme which are attributable to the company, though, due to the guarantees inherent in the scheme, the companies remain potentially liable for a debt on withdrawal from the scheme. In accordance with Financial Reporting Standard (FRS) 102 (section 28) therefore, the scheme is accounted for in a fashion which is similar to a defined contribution scheme.

The company must recognise a liability measured as the present value of the contributions payable that arise from the deficit recovery agreement and the resulting expense in the income and expenditure account i.e. the unwinding of the discount rate as a finance cost in the period in which it arises. More detail is given in note 22.

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31ST AUGUST 2022

k) **Tangible Fixed Assets and Depreciation**

In accordance with Section 35.10 (d) of FRS102, Smallwood Manor Preparatory School Limited has elected to use the carrying value of any of the above freehold land and buildings previously carried at a valuation, as their deemed cost at the date of transition to FRS102, 1 September 2014.

Tangible fixed assets are stated at cost less depreciation. Individual capital items, or projects, with a value greater than £10,000 are capitalised. Assets in the course of construction are stated at cost less any provision for impairment. They are transferred to completed assets when substantially all of the activities necessary to get the asset ready for use are complete. Where appropriate cost includes our own labour costs in relation to construction, and directly attributable overheads.

Where tangible fixed assets have been acquired with the aid of specific grants they are included in the balance sheet at cost and depreciated over their expected useful economic life. The related grants are credited to a restricted fixed asset fund (in the statement of financial activities and carried forward in the balance sheet). The depreciation on such assets is charged in the statement of financial activities over the expected useful economic life of the related asset on a basis consistent with the depreciation policy.

Depreciation is provided at rates calculated to write off the cost, less estimated residual value of each asset based on current market prices, over its expected useful life, as follows:

Freehold land is not depreciated

Freehold Buildings:	- Variable according to the building and written off over the expected useful life (see paragraph below)
Plant and equipment	- 10% on cost
Fixtures and fittings	- 33.3% on cost
Motor vehicles	- 25% on cost

The company has reviewed its tangible assets, which comprise land, buildings and initial fixtures and fittings. The company undertakes an annual review of all buildings assessing their useful economic life. In some cases the useful economic life of a building is anticipated to be of considerable length, often in excess of 100 years. The buildings are capitalised in the financial statements at historic cost. Where the calculated depreciation charge is a material figure, it is charged in these financial statements but, where the carrying value is not more than the estimated recoverable amount and the depreciation on the building is not material to these financial statements, it has been assessed, but not charged on the basis that it is not material. The directors will continue to carry out annual assessments of the recoverable amount and the estimated useful life of all buildings and where the depreciation is a material value, it will be charged. The review is based on the directors' assessments of the market value and the future economic benefit derived from an asset versus its carrying value in the financial statements.

When the company undertakes a significant refurbishment project that will have an economic benefit, the cost of the refurbishment is capitalised, recorded separately under 'Freehold Land and Buildings', its useful life is estimated and it is depreciated over that useful life.

No depreciation is provided for in respect of investment properties in accordance with Section 16 of FRS102. Such properties are held for their investment potential and not for consumption within the business. Investment properties are stated at their fair value at the balance sheet date.

The company exercises judgement in selection of appropriate rates for depreciation of fixed assets, and for matters of impairment.

l) **Financial Instruments**

The company only has financial assets and financial liabilities of a kind that qualify as basic financial instruments. Basic financial instruments are initially recognised at transaction value and subsequently measured at their settlement value with the exception of bank loans which are subsequently measured at amortised cost using the effective interest method.

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31ST AUGUST 2022

m) **Investments**

Investments are carried at fair value, which is deemed to be 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. Realised gains and losses are the difference between sales proceeds and opening market value where the investment was held at the beginning of the year, or sales proceeds less cost of purchase where the investment was acquired in the year. The revaluation reserve reflects the accumulated total of unrealised gains and losses. Uninvested cash is the balance of liquid cash, held as an investment, which has not been invested in securities.

n) **Stocks**

Stocks comprise raw materials, consumable stores and goods held for resale: they are valued at the lower of cost and net realisable value.

o) **Leasing Commitments**

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated over their useful lives or the period of the lease whichever is the shorter. The interest element of the obligations is charged to the Statement of Financial Activities over the period of the lease. Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged to the Statement of Financial Activities on a straight line basis over the lease term. Lease incentives are accounted for over the lease term on a straight-line basis.

p) **Deposits from parents**

Deposits received from parents are repayable within one term's notice, and are recorded as short term liabilities.

q) **Fund Accounts**

Endowment funds are subject to specific conditions by donors that the capital must be maintained by the charity. Endowment funds are further sub-divided into permanent and expendable, where required by the terms of the trust.

Restricted funds are subject to specific conditions by donors as to how they may be used. The purposes and uses of the restricted funds are set out in the notes to the financial statements.

Designated funds comprise funds which have been set aside at the discretion of the directors for specific purposes. The purposes and uses of the designated funds are set out in the notes to the financial statements.

r) **Taxation**

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

The school has a subsidiary company that is subject to taxes including corporation tax and VAT in the same way as any commercial organisation. The tax charged to the profit and loss account is based on the subsidiary company's profit for the year and takes into account tax arising because of timing differences between the treatment of certain items for tax and accounting purposes. The subsidiary company distributes the majority of its profits to Smallwood Manor Preparatory School Limited under Gift Aid and tax liabilities are kept to a minimum.

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31ST AUGUST 2022

2. CHARITABLE ACTIVITIES - SCHOOL FEES RECEIVABLE

	2022 £	2021 £
The school fees income comprises:		
Gross fees	-	1,053,546
Less: Total scholarships, bursaries, etc	-	(118,215)
	<hr/>	<hr/>
	-	935,331
	<hr/>	<hr/>

Following the transfer of school operations, no scholarships, bursaries or other awards were paid (2021: 37 pupils). For 2020-21, means-tested bursaries totalling £24,934 were paid to 13 pupils and are included in this figure.

3. CHARITABLE ACTIVITIES - ANCILLARY TRADING INCOME

	2022 £	2021 £
Extras	-	50,264
Entrance fees and registration fees	-	3,650
Rent receivable and related income	-	78,897
Sundry other income	2,252	474
	<hr/>	<hr/>
	2,252	133,285
	<hr/>	<hr/>

4. OTHER INCOMING RESOURCES

	2022 £	2021 £
Profit on sale of fixed assets	574,264	-
	<hr/>	<hr/>
	574,264	-
	<hr/>	<hr/>

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31ST AUGUST 2022

5. INVESTMENTS - INVESTMENT INCOME

	Unrestricted	Restricted	Endowed	Total 2022 £	Total 2021 £
Investment income					
Equities	28	-	271	299	227
Fixed interest	1	-	30	31	99
	<u>29</u>	<u>-</u>	<u>301</u>	<u>330</u>	<u>326</u>

6. INVESTMENTS - BANK AND OTHER INTEREST

	Unrestricted	Restricted	Endowed	Total 2022 £	Total 2021 £
Bank interest	-	-	-	-	19
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>19</u>

7. OTHER - GRANTS AND DONATIONS

	Unrestricted	Restricted	Endowed	Total 2022 £	Total 2021 £
Government grants - CJRS	-	-	-	-	34,660
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>34,660</u>

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31ST AUGUST 2022

8. ANALYSIS OF EXPENDITURE

a) Total expenditure

	Staff costs (note 10) £	Support Costs £	Depreciation (Note 13) £	Total 2022 £	Total 2021 £
Costs of raising funds					
Financing cost (note 9)	-	(3,454)	-	(3,454)	(7,085)
Investment management	-	67	-	67	60
Total cost of generating funds	-	(3,387)	-	(3,387)	(7,025)
Charitable expenditure					
Teaching	-	-	-	-	761,036
Welfare	-	-	-	-	155,118
Premises	-	43,310	-	43,310	191,565
School administration	-	79,095	-	79,095	396,258
Grants awards and prizes (note 7b)	-	301	-	301	294
Movement in pension recovery plan	-	-	-	-	29
Donations	-	1,363,284	-	1,363,284	-
Education and grant making	-	1,485,990	-	1,485,990	1,504,300
Total Expenditure	-	1,482,603	-	1,482,603	1,497,275

b) Grants' awards and prizes

The school makes awards to individual families to support schooling.

	2022 £	2021 £
From Endowed Funds:		
Prizes and leaving awards	301	294
	301	294

c) Total resources expended include:

The company reimburses governors for out of pocket expenses including travel subsistence and accommodation, where a claim is made. No trustees were reimbursed during the year.

	2022 £	2021 £
Remuneration paid to auditor for audit services	-	18,270
Depreciation of tangible fixed assets:		
- owned by the Charitable Company	-	46,193

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31ST AUGUST 2022

9. FINANCING COSTS

	2022 £	2021 £
Interest payable – Intercompany loans	1,088	3,503
Provision for bad and doubtful debts	(4,542)	(10,588)
	<u>(3,454)</u>	<u>(7,085)</u>

10. STAFF COSTS

	2022 £	2021 £
The aggregate payroll costs for the year were:		
Wages and salaries	-	859,218
Social security costs	-	66,690
Other pension costs	-	123,996
Private medical insurance	-	1,225
	<u>-</u>	<u>1,051,129</u>

Included in staff costs are redundancy or termination payments totalling £NIL (2021: £85,752).

Whilst operational, the Head, Deputy Head and Bursar were classed by the school as being the Key Management Personnel.

None of the governors received remuneration or other benefits from Smallwood Manor Preparatory School Limited or from any connected body.

Aggregate employee benefits of key management personnel	-	175,022
---	---	----------------

The number of higher paid employees whose annual emoluments were £60,000 or more was:

	2022 No	2021 No
£70,001 - £80,000	-	1

The number with retirement benefits accruing:
- in Teacher Pension schemes was

- 1

Of which the contributions amounted to

- £14,238

For 2022 there are no (2021: None) employees earning over £60,000 per year that have chosen not to participate in a pension scheme.

The average number of employees during the year calculated on a head count basis, was NIL (2021: 42)

	2022 No	2021 No
Teaching	-	20
Other activities	-	22
	<u>-</u>	<u>42</u>

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS *YEAR ENDED 31ST AUGUST 2022*

11. DIRECTORS

None of the directors (or any persons connected with them) received any remuneration during the year. No scholarships were awarded to children of directors attending the school (2021: £Nil).

12. TAXATION

The company is a registered charity and therefore no liability to taxation arises on its charitable activities.

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31ST AUGUST 2022

13. TANGIBLE FIXED ASSETS

	Freehold Land & Buildings £	Plant & Equipment £	Fixtures & Fittings £	Motor Vehicles £	Total £
Cost					
At 1 st September 2021	1,728,181	82,969	-	-	1,811,150
Additions					
Transfer from investment property					
Disposals	(1,728,181)	(82,969)	-	-	(1,811,150)
At 31st August 2022	-	-	-	-	-
Depreciation					
At 1 st September 2021	126,995	53,418	-	-	180,413
Charge for year					
Disposals	(126,995)	(53,418)	-	-	(180,413)
At 31st August 2022	-	-	-	-	-
Net book value at 31st August 2022	-	-	-	-	-
Net book value at 31 st August 2021	1,601,186	29,551	-	-	1,630,737

The school land and buildings, the remaining fixtures and the investment properties were sold on 13th September 2021 for a combined sale price of £2,205,000 (see also note 15).

All assets were used for charitable purposes.

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31ST AUGUST 2022

14. INVESTMENTS

	2022 £	2021 £
Investments		
At 1 st September 2021	11,905	9,715
Investment management fees	(67)	(60)
(Losses)/gains on investments	(553)	1,615
Movement in uninvested cash	-	535
	11,285	11,805
Investment in subsidiaries	-	100
Investments at 31st August 2022	11,285	11,905
Investments comprise		
Listed investments		
Fixed interest	2,396	
Equities	7,585	
Cash	<u>1,304</u>	
	11,285	
Investment in subsidiaries	-	
At 31 August 2022	11,285	

At 31st August 2021, Smallwood Manor Preparatory School Limited owned all of the share capital of Smallwood Manor School Enterprises Limited, a company incorporated in England/Wales. Smallwood Manor School Enterprises Limited was dissolved on 10th May 2022.

15. INVESTMENT PROPERTIES

	2022 £	2021 £
Valuation at 1 st September 2021	-	645,000
Transferred to tangible assets – land and buildings	-	(645,000)
Valuation at 31st August 2022	-	-

Investment properties consist of those of Company's land and buildings that are held for investment purposes, and which are not used in the school's own activities, primarily residential houses which are let out on the open market. Following the decision to merge the school with Denstone College and sell the school land and buildings and investment properties, the investment properties were reclassified as tangible assets.

A formal valuation of the properties was prepared by John German Chartered Surveyors as at 27 November 2013.

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31ST AUGUST 2022

16. DEBTORS

	2022 £	2021 £
School fees receivable	-	1,111
Other debtors	-	8,676
Prepayments and accrued income	-	12,183
	-	21,970

17. CREDITORS: amounts falling due within one year

	2022 £	2021 £
Deposits from parents	-	675
Trade creditors	1,558	112,415
Taxation and social security	-	19,148
Other creditors	-	2,825
Accruals	-	20,270
Deferred income	-	250
Amounts due to subsidiary company	-	91
Loans due to parent company	-	253,503
Amounts due to parent company	-	40
	1,558	409,217

Summary of movements in deferred income

	£
Balance at 1st September 2021	250
Movement during the year	(250)
Balance at 31st August 2022	-

Deferred income arises due to deposits received in advance for lets of the property.

18. SHARE CAPITAL

	2022 £	2021 £
Authorised		
100 Ordinary Shares of £1 each	100	100
Allotted, called up and fully paid		
100 Ordinary Shares of £1 each	100	100

The shares shall not be transferable. Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31ST AUGUST 2022

19. FUNDS

The company's funds are analysed under the following headings:

a) ENDOWED FUNDS

Funds set aside to promote, assist and support the charitable objectives of the school.

b) UNRESTRICTED FUNDS

Unrestricted funds represent accumulated income from the school's activities and other sources that are available for the general purposes of the school.

20. ANALYSIS OF NET ASSETS BETWEEN FUNDS

2021-22

	Unrestricted £	Restricted £	Endowed £	Total 2022 £	Total 2021 £
Tangible fixed assets	-	-	-	-	1,630,737
Investments	1,302	-	9,983	11,285	11,905
Property investments	-	-	-	-	-
Share capital	100	-	-	100	100
Net current assets	367,764	-	1,609	369,373	(355,674)
Long term liabilities	(6,184)	-	-	(6,184)	(6,184)
	<u>362,982</u>	<u>-</u>	<u>11,592</u>	<u>374,574</u>	<u>1,280,884</u>

Comparative for 2020-21

	Unrestricted £	Restricted £	Endowed £	Total 2021 £	Total 2020 £
Tangible fixed assets	1,630,737	-	-	1,630,737	1,056,408
Investments	1,700	-	10,205	11,905	9,715
Property investments	-	-	-	-	645,000
Share capital	100	-	-	100	100
Net current assets	(357,286)	-	1,612	(355,674)	(30,430)
Long term liabilities	(6,184)	-	-	(6,184)	(7,870)
	<u>1,269,067</u>	<u>-</u>	<u>11,817</u>	<u>1,280,884</u>	<u>1,672,923</u>

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31ST AUGUST 2022

21. SUMMARY OF MOVEMENTS ON MAJOR FUNDS

	At 1 Sept 2021 £	Incoming resources £	Resources expended £	Gains/ (losses) £	At 31 August 2022 £
Endowed Funds					
Scholarship bursary and prize fund	11,817	301	363	(163)	11,592
Total Endowment	11,817	301	363	(163)	11,592
Unrestricted Funds					
General Reserve	947,899	576,545	1,482,240	(390)	41,814
Designated	2,316	-	-	-	2,316
Revaluation Reserve	318,752	-	-	-	318,752
	1,268,967	576,545	1,482,240	(390)	362,882
Total Funds	1,280,784	576,846	1,482,603	(553)	374,474

Note 20 provides details of the individual funds.

22. PENSION SCHEMES

Teachers' Pension Scheme

Whilst operational, the school participated in the Teachers' Pension Scheme ("the TPS") for its teaching staff. The pension charge for 2020-21 includes contributions payable to the TPS of £111,979 and at 31st August 2021, £13,335 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 2016 and the Valuation Report, which was published in March 2019, confirmed that the employer contribution rate for the TPS would increase from 16.4% to 23.6% from 1 September 2019. Employers are also required to pay a scheme administration levy of 0.08% giving a total employer contribution rate of 23.68%.

The 31 March 2016 Valuation Report was prepared in accordance with the benefits set out in the scheme regulations and under the approach specified in the Directions, as they applied at 5 March 2019. However, the assumptions were considered and set by the Department for Education prior to the ruling in the 'McCloud/Sargeant case'. This case has required the courts to consider cases regarding the implementation of the 2015 reforms to Public Service Pensions including the Teachers' Pensions.

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31ST AUGUST 2022

22. PENSION SCHEMES (Continued)

On 27 June 2019 the Supreme Court denied the government permission to appeal the Court of Appeal's judgment that transitional provisions introduced to the reformed pension schemes in 2015 gave rise to unlawful age discrimination. The government is respecting the Court's decision and has said it will engage fully with the Employment Tribunal as well as employer and member representatives to agree how the discriminations will be remedied. The government announced on 4 February 2021 that it intends to proceed with a deferred choice underpin under which members will be able to choose either legacy or reformed scheme benefits in respect of their service during the period between 1 April 2015 and 31 March 2022 at the point they become payable.

The TPS is subject to a cost cap mechanism which was put in place to protect taxpayers against unforeseen changes in scheme costs. The Chief Secretary to the Treasury, having in 2018 announced that there would be a review of this cost cap mechanism, in January 2019 announced a pause to the cost cap mechanism following the Court of Appeal's ruling in the McCloud/Sargeant case and until there is certainty about the value of pensions to employees from April 2015 onwards. The pause was lifted in July 2020, and a consultation was launched on 24 June on proposed changes to the cost control mechanism following a review by the Government Actuary. Following a public consultation, the Government have accepted three key proposals recommended by the Government Actuary, and are aiming to implement these changes in time for the 2020 valuations.

The 2016 cost control valuations have since been completed in January 2022, and the results indicated that there would be no changes to benefits or member contributions required. The results of the cost cap valuation are not used to set the employer contribution rate, and HM Treasury has confirmed that any changes to the employer contribution rate resulting from the 2020 valuations will take effect in April 2024.

Until the 2020 valuation is completed it is not possible to conclude on any financial impact or future changes to the contribution rates of the TPS. Accordingly, no provision for any additional past benefit pension costs is included in these financial statements.

Pensions Trust Growth Plan

The school participates in the TPT Retirement Solutions - The Growth Plan, which is a multi-employer scheme providing benefits to over 950 non-associated participating employers. The scheme is a defined benefit scheme in the UK. It is not possible for the school to obtain sufficient information to enable it to account for the scheme as a defined benefit scheme. Therefore it accounts for it as a defined contribution scheme.

The scheme is subject to the funding legislation outlined in the Pensions Act 2004 which came into force on 30 December 2005. This, together with documents issued by the Pensions Regulator and Technical Actuarial Standards issued by the Financial Reporting Council, set out the framework for funding defined benefit occupational pension schemes in the UK.

The scheme is classified as a 'last-man standing arrangement'. Therefore the school is potentially liable for other participating employers' obligations if those employers are unable to meet their share of scheme deficits following withdrawal from the scheme. Participating employers are legally required to meet their share of the scheme deficits on an annuity purchase basis on withdrawal from the scheme.

Summary of provision for pension deficit recovery plan

	Company 2022 £	2021 £
TPT Retirement Solutions - The Growth Plan	6,184	6,184

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31ST AUGUST 2022

22. PENSION SCHEMES (Continued)

TPT Retirement Solutions - The Growth Plan Deficit Contributions

A full actuarial valuation for the scheme was carried out at 30 September 2020. This valuation showed assets of £800.3m, liabilities of £831.9m and a deficit of £31.6m. To eliminate this funding shortfall, the Trustee has asked the participating employers to pay additional contributions to the scheme as follows:

From 1 April 2022 to 31 January 2025:	£3.312 m per annum
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Unless a concession has been agreed with the Trustee the term to 30 September 2025 applies.

Note that the scheme's previous valuation was carried out with an effective date of 30 September 2017. This valuation showed assets of £794.9m, liabilities of £926.4m and a deficit of £131.5m. To eliminate this funding shortfall, the Trustee asked the participating employers to pay additional contributions to the scheme as follows:

From 1 April 2019 to 31 January 2025:	£11.243m per annum (payable monthly and increasing by 3% each on 1st April)
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The recovery plan contributions are allocated to each participating employer in line with their estimated share of the Series 1 and Series 2 scheme liabilities.

Where the scheme is in deficit and where the employer has agreed to a deficit funding arrangement the company recognises a liability for this obligation. The amount recognised is the net present value of the deficit reduction contributions payable under the agreement that relates to the deficit. The present value is calculated using the discount rate detailed in these disclosures. The unwinding of the discount rate is recognised as a finance cost.

Present Values of Provision	2022	2021
	£	£
Present value of provision	6,314	6,184
Reconciliation of opening and closing provisions	2022	2021
	£	£
Provision at 1st September 2021	6,184	7,870
Unwinding of the discount factor	-	37
Deficit contribution paid	-	(1,715)
Remeasurements - impact of any change in assumptions	-	(8)
Provision at 31st August 2022	6,184	6,184
Income and expenditure impact	2022	2021
	£	£
Interest expense	-	37
Remeasurements - impact of any change in assumptions	-	(8)

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31ST AUGUST 2022

22. PENSION SCHEMES (Continued)

Assumptions	2022 % per annum	2021 % per annum
Rate of discount	4.46	0.63

The discount rates shown above are the equivalent single discount rates which, when used to discount the future recovery plan contributions due, would give the same results as using a full AA corporate bond yield curve to discount the same recovery plan contributions.

Deficit Contributions Schedule

The following schedule shows the deficit contributions agreed between the company and the scheme at each year end period:

	2022 £	2021 £	2020 £
Year 1	1,766	1,766	1,714
Year 2	1,819	1,819	1,766
Year 3	1,873	1,873	1,819
Year 4	794	794	1,873
Year 5	-	-	794
Year 6	-	-	-
Year 7	-	-	-
Year 8	-	-	-
Year 9	-	-	-
Year 10	-	-	-

The company must recognise a liability measured as the present value of the contributions payable that arise from the deficit recovery agreement and the resulting expense in the income and expenditure account i.e. the unwinding of the discount rate as a finance cost in the period in which it arises.

It is these contributions that have been used to derive the company's balance sheet liability.

23. SUBSIDIARIES

The Company owned all of the share capital of Smallwood Manor School Enterprises Limited, a company incorporated in England/Wales (Company number: 05181896). The company was dormant from 1st September 2020 until its dissolution on 10th May 2022.

At 31 August 2021 the company had shareholder's funds of £100.

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31ST AUGUST 2022

24. Statement of Financial Activities – Comparative figures by fund type

Year Ended 31 August 2021	Unrestricted	Restricted	Endowed	Total
	£	£	£	£
Charitable Activities				
School fees receivable	935,331	-	-	935,331
Ancillary trading income	133,285	-	-	133,285
Investments				
Investment income	32	-	294	326
Bank and other interest	19	-	-	19
Other				
Grants and donations	34,660	-	-	34,660
Total Incoming Resources	1,103,327	-	294	1,103,621
Expenditure on:				
Raising funds				
Financing and other costs	(7,085)	-	-	(7,085)
Investment management	8	-	52	60
Total Deductible Costs	(7,077)	-	52	(7,025)
Charitable activities				
Education and grant making	1,504,005	-	295	1,504,300
Total resources expended	1,496,928	-	347	1,497,275
Net gains on investment assets	187	-	1,428	1,615
Net income/(expenditure)	(393,414)	-	1,375	(392,039)
Transfers between funds	-	-	-	-
Net movement in funds for the year	(393,414)	-	1,375	(392,039)
Fund balances at 1 st September	1,662,381	-	10,442	1,672,823
Fund Balances at 31st August	1,268,967	-	11,817	1,280,784

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31ST AUGUST 2022

25. CONTINGENT LIABILITIES

The Company has been notified by The Pensions Trust of the estimated employer debt on withdrawal from the Plan based on the financial position of the Plan as at 20 September 2022. As of this date the estimated employer debt for the Company was £33,499 (2021: £46,934) including Series 3 liabilities.

26. ULTIMATE CONTROLLING PARTY

The Woodard Corporation Limited is the ultimate controlling party, a registered charity number 1096270, which is incorporated in England and Wales (company number 04659710). Copies of the financial statements of the Woodard Corporation can be obtained from High Street, Abbots Bromley, Rugeley, Staffordshire, WS15 3BW. The accounts of Smallwood Manor Preparatory School Limited are included within the consolidated financial statements of the Woodard Corporation Limited.

27. RELATED PARTIES

As stated in note 26, Smallwood Manor Preparatory School Limited is a wholly owned subsidiary of The Woodard Corporation. An amount of £NIL (2021: £5,178) was paid during the year to Woodard Corporation by way of a levy to meet running costs. At the year end Smallwood Manor Preparatory School Limited owed The Woodard Corporation £NIL (2021: £40).

The Woodard Corporation loaned Smallwood Manor Preparatory School Limited £250,000 during the year to 31st August 2021. The balance owed to The Woodard Corporation at 31st August 2021 was £253,503 and the loan was repaid, including interest, on 1st and 2nd November 2021.

Transactions in relation to marketing materials and office consumables took place in 2020-21 between Smallwood Manor Preparatory School Limited and McConnell's (Midlands) Limited, a firm of which Mr R T Eley, Director of Smallwood Manor Preparatory School Limited, is a director. Smallwood Manor Preparatory School Limited made total purchases of £295 in 2021 from McConnell's (Midlands) Limited, with payments of £NIL outstanding at the year end date. No such transactions took place during the year ended 31st August 2022.

Reimbursement of travel and subsistence expenses to directors totalled £NIL (2021: £ NIL).

28. ACCOUNTING ESTIMATES AND JUDGEMENTS

In preparing the financial statements, the directors are required to make estimates and judgements. The matters detailed below are considered to be the most important in understanding the judgements that are involved in preparing the financial statements and the uncertainties that could impact the amounts reported in the results of operations, financial position and cashflows. Accounting policies are shown at note 1 to the financial statements.

Pension scheme deficit reduction payments

As explained at note 22 there is a deficit reduction plan in place in respect of the company's membership of the Pension Trust's Growth Plan. FRS 102 requires a liability to be recognised in respect of the present value of future contributions payable under the terms of the deficit recovery plan. The incorporation of this liability in the financial statements involves the exercise of judgement in a number of areas, including the selection of an appropriate discount rate.

Pension scheme contingent liability

As explained at note 25 there is a contingent liability in the event that the company were to withdraw its membership of the Pension Trust's Growth Plan. The independent qualified actuaries advising the Pensions Trust in respect of the contingent withdrawal liability exercise significant judgement in determining the amount of that liability. Judgement is exercised in a number of areas, including future changes in salaries and inflation, mortality rates and the selection of appropriate discount rates.

SMALLWOOD MANOR PREPARATORY SCHOOL LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31ST AUGUST 2022

29. RECONCILIATION OF NET INCOME/(EXPENDITURE) TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2022 £	2021 £
Net expenditure for the year (as per the statement of financial activities)	(906,310)	(392,039)
Adjustments for:		
Depreciation charges	-	46,193
Losses/(gains) on investments	553	(2,150)
Dividends, interest and rents from investments	-	(345)
Financing costs	(3,454)	(3,503)
(Profit)/loss on the sale of fixed assets	(574,264)	25,879
Decrease in debtors	21,970	74,743
(Decrease)/increase in creditors	(407,658)	167,328
Net cash provided by operating activities	(1,869,163)	(83,894)

30. ANALYSIS OF CASH AND CASH EQUIVALENTS

	2022 £	2021 £
Cash at bank and in hand	371,031	31,673
Total cash and cash equivalents	371,031	31,673

31. ANALYSIS OF CHANGES IN NET DEBT

At 31st August 2021, Smallwood Manor Preparatory School Limited owed Woodard, the parent company, £253,503. As this was the only debt owed by the company, no reconciliation was provided. This debt was repaid during the year and there are no outstanding balances at 31st August 2022.