

# UPPINGHAM SCHOOL

England & Wales · Charity number 1147280

## Details

|                |                                                         |
|----------------|---------------------------------------------------------|
| Status         | Registered                                              |
| Legal form     | Charitable company                                      |
| Company number | <a href="#">08013826</a>                                |
| Registered     | 2012-05-16                                              |
| Register       | <a href="#">View on the Charity Commission register</a> |

## Contact

|         |                                                                               |
|---------|-------------------------------------------------------------------------------|
| Address | Uppingham School<br>20-24 High Street West<br>Uppingham<br>Oakham<br>LE15 9QD |
| Phone   | 01572820626                                                                   |
| Email   | <a href="mailto:bursar@uppingham.co.uk">bursar@uppingham.co.uk</a>            |
| Website | <a href="http://www.uppingham.co.uk">http://www.uppingham.co.uk</a>           |

## Activities

**Objects:** THE OBJECTS (OBJECTS) FOR WHICH THE SCHOOL IS ESTABLISHED ARE TO ADVANCE THE EDUCATION OF BOYS AND GIRLS BY THE PROVISION OF A BOARDING AND/OR DAY SCHOOL OR SCHOOLS IN OR NEAR UPPINGHAM AND BY THE PROVISION OF ANCILLARY OR INCIDENTAL EDUCATIONAL ACTIVITIES OR OTHER ASSOCIATED ACTIVITIES FOR THE BENEFIT OF THE COMMUNITY.

**Activities:** Uppinghm is a full boarding school for boys and girls aged between 13 and 18 years of age.

## Classification

- **How:** Provides Services
- **What:** Education/training
- **Who:** Children/young People

## Geography

- Rutland

## Finances

| Period end | Income      | Expenditure | Assets      | Employees |
|------------|-------------|-------------|-------------|-----------|
| 2024-08-31 | £42,952,918 | £42,969,003 | £75,584,505 | 604       |
| 2023-08-31 | £40,507,678 | £39,508,064 | £73,382,518 | 582       |
| 2022-08-31 | £33,546,173 | £33,306,290 | £71,629,596 | 541       |
| 2021-08-31 | £30,523,964 | £30,877,883 | £69,964,642 | 535       |
| 2020-08-31 | £29,752,832 | £29,992,855 | £65,696,574 | 560       |

## Trustees

| Name                                 | Role  | Appointed  |
|--------------------------------------|-------|------------|
| <b>BARBARA MATTHEWS</b>              | Chair | 2014-12-06 |
| Adam Willis George Poulter           |       | 2024-05-24 |
| Anthony Edward Timpson CBE KC        |       | 2020-06-13 |
| Charles Lewis                        |       | 2024-10-09 |
| Christopher King                     |       | 2019-06-15 |
| Clare Colacicchi                     |       | 2021-10-05 |
| DYLAN JONES                          |       | 2023-05-26 |
| Dominic Wallis Mr                    |       | 2018-06-16 |
| Dr JONATHAN SCOTT                    |       | 2018-03-17 |
| Geoffrey Sebastian Christopher Price |       | 2025-05-16 |
| Juliet Jaggs                         |       | 2023-02-03 |
| Katharine Gaine                      |       | 2020-09-01 |
| Keith Budge                          |       | 2019-09-03 |
| LUCY JANE WOMACK                     |       | 2020-02-08 |
| Michelle Fairfax                     |       | 2022-05-21 |
| Nicholas Robert Jackson              |       | 2024-05-03 |
| Sarah Furness DR                     |       | 2018-06-16 |
| Stephen Pearson                      |       | 2024-04-09 |
| Very Reverend Christopher Dalliston  |       | 2018-03-17 |

## Linked charities

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- UPPINGHAM SCHOOL DEVELOPMENT TRUST (1147280-1)
- THOMSON MEMORIAL ENTRANCE SCHOLARSHIP (1147280-10)
- ROY SWEET SCHOLARSHIP (1147280-11)
- FIGGIS POWELL EXHIBITION (1147280-12)
- RAWNSLEY BEQUEST (1147280-13)
- OWEN PRIZE FOR LATIN HEXAMETERS (1147280-14)
- HASELGROVE EXHIBITION (1147280-15)
- CYRIL BUTCHER EXHIBITION (1147280-16)
- STERNDALÉ BENNETT PRIZE (1147280-17)
- WILLIAM ELLIS BEQUEST (1147280-18)
- THE BORTH PRIZE (1147280-19)
- UPPINGHAM SCHOOL ASSISTANT MASTERS GAFFIKIN FUND (1147280-2)
- CROSTHWAITE MUSIC PRIZE (1147280-20)
- WILLIAM A TURNBULL PRIZES (1147280-21)
- GWYTHÉR BEQUEST (1147280-22)
- EDWARD THRING EXHIBITIONS FUND (1147280-23)
- HOWITT EXHIBITION FUND (1147280-24)
- THE CONSTABLE PRIZES (1147280-25)
- THE EDUCATIONAL FUND (1147280-26)
- THRING CENTENARY FUND (1147280-27)
- NIGHTINGALE PRIZE FOR SCIENCE (1147280-28)
- COPE PRIZE FOR ENGLISH LITERATURE (1147280-29)
- ARCHDEACON ROBERT JOHNSON TRUST (1147280-3)
- IVOR RAMSAY PRIZE FOR SCRIPTURE OR FOR ENGLISH LITERATURE (1147280-30)
- PARMITER PRIZE (1147280-31)
- SELWYN PRIZE (1147280-32)
- AUGMENTATION OF GUYTHER BEQUEST (1147280-33)
- THE H W H BOTHAMBY BEQUEST (1147280-34)
- PERCY CHAPMAN EXHIBITION (1147280-35)
- YATES PRIZE (1147280-36)
- DAVIES BEQUEST FOR BURSARIES (1147280-37)
- IAN CADBURY TRAVEL GRANT FUND (1147280-38)
- NEWTON PRIZE FUND (1147280-39)
- R L NETTLESHIP MEMORIAL PRIZE (1147280-4)

- BOYLE PRIZE FOR SCIENCE (1147280-40)
- GRAHAM WILLIAMS PRIZE FOR DIVINITY (1147280-41)
- HOWARD FIGGIS EXHIBITION (1147280-42)
- ALLIN SCHOLARSHIP OR EXHIBITION (1147280-5)
- RICHARD HARMAN PRIZE FUND (1147280-6)
- MCKENZIE PRIZE (1147280-7)
- LOWER SCHOOL MUSIC MEDAL (1147280-8)
- DAVIES-COLLY HISTORY PRIZE (1147280-9)

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# Accounts

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Uppingham School

# Consolidated Financial Statements

for the year ended 31 August 2024

Charity number: 1147280  
Company number: 8013826  
[www.uppingham.co.uk](http://www.uppingham.co.uk)

UPPINGHAM

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## Trustees and Officers

|                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|-------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Chair of Trustees</b>            | B M Matthews MBE BSc *◊•                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Vice-Chairs</b>                  | R J S Tice BSc * (retired 15 June 2024)<br>S B Pearson MA * (Oxon) (appointed 9 April 2024)<br>K J Budge MA (Oxon) PGCE ◊•                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Trustees</b>                     | The Very Revd The Dean of Peterborough (Ex officio)<br>The Lord Lieutenant of Rutland (Ex officio) ◊<br>R N J S Price Esq * (retired 23 March 2024)<br>S A Humphrey LLB (Hons) * (retired 29 June 2024)<br>K J Gaine MA (Oxon) ◊<br>Professor J J A Scott BSc PhD ◊<br>D L C Wallis BA (Hons) (Oxon) *<br>C P M King MA ◊•<br>L J Womack BA (Hons) ◊•<br>A E Timpson CBE KC ◊<br>C E V Colacicchi MA (Oxon) *<br>M Fairfax *<br>J Z Jaggs ◊•<br>D G Jones MA * (Oxon)<br>A W G Poulter (appointed 24 May 2024)*<br>N R Jackson BSc Hons MRICS (appointed 3 May 2024)*<br>C B Lewis BA Hons (appointed 9 October 2024)*<br>A W Y To BSc MHKIS (Associate International Trustee) |
| <b>Headmaster</b>                   | Dr R J Maloney MTheol MA PhD                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Bursar and Clerk to Trustees</b> | S C Taylor MA (Cantab) ACA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Registered Office</b>            | Uppingham School, Uppingham, Rutland LE15 9QD                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Company Number</b>               | 8013826                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

## Advisors

|                            |                                                                                              |
|----------------------------|----------------------------------------------------------------------------------------------|
| <b>Bankers</b>             | NatWest Bank Plc, 7 High Street, Melton Mowbray, Leicestershire LE13 OTT                     |
| <b>Solicitors</b>          | Farrer & Co LLP, 66 Lincoln's Inn Fields, Holborn, London WC2A 3LH                           |
| <b>Auditor</b>             | Crowe U.K. LLP, 4th Floor, St James House, St James Square, Cheltenham GL50 3PR              |
| <b>Investment Managers</b> | Cazenove Capital Management Ltd, 1 London Wall Place, London Wall, Barbican, London EC2Y 5AU |
| <b>Insurance Brokers</b>   | Berkeley Insurance Group, 2 Colton Square, Regent Street, Leicester LE11QH                   |

- \* Member of the Finance and General Purposes Committee
- ◊ Member of the Education Committee
- Member of the Maidwell Hall Committee

# Report of the Trustees

## Year ended 31 August 2024

### Directors' Report

The Trustees, who are also directors, present their Annual Report for the year ended 31 August 2024 under the Charities Act 2011 and under the Companies Act 2006, including the Directors' and Strategic Reports and the audited financial statements for the year.

#### Objects, aims, objectives and activities

##### Charitable Objects

The objects of the Charity are to advance the education of young people by the provision of a boarding and/or day school or schools in or near Uppingham and by the provision of ancillary or incidental educational activities or other associated activities for the benefit of the community.

##### Public Benefit Aims and Intended Impact

Within our charitable object, it is our aim to benefit the public by promoting a truly holistic education, pioneered at Uppingham in the 19th Century, where young people attain the highest academic levels balanced with an extensive co-curricular programme, which aims to develop life-long interests, promote pupils' well-being, and cultivate a desire to contribute positively to their communities. Uppingham's boarding model engages pupils in a broad educational programme seven days a week, and, accordingly, has an unequivocal commitment to excellence and innovation in the pastoral care of pupils.

Uppingham School is committed to benefitting the public, both through its charitable object, and in a broader context as a good neighbour and as a thriving economic entity. In the furtherance of these aims the Trustees are pursuing a Public Benefit strategy and complied with the duty under s.17 of the Charities Act 2011 to have due regard to the Charity Commission's published general and relevant sector-specific guidance concerning the operation of the Public Benefit requirement under that Act.

##### Context

Uppingham currently has 838 senior pupils, who come from all over the country and abroad, together with 160 junior pupils at Maidwell Hall School following a merger between the two schools in September 2022. Maidwell retains a separate DfE registration from Uppingham but is otherwise indistinct from Uppingham as a legal entity.

Founded in 1584 by Archdeacon Robert Johnson and raised to its present eminence in the 19th Century by the great educationalist Edward Thring, Uppingham continues to flourish today. Originally a boys' school, girls were first accepted into the Sixth Form in 1975 and the School has been fully co-educational since 2001. High academic standards are a priority to the School and in addition there is a strong commitment to music, drama, art, design, technology, and sports. The all-round education, for which Thring made Uppingham famous, is further enhanced by pupil involvement in the 'UPP&Out' community service programme, the Duke of Edinburgh Award Scheme, expeditions, and many other activities.

##### Educational outreach and community involvement

Uppingham School sits at the heart of a small market town and is committed to working closely both with local schools and the local community. In addition to providing means-tested bursaries for local children to attend the School, the public benefits through educational outreach which includes STEM-focused enrichment projects, pupil-led tuition in Latin and Maths, providing classroom assistance, joint pedagogical projects with subject leaders in state maintained schools, leading community music programmes in primary schools, helping run

## Report of the Trustees Directors' Report

extra-curricular school clubs, practice for university interviews, staging musical concerts, and supporting mental health programmes for schoolchildren in Rutland.

Uppingham engaged with the Mead Educational Trust (TMET), a group of five secondary schools in city centre Leicester. Outreach is focused on four main areas: Music, Sport, D&T and Life Skills. This year TMET students have enjoyed Music Tech sessions and Room to Record workshops, in which TMET school bands create and cut their own singles in Uppingham's production studios, with tuition from Uppingham staff. In Sport, the School welcomed Castle and Brooke Mead scholars for Basketball, Netball and Sport Development workshops, with cross-participation between Uppingham and TMET pupils at each session. Debating Outreach was added in October 2023, with Brooke and Castle Mead students engaging Uppingham in STEM focused debates. TMET have also engaged in pre-existing events, including Uppingham's Sports conference, Lunchtime Concerts and School Orchestra Day. Outreach is developed alongside TMET's Leadership Teams, to improve cultural capital within TMET through broad access to the Uppingham community. The partnership creates a pathway for bright students to engage with Uppingham and apply for a Bursary Award – a TMET Careers Group has been formed to support 2023 applications and develop links with Uppingham's own Careers offer.

Uppingham School has a relationship of mutually beneficial co-operation with the David Ross Educational Trust (DRET). Uppingham continues to support individual DRET schools by engaging in areas such as music, community service, as well as providing subject-specialist masterclasses.

Uppingham has launched a STEM programme with Uppingham Community College, a neighbouring 11-16 state school, to promote pathways into university and industry for young people with a STEM aptitude. A performing arts programme allows young people to be part of joint productions, access industry leaders, and chart pathways towards performing arts programmes.

Uppingham pupils engage in a range of outreach programmes, the majority of which occur during a Friday afternoon through the School's UPP&Out programme. Pupils support elderly residents in their homes, and work with two residential care homes, Hallaton Manor and Manton Hall, and support primary school students in a range of organisations, including Red Kite and Brightways, which are special needs settings. Pupils deliver a range of programmes which they have developed, support five primary schools where pupils deliver maths and reading support as well as on site through the primary science programme. Pupils also support local charities such as LOROS and the local food bank in Rutland where they have assisted in the creation and delivery of food parcels and providing clothes and bedding to those in need. Finally, pupils are engaged in environmental initiatives where they work closely with *Uppingham in Bloom* as part of the community gardening programme and assist in improving waterways and land use through our partnership with the countryside conservation programme.

The School's sporting facilities are made available to schools, clubs and teams in the area and the public enjoy access to the School's 59 acres of playing fields. Other School facilities are made available to local societies, schools and clubs for

# Report of the Trustees

## Directors' Report

educational purposes and performances and shows, and the Estates department gives assistance to the town of Uppingham on technical and horticultural matters. Pupils and staff from the School perform weekly lunchtime concerts in the town's church.

### Structure, Governance and Management

#### Governing documents

Uppingham School is a registered charity (number 1147280) and is incorporated as a company limited by guarantee (company number 08013826). The company is governed by Articles of Association. The company's charitable objects are "to advance the education of boys and girls by the provision of a boarding and/or day school or schools in or near Uppingham and by the provision of ancillary or incidental educational activities or other associated activities for the benefit of the community".

All the undertakings of the School were transferred across to the company upon incorporation on 1 September 2012, with the exception of endowed properties ('specie' land) and assets, which continue to be held in the Archdeacon Robert Johnson Trust. A 'Uniting Order' from the Charity Commission removes the need to prepare separate accounts for both company and trust.

#### Appointment and induction of Trustees

The Trustees who served during the year and since the year-end are shown on page 3. Under the Articles of Association, Trustees must not number fewer than seven nor more than twenty-one persons: two ex-officio, two appointed, and between five and seventeen co-optative Trustees. Appointed Trustees are appointed by the Hospital of St John and St Anne in Oakham, and by the Headmaster and teaching staff of the School. Co-optative Trustees are appointed by fellow Trustees exercising a majority opinion.

Trustees are recruited as much as possible to represent a cross-section of skills and experience considered most useful in addressing the issues facing the School. The Chairs' Committee, acting as nominations committee, maintains a shortlist of potential Trustees. The Chair interviews all proposed Trustees and presents their credentials to the Trustee board, whose approval is required before they are invited to join it. In addition to key documents, including the AGBIS Guidelines for Governors, Trustee induction includes child protection training, a pupil tour of the School, lesson observation, meetings with Headmaster and Bursar, and usually a lunch with pupils in a boarding house. Ongoing training of Trustees on topical subjects is made available on a regular basis, and a programme of annual Trustee day-long observations of the workings of the School is in place.

Trustees carry out a governance self-evaluation exercise every two years. The seven principles in The Charity Governance Code published in July 2017 and refreshed in 2020 are reflected in that exercise.

# Report of the Trustees

## Directors' Report

### Organisational management

The Trustees of the Charity are responsible for the overall management and control of the School and meet at least three times a year, chaired by Ms Barbara Matthews MBE.

There are three principal Trustee sub-committees. The Finance and General Purposes Committee (F&GP) meets two weeks before each meeting of the full Trustees, and addresses matters relating to finance, operations, estate, and investments. The F&GP Committee works under the chairmanship of Mr Richard Tice (retired June 2024) and now Mr Stephen Pearson, and the other members are indicated on page 3. The Education Committee, chaired by Mr Keith Budge, addresses matters relating to the educational, academic, and pastoral agenda. This committee meets once a term, and its members are indicated on page 3. The Maidwell Committee, also chaired by Keith Budge, addresses matters relating to the quality of educational provision and pupil welfare and safety at Maidwell Hall. This Committee also meets once a term, and its members are indicated on page 3.

A sub-committee of F&GP, the Investment Sub-committee, monitors the performance of the School's investments, whose management is delegated to Cazenove Capital Management Ltd, a firm of professional investment managers. It meets immediately before each F&GP meeting and reports to that meeting.

The Estates sub-committee monitors the development of the School's Infrastructure Strategy and also reports to F&GP.

The Audit sub-committee, which is chaired by a Trustee not chairing F&GP, and whose membership excludes the Chair of Trustees, meets once a year. It is responsible for reviewing the financial statements, internal control, risk management, and the external audit, and reports directly to the Trustees.

The International Schools sub-committee, chaired by the Chair of Trustees, monitors progress towards the establishment of Uppingham-branded schools overseas with partnering investors.

The work of implementing most of the Trustees' policies and the day to day running of the School is delegated to the Headmaster, Bursar and Chief Operating Officer. The Headmaster, Bursar and Chief Operating Officer attend the meetings of the above committees and are supported by Uppingham and Maidwell Hall's executive leadership teams and together this group are the key management personnel.

Remuneration is set by the Headmaster and Bursar and overseen by the Trustees, with the policy objective of providing appropriate incentives to encourage enhanced performance and of rewarding fairly and responsibly individual contributions to the School's success.

The appropriateness and relevance of the remuneration policy is reviewed annually and ensures that the School remains sensitive to the broader issues of pay and employment conditions elsewhere. Delivery of the School's charitable vision and purpose is primarily dependent on its personnel, and staff costs are the largest single element of its charitable expenditure.

# Report of the Trustees

## Directors' Report

### Group structure and relationships

The School has wholly owned non-charitable subsidiaries, whose activities and trading performance are discussed below: Uppingham School Enterprises Ltd; Uppingham School (Construction) Limited; Uppingham School International Ltd (dormant); Uppingham School (Asia) Ltd; Uppingham School (Selwyn) Ltd; and Uppingham School (Reddall) Ltd.

Uppingham School belongs to several representative bodies in the independent school sector, whose goal is the enhancement of the highest standards of education. We also cooperate with local schools and organisations to widen public access to the schooling we can provide, to optimise the educational use of our cultural and sporting facilities, and to awaken in our pupils, in the public interest, an awareness of the social context of the all-round education they receive at Uppingham School.

### Equality Act

Uppingham School complies with the Equality Act 2010 and is committed to providing equal opportunities in employment. The School's policies seek to avoid unlawful discrimination in all aspects of employment including recruitment, promotion, opportunities for training, pay and benefits, discipline, and selection for redundancy. Uppingham has achieved accreditation to Investors in Diversity (IiD), an award run by the National Centre for Diversity, acknowledging a business or organisation's adherence to the Centre's FREDIE values (Fairness, Respect, Equality, Diversity, Inclusion and Engagement).

### **Statement of Trustees' Responsibilities**

The Trustees (who are also directors of the charity for the purposes of company law) are responsible for preparing the Report of the Trustees and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards).

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 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 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.

## Report of the Trustees Directors' Report

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 charity and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Trustees confirm that:

- so far as they are aware, there is no relevant audit information of which the company's auditors are unaware, and
- they have taken all the steps that they ought to have taken as Trustees to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

# Report of the Trustees

## Strategic Report

### Objectives and Strategies

#### Objectives for the year

The objectives for the year ended 31 August 2024 reflected the School's values of Future Facing and Fearless, Intellectually Inquisitive and Inventive, Collaborative and Connected, and Responsible and Compassionate. The objectives included:

- Delivery of the third-year targets in the 2021-26 Educational Strategic Plan, under the headings of academic and curriculum, pastoral, co-curricular, teacher development, and Sixth Form;
- Delivery of the School's '2021 Forward' Strategic Plan including Educational Plan (as above), addressing the 'fee affordability' gap, widening the socio-economic diversity of the pupil body, and ensuring the School's infrastructure presents the School to best advantage compared with its peers.
- Continuing to build pupil numbers at Maidwell Hall School and investing in a major refurbishment of the School's fabric.

#### Strategies to achieve the year's objectives

The 2021-26 Educational Strategic Plan will be achieved by delivering a number of initiatives:

- Academic and curriculum: academic outcomes; the 13-16 curriculum; staffing strategy; assessment and tracking; pupil and staff data; and academic enrichment.
- Pastoral: health and wellbeing; training and development; safeguarding; pastoral structures; and diversity and inclusion.
- Co-curricular: culture and values; experimental and outdoor learning programme; scholarship and further learning programme; creative and physical literacy; pupil enrichment; structures and systems; and co-curricular infrastructure.
- Teacher development: teacher development programme; evidence-based practice; effective collaboration; digital strategy; professional development review system; and teacher development hub.
- Sixth Form: future choices; Sixth Form centre; and post-qualification applications.

Delivery of the '2021 Forward' School Strategic Plan will be achieved by creating an endowment fund, bridging the 11-13 educational gap, generating additional income streams, recruiting a higher proportion of pupils from less advantaged backgrounds, and delivering a far-sighted infrastructure plan.

# Report of the Trustees

## Strategic Report

### Review of achievements and performance for the year

#### Pupil roll

In the year under review, Uppingham School had 846 (2023: 847) senior pupils, of whom 780 (2023: 794) were boarders and 66 (2023: 53) were day pupils. There were 151 junior pupils (2023: 135) at Maidwell Hall.

Following the successful application of the School's strategies, Uppingham started the academic year in September 2024 with a pupil roll of 838 pupils, and Maidwell with 160 pupils, which the Trustees consider to be strongly positive in the face of the imminent imposition of VAT on independent school fees in January 2025, and in the aftermath of a period of high inflation and low UK economic growth. The launch of Uppingham's first house for Day pupils, Li Kwok Po House, in September 2024, was a significant development in the School's educational offering and the market has received the new proposition enthusiastically.

#### Operational performance

Examination results in 2024 were very strong. The A-level pass rate was 100.0% with 21% graded A\*, 53% graded A\* or A, and 85% of subjects graded A\*, A or B. These were the strongest results compared with pre-Covid outcomes. The GCSE pass rate was 100% with 23% of subjects graded 9, 48% graded 9 or 8 and 69% graded 9 to 7. This year 92% of leavers went on to higher education. Of this group, 20% gained places at institutions ranked in the global top 50, and 22% ranked in the global top 100. Of these places, 72% were at Russell Group universities.

These academic achievements were accompanied by a full programme of sporting activities and fixtures across a wide range of sports including rugby, hockey, cricket, athletics, lacrosse, tennis, netball, swimming, badminton, basketball, sailing, fencing, football, fives, and squash. Uppingham's distinguished reputation for music was maintained by a very busy programme of weekly recitals, and house and School choral and instrumental concerts. As well as music, theatre, drama, art, and design technology all flourish at Uppingham. The fully equipped 300-seat theatre and Williams studio theatre regularly stage School productions as well as playing host to visiting professional companies.

#### Developments

A complete refurbishment of the School's Grade Two-listed 1st XI cricket pavilion was completed in January 2024. Transformation of the Grade Two-listed former Thring building into Li Kwok Po House, the School's first Day house, was completed in August 2024. Other capital projects have been temporarily paused until the financial implications of the imposition of VAT on school fees are fully known.

The Group's first overseas school, *Uppingham Cairo*, opened in September 2024 in New Giza, Egypt, in collaboration with the School's partners New Era Education Ltd, and was strongly subscribed.

# Report of the Trustees

## Strategic Report

### Fundraising performance

The Foundation raised funds for infrastructure projects as well as means-tested bursaries enabling more pupils to benefit from the School's education who otherwise could not afford the fees. Donations and legacies totalled £801,976 (2023: £2,156,899 including the net donation of £993,399 from Maidwell Hall).

Fundraising during the year was carried out solely by the Development team with support from alumni and parents. No external fundraising individuals or companies were employed. The School is signed up to the Fundraising Regulator which oversees the Code of Fundraising Practice and there were no incidences of failures to comply with fundraising standards, nor any complaints received. The School adheres to the GDPR regulations and contacts only those for whom our communications will be relevant and of interest.

### School merger

Uppingham School merged with Maidwell Hall School on 30 September 2022, the assets and liabilities of Maidwell Hall School were transferred to the School by way of a charitable merger. As a Prep school, Maidwell Hall retained a separate DfE registration. The two schools share an educational ethos of holistic education, broad curriculum, boarding and day provision, and co-education. The merger was undertaken to prolong education at Maidwell and to enable Uppingham to extend its education for bursary pupils from Year 7, as well as continuing to benefit from a reliable stream of boarders and day pupils. Maidwell pupil numbers grew from 147 in September 2023 to 160 in September 2024.

With great regret, on 7 January 2025 the Trustees announced the closure of Maidwell Hall in July 2025. The trajectory of growth in pupil numbers, subjected to headwinds including the imposition of VAT on school fees in January 2025, was not sufficient to stem ongoing financial deficits, nor to support necessary investment in the School's infrastructure. Statutory consultation for staff redundancies has been undertaken.

### Section 172(1) statement

The Trustees have acted in accordance with their duties codified in law, which include their duty to act in the way in which they consider, in good faith, would be most likely to promote the success of the School for the benefit of its members as a whole, having regard to the beneficiaries and matters set out in section 172(1) of the Companies Act 2006.

In discharging their duties above, the Trustees carefully consider, amongst other matters, the impact on and interest of other stakeholders in Uppingham and Maidwell ('the schools') and factor these into their decision-making process.

### Pupils

Boarding and day pupils alike benefit from the Schools' excellent pastoral provision with staff placing as much importance on pupils' all-round personal development as they do on academic progress. Pupils are actively encouraged to offer suggestions on the operation of the School through committees, houses or tutor meetings, and this pupil voice is actively considered in decisions made by the Uppingham Leadership Team, Maidwell's Senior Management Team and Trustees.

# Report of the Trustees

## Strategic Report

### Employees

The schools recognise that the qualities, skills and commitment of its employees play a major role in the schools' success. Regular briefings keep staff informed of School-wide developments, and wide-ranging employee benefits enhance their quality of life. Staff wellbeing and engagement have continued to be areas of attention, along with equality, diversity and inclusion, and Uppingham School achieved accreditation to *Investors in Diversity* (IiD) in February 2024.

### Parents

The schools actively engage with parents. Digital communications include the Headmaster's filmed 'letters', regular Zoom-based interactive forums, online parent teacher meetings, as well as streaming live and recorded audio-visual events and podcasts. Written communications are disseminated via a platform which offers greater interactivity and clarity of communication, and regular emails from Housemasters, Housemistresses and Tutors keep parents informed of their children's progress.

### Community

Uppingham School is proud of its place in the local community and conscious that, as the largest employer in the town of Uppingham, it has a significantly beneficial impact on the local economy and on local cultural life and maintains close relations with Uppingham Town Council.

The School endeavours wherever possible to enable local schools and sports clubs to benefit from its academic and co-curricular facilities. The pupil 'UPP&Out' programme works with local charities and social organisations to channel pupils' support and assistance to the elderly and disabled.

### Environmental stewardship

The School adopted ISO 14001 as its Environmental Management System in December 2023 and is making good progress under its 'plan, do, check, act' methodology, including compliance with twenty-seven separate legislative requirements. The School's Environmental and Sustainability policy aims to deliver net zero carbon emissions across scopes 1 and 2 (direct emissions) by 2050.

### Modern Slavery and Human Trafficking

Pursuant to section 54 part 6 of the Modern Slavery Act 2015, the School's statement on Slavery and Human Trafficking is available on Uppingham's and Maidwell Hall's websites.

## **Financial review and results for the year**

A summary of the results of the year's operations is given in the statement of financial activities on page 25.

Fee income was 9.5% ahead of the previous year due to a fee increase and higher pupil numbers.

The Charity's principal funding sources were School fees (89% of incoming resources), trading turnover (5%), other activities (2%), investment income (2%), donations (1%), and rents, lettings and other income (1%).

## Report of the Trustees Strategic Report

Awards totalling £3,161,604 (2023: £2,949,774) were made to pupils for scholarships, bursaries and other grants from unrestricted funds, and further awards from restricted funds amounted to £619,280 (2023: £501,973).

Net outgoing resources of £16,086 (2023: incoming £999,614) included a deficit of £69,752 on restricted income (2023: surplus £1,016,894, due mainly to the merger with Maidwell Hall).

The net movement of funds shows an overall increase of £2,201,986 (2023: £1,752,922) reflecting the above net outgoing resources, an actuarial gain on the pension scheme of £548,000 (2023: £257,000) and a net investment gain of £1,670,072 (2023: £496,308).

The School's five-year cash projection is updated termly, and considers cash position, sources of income, planned expenditure, and the imposition of new taxes such as VAT on fees and the withdrawal of the charitable exemption on business rates. The projections test scenarios such as reduced pupil numbers, reduced fees, new taxes, the impact on costs of inflation and other economic factors. The results of this cash flow and sensitivity analysis indicate that cash reserves of the Charity are adequate to meet the Charity's obligations as they fall due.

Having regard to the above, the Trustees believe it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

### Fee remissions

The School awarded £3,780,884 (2023: £3,451,747) in means-tested bursaries, scholarships and other fee discounts. Means-tested bursaries are designed to widen public access to an Uppingham or Maidwell Hall education to those who otherwise could not afford the fees, and to relieve hardship where the pupil's education and prospects would otherwise be at risk.

Means-tested bursaries cover a wide range of remission from 10% to 100%+ of the fees (in the latter case including support for uniform and additional charges) and accounted for £2,097,215 or 56% of total discounts (2023: £2,027,713 or 59% of total discounts). The average means-tested bursary was worth £24,770 (2023: £23,042) and 30 pupils were awarded bursaries in excess of 75% of the fee (2023: 25). Philanthropic donations contributed £550,424 towards these larger means-tested awards (2023: £429,363).

Scholarships are awarded for academic, musical, drama, artistic, sporting, and all-round excellence; the accompanying financial discount is a small proportion of the fee. Scholarships worth £510,324 or 13% of the total were awarded (2023: £491,930 or 14% of the total). Other fee remissions included staff discounts, and sibling, forces and other discounts at Maidwell Hall. The merger with Maidwell Hall in September 2022 had a significant impact on the relative proportions of means-tested bursaries and other discounts, and Maidwell Hall's fee discounts policy has now been brought into line with Uppingham's.

# Report of the Trustees

## Strategic Report

### UK trading subsidiaries

The School carries out its UK trading operations through two wholly owned subsidiary companies, Uppingham School Enterprises Limited and Uppingham School (Construction) Limited.

#### Uppingham School Enterprises Ltd

Uppingham School Enterprises Ltd, which runs a programme of summer lettings, the School Shop, and the commercial activities of Uppingham School Sports Centre, had a good year. Sales rose to £2,487,569 (2023: £2,017,854) and a profit of £526,036 was made before gift-aid (2023: £302,198). The gift-aid amount to Uppingham School is £535,016 (2023: £275,949). The Directors are confident that business will remain strong in the year ended 31 August 2025.

Uppingham School Enterprises Ltd ended the year with net assets of £24,657 (2023: £33,637). The Directors have reviewed the trading and cash flow forecasts for the year ending 31 August 2025 and believe it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

#### Uppingham School (Construction) Ltd

Uppingham School (Construction) Limited, which designs and builds new boarding houses, had sales of £3,997 (2023: £26,251) and a net surplus of £116 (2023: £765) in the year, which was gift aided to Uppingham School.

### International trading operations

The School's international trading operations are carried out through a wholly owned, dormant subsidiary, Uppingham School International Limited, and its three wholly owned subsidiaries, Uppingham School (Asia) Limited, Uppingham School (Selwyn) Limited and Uppingham School (Reddall) Limited.

#### Uppingham School (Asia) Ltd

The company had turnover of £Nil (2023: Nil) and made a loss of £16,526 (2023: £1,089). The School has provided against the inter-company balance of £126,268 (2023: £111,967).

#### Uppingham School (Selwyn) Ltd

The company had turnover of £Nil (2023: £100,000) and made a loss of £37,697 (2023: profit of £59,534).

#### Uppingham School (Reddall) Ltd

The company had turnover of £Nil (2023: £Nil) and made a loss of £8,875 (2023: £5,151). The School has provided against the inter-company balance of £9,778 (2023: £3,063).

### Appropriation of resources

The Trustees recommend that any unrestricted surplus at the end of the year be carried forward.

### Fixed assets

The valuation of the land and buildings of the Charity depends largely on their continued use as a boarding and day school or similar activity. The Trustees are satisfied that, assuming that they continue to be used for their current purposes, any significant difference between the current market value of the land and buildings and the value at which they are shown in these Financial Statements

# Report of the Trustees

## Strategic Report

would have no material impact on the School's operations or financial viability. Changes in fixed assets during the year are set out in Note 8 to the financial statements.

### Reserves policy

Disregarding the notional pension-funding deficit calculated under FRS102 (see below), on 31 August 2024, the total funds of the School were £75,353,505. Of these, £10,040,303 were permanent endowment funds and £1,858,154 were restricted funds. This leaves unrestricted funds of £63,455,047 of which £648,642 has been designated by the Trustees and £80,984,929 are represented by fixed assets. Therefore, the School currently has a surplus on free reserves of £5,381,477 (after taking account of capital borrowings of £23,560,000) which primarily represents funds due to be expended on fixed assets.

Total unrestricted funds as shown in the accounts include a notional funding surplus of £231,000 (2023: deficit £431,000) calculated under FRS102 in respect of the Charity's defined benefit pension scheme for support staff. The Trustees believe that this notional funding calculation, which can vary considerably between surplus and deficit according to the assumptions made at each year end, has no material effect on the Charity's cash flows in the short term, and that in the longer term its effects are capable of mitigation out of future income. For this reason, the Trustees consider that it should be disregarded for reserves policy purposes.

The surplus on free reserves is consistent with the Five-year Cash Projection, which is updated and considered by the Trustees on at least a termly basis. The Trustees are committed to providing an excellent environment for pupils at the School by improving its academic, pastoral, and extra-curricular facilities. This programme is reviewed and updated on a regular basis, along with its impact on cash flows. In addition to the improvements programme the School ensures that an adequate maintenance programme is in place to protect the School's fabric and plant for the long term. The School's policy is to operate with a deficit on free reserves and, over the foreseeable future, to continue to finance these two programmes through annual surpluses and borrowed funds. This policy is managed prudently by ensuring that cash 'headroom' (defined as cash balances plus available bank overdraft) never falls below £3 million.

The School's management of reserves will be reviewed on an annual basis by the Trustees.

### Investment policy and performance

The Trustees' investment powers are governed by the Articles of Association and by the Trustee Act 2000. The Trustees' policy is to maintain income while building the real value of endowed investments over the long term, and to maximise income on temporarily invested restricted funds.

The School's investments have continued to be managed in conformity with the policy and the Articles of Association. Their performance is measured regularly against a composite benchmark representing a weighting to market indices in line with the long-term strategic asset allocation. The long-term benchmark since the appointment of Cazenove Capital as fund managers in September 2013 was amended from an RPI-related target to CPI + 4.0% in March 2020.

# Report of the Trustees

## Strategic Report

The Scholarship & Prizes portfolio and the General Endowment portfolio are consolidated into one portfolio called the 'Endowed and Restricted' Fund. The consolidated assets returned +16.0%, behind the composite benchmark return of +16.5% but ahead of the one-year CPI +4.0% target return of +6.3%.

### Principal risks and uncertainties

The most significant risks identified by the Trustees are declining fee income (whether through recession, declining popularity of boarding or fee affordability, or political intervention such as the imposition of VAT on fees and removal of the charitable business rates exemption); changes in market conditions; pressure on loan covenants; inadequate strategic planning; insufficient range of skills on the Trustee body; inadequate academic performance; inadequate boarding and teaching facilities; an underfunded bursaries strategy; the affordability of fees; pupil safeguarding issues; significant health and safety risks such as a boarding house fire or offsite accident; site security risks; cyber-security threats and failure of key software or hardware.

The Trustees are responsible for the management of the risks faced by the School, and regularly review the effectiveness of current plans and strategies for managing all identified major risks for both schools and all subsidiaries. Detailed considerations of risk are delegated to the Finance & General Purposes Committee, which is assisted by the Uppingham Leadership Team. Risks are identified and assessed, and controls established throughout the year. A formal review of the Charity's risk management processes is undertaken on an annual basis.

The key controls used by the Charity include:

- formal agendas for all Committee and Board activity;
- detailed terms of reference for all Committees;
- comprehensive strategic planning, budgeting, management accounting, and cash flow forecasting;
- established organisational structure and lines of reporting;
- adequate resourcing in all areas of legal compliance;
- formal written policies, including child protection, safeguarding, health and safety, crisis management, and compliance with all relevant legislation applicable to schools;
- clear authorisation and approval levels; and
- vetting procedures as required by law for the protection of children.

Through the risk management processes established for the School, the Trustees are satisfied that the major risks to which the School is exposed have been reviewed and systems or procedures have been established to manage those risks. It is recognised that systems can provide reasonable but not absolute assurance that major risks have been adequately mitigated.

# Report of the Trustees

## Strategic Report

### Future Plans

#### Objectives for the forthcoming year

The objectives for the forthcoming year are as follows:

- Delivery of the annual targets in the 2021-26 educational strategy, under five sections headed Academic and curriculum, Pastoral care & safeguarding, Co-curriculum, Teacher development, and Sixth Form;
- Delivery of the School's strategic plan entitled '2021 Forward: Thriving in an Uncertain World' including the educational strategic plan (above), addressing the affordability gap, widening socio-economic diversity, and ensuring that Uppingham's infrastructure presents the School to good advantage compared with its peers.
- Open a Sixth Form boys' boarding house, to match the Sixth Form girls' house already offered.
- Open a Lower School for Years 7 and 8 to provide an ongoing education for Maidwell Hall's most senior pupils, and to provide an entry point into Uppingham which matches the maintained sector's switch from primary to secondary education.

# Report of the Trustees

## Streamlined energy and carbon reporting

### Energy and emissions report

The academic year 2023-24 saw Uppingham School's scope 1 and scope 2 carbon emissions reduce slightly, primarily due to a reduction in site gas consumption of 5.6%. Overall, the net tonnes of CO<sub>2</sub>e per pupil fell from 3.03 to 2.98 tCO<sub>2</sub>e.

The Uppingham School Sports Centre CHP (combined heat and power) unit was restored in July 2023 prior to the commencement of the 2023-2024 academic year, throughout the year it produced 150,000 kWh of electricity on-site whilst also providing heat for the Centre.

17 smart meters were installed on electricity supplies across Uppingham School to improve electricity monitoring and the analysis of consumption load anomalies.

LED lighting was installed across the ground floor of the Leonardo Arts building in December 2023, improving energy efficiency and overall light levels within the teaching workshops.

The two main circulation pumps for the USSC swimming pool were replaced in June 2024 with newer, more efficient models. This is expected to result in an annual electricity reduction of 36,000 kWh.

The phased window upgrade continued in academic year 2023-2024, resulting in the completion of replacement works in West Deyne boarding house. Purpose built double-glazed windows were installed by the Estates team to provide thermal efficiency improvements whilst retaining the historic character of the buildings.

An upgrade to the BMS (building management system) was completed in The Lodge boarding house in July 2024 to the 'Delta' system. The project included the installation of temperature sensors around the property, and remote monitoring to control boiler modulation, heating time clocks, and set points. Automated alerts are generated when there are faults with plant and equipment so these can be rectified before issues become evident within the property. All settings can be viewed and changed remotely to allow for more reactive monitoring of energy consumption.

The heating system to the main staff buttery and surrounding music classrooms was replaced in December 2023. As a result, total gas consumption for this property reduced by 33% when compared to the previous year.

### Methodology

Uppingham School has measured Scope 1 and Scope 2 emissions and included Scope 3 business travel (grey fleet). The intensity ratio provided is tCO<sub>2</sub>e per pupil in line with previous years' reporting. Energy units were converted to tCO<sub>2</sub>e using the UK Greenhouse Gas Reporting: Conversion Factors 2023.

## Report of the Trustees

### Streamlined energy and carbon reporting

|                                       |                        | 2023/24           |                    |              | 2022/23           |                    |              |
|---------------------------------------|------------------------|-------------------|--------------------|--------------|-------------------|--------------------|--------------|
| Type of emission                      | Activity               | kWh               | tCO <sub>2</sub> e | % of total   | kWh               | tCO <sub>2</sub> e | % of total   |
| Scope 1                               | Natural gas            | 11,481,859        | 2,100.4            | 70.8%        | 12,025,852        | 2,195.2            | 73.7%        |
|                                       | Burning oil (Kerosene) | 23,360            | 5.8                | 0.2%         | 17,397            | 4.5                | 0.1%         |
|                                       | Transport (vehicles)   | 377,115           | 90.0               | 3.0%         | 342,680           | 83.0               | 2.8%         |
|                                       | <b>Sub-total</b>       | <b>11,882,334</b> | <b>2,196.2</b>     | <b>74%</b>   | <b>12,385,929</b> | <b>2,282.7</b>     | <b>76.6%</b> |
| Scope 2                               | Purchased Electricity  | 3,680,852         | 762.2              | 25.7%        | 3,558,569         | 688.2              | 21.3%        |
|                                       | <b>Sub-total</b>       | <b>3,680,852</b>  | <b>762.2</b>       | <b>25.7%</b> | <b>3,558,569</b>  | <b>688.2</b>       | <b>23.1%</b> |
| Scope 3                               | Grey car fleet         | 41,222            | 10.0               | 0.3%         | 36,289            | 8.9                | 0.3%         |
|                                       | <b>Sub-total</b>       | <b>41,222</b>     | <b>10.0</b>        | <b>0.3%</b>  | <b>36,289</b>     | <b>8.9</b>         | <b>0.3%</b>  |
| <b>Total gross emissions</b>          |                        | <b>15,604,409</b> | <b>2,968.4</b>     | <b>100%</b>  | <b>15,980,787</b> | <b>2,979.9</b>     | <b>100%</b>  |
| Intensity metric:                     |                        |                   |                    |              |                   |                    |              |
| Number of pupils                      |                        |                   | 997                |              |                   | 982                |              |
| Tonnes of CO <sub>2</sub> e per pupil |                        |                   | 2.98               |              |                   | 3.03               |              |

#### Auditors

Crowe U.K. LLP has indicated its willingness to be reappointed as statutory auditors.

This report, including the Directors' Report and the Strategic Report, was approved by the Board and signed on behalf of the Trustees:



**Barbara Matthews**

Chair of Trustees

22 March 2025

# Independent Auditor's Report to the Members of Uppingham School

## Opinion

We have audited the financial statements of Uppingham School ('the charitable company') and its subsidiaries ('the group') for the year ended 31 August 2024 which comprise Consolidated Statement of Financial Activities, Charity and Consolidated Balance Sheets, Consolidated Cash Flow Statement and notes to the financial statements, including 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 2024 and of the group's 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 charitable 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 Trustees' 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 or the group'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

## Independent Auditor's Report to the Members of Uppingham School (continued)

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.

### 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 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:

- adequate and proper accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

### Responsibilities of Trustees

As explained more fully in the Trustees' responsibilities statement set out on page 8, 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.

## Independent Auditor's Report to the Members of Uppingham School (continued)

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.

Details of the extent to which the audit was considered capable of detecting irregularities, including fraud and non-compliance with laws and regulations are set out below.

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

### 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 identified and assessed the risks of material misstatement of the financial statements from irregularities, whether due to fraud or error, and discussed these between our audit team members. We then designed and performed audit procedures responsive to those risks, including obtaining audit evidence sufficient and appropriate to provide a basis for our opinion.

We obtained an understanding of the legal and regulatory frameworks within which the charitable company 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 Companies Act 2006, taxation legislation, 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 charitable company'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.

## Independent Auditor's Report to the Members of Uppingham School (continued)

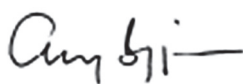
Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the Trustees and other management and inspection of regulatory and legal correspondence, if any.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be with the accuracy of bursaries, scholarships and allowances, and the override of controls by management. Our audit procedures to respond to these risks included enquiries of management, and the Audit & Risk Committee about their own identification and assessment of the risks of irregularities, sample testing on the posting of journals, designing audit procedures over bursaries, scholarships and allowances, reviewing accounting estimates for biases, 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.

### 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 and the charitable company's Trustees 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 GL50 3PR

Date: 7 April 2025

# Consolidated statement of financial activities (including the income and expenditure account) for the year ended 31 August 2024

## INCOMING RESOURCES

|                                         | Notes | Unrestricted | Restricted | Permanent<br>Endowment | Total<br>2024 | Total<br>2023 |
|-----------------------------------------|-------|--------------|------------|------------------------|---------------|---------------|
|                                         |       | £'000        | £'000      | £'000                  | £'000         | £'000         |
| <b>Charitable Activities</b>            |       |              |            |                        |               |               |
| School fees                             | 2     | 38,119       | -          | -                      | 38,119        | 34,808        |
| Donations                               |       | 9            | 449        | -                      | 458           | 1,920         |
| Other activities                        |       | 805          | -          | -                      | 805           | 570           |
| <b>Activities for generating funds:</b> |       |              |            |                        |               |               |
| Subsidiary turnover                     | 4     | 2,148        | -          | -                      | 2,148         | 1,818         |
| Rents and lettings receivable           |       | 132          | -          | -                      | 132           | 112           |
| <b>Investment income</b>                |       | 650          | 60         | -                      | 710           | 707           |
| <b>Other income</b>                     | 3     | 438          | 143        | -                      | 581           | 573           |
| <b>Total incoming resources</b>         |       | 42,301       | 652        | -                      | 42,953        | 40,508        |

## RESOURCES EXPENDED

### Cost of generating funds:

|                   |   |       |   |   |       |       |
|-------------------|---|-------|---|---|-------|-------|
| Fundraising costs |   | 281   | - | - | 281   | 307   |
| Subsidiary costs  | 4 | 1,597 | - | - | 1,597 | 1,442 |
| Finance costs     | 5 | 825   | - | - | 825   | 880   |

2,703 - - 2,703 2,629

### Charitable activities

|                         |   |        |     |   |        |        |
|-------------------------|---|--------|-----|---|--------|--------|
| School and grant-making | 5 | 39,539 | 722 | 5 | 40,266 | 36,879 |
|-------------------------|---|--------|-----|---|--------|--------|

### Total resources expended

|   |        |     |   |        |        |
|---|--------|-----|---|--------|--------|
| 5 | 42,242 | 722 | 5 | 42,969 | 39,508 |
|---|--------|-----|---|--------|--------|

### Net (outgoing)/incoming resources before fair value movements on financial instruments

59 (70) (5) (16) 1,000

|                  |   |     |   |     |       |     |
|------------------|---|-----|---|-----|-------|-----|
| Investment gains | 9 | 797 | - | 873 | 1,670 | 496 |
|------------------|---|-----|---|-----|-------|-----|

|           |    |     |       |   |   |   |
|-----------|----|-----|-------|---|---|---|
| Transfers | 18 | 951 | (951) | - | - | - |
|-----------|----|-----|-------|---|---|---|

|                   |  |       |         |     |       |       |
|-------------------|--|-------|---------|-----|-------|-------|
| <b>Net income</b> |  | 1,807 | (1,021) | 868 | 1,654 | 1,496 |
|-------------------|--|-------|---------|-----|-------|-------|

|                               |    |     |   |   |     |     |
|-------------------------------|----|-----|---|---|-----|-----|
| Pension scheme actuarial gain | 21 | 548 | - | - | 548 | 257 |
|-------------------------------|----|-----|---|---|-----|-----|

|                              |  |       |         |     |       |       |
|------------------------------|--|-------|---------|-----|-------|-------|
| <b>Net movement of funds</b> |  | 2,355 | (1,021) | 868 | 2,202 | 1,753 |
|------------------------------|--|-------|---------|-----|-------|-------|

|                                                |  |        |       |       |        |        |
|------------------------------------------------|--|--------|-------|-------|--------|--------|
| Fund balance carried forward at 31 August 2023 |  | 61,332 | 2,879 | 9,172 | 73,383 | 71,630 |
|------------------------------------------------|--|--------|-------|-------|--------|--------|

|                                                |  |        |       |        |        |        |
|------------------------------------------------|--|--------|-------|--------|--------|--------|
| Fund balance carried forward at 31 August 2024 |  | 63,687 | 1,858 | 10,040 | 75,585 | 73,383 |
|------------------------------------------------|--|--------|-------|--------|--------|--------|

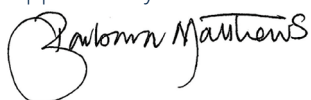
The notes on pages 29 to 53 form part of these financial statements

# Charity and Consolidated Balance Sheets as at 31 August 2024

|                                                     | Notes | Group<br>2024<br>£'000 | Group<br>2023<br>£'000 | Charity<br>2024<br>£'000 | Charity<br>2023<br>£'000 |
|-----------------------------------------------------|-------|------------------------|------------------------|--------------------------|--------------------------|
| <b>FIXED ASSETS</b>                                 |       |                        |                        |                          |                          |
| Tangible assets                                     | 8     | 83,773                 | 80,198                 | 83,759                   | 80,178                   |
| Investments                                         | 9     | 30,478                 | 32,416                 | 30,508                   | 32,446                   |
|                                                     |       | <b>114,251</b>         | <b>112,614</b>         | <b>114,267</b>           | <b>112,624</b>           |
| <b>CURRENT ASSETS</b>                               |       |                        |                        |                          |                          |
| Stock                                               |       | 210                    | 200                    | 101                      | 70                       |
| Debtors and prepayments                             | 10    | 2,180                  | 1,818                  | 2,516                    | 2,118                    |
| Cash at bank and in hand                            |       | 13,433                 | 6,167                  | 12,838                   | 5,824                    |
|                                                     |       | <b>15,823</b>          | <b>8,185</b>           | <b>15,455</b>            | <b>8,012</b>             |
| <b>CREDITORS</b> due within one year                | 11    | <b>(14,240)</b>        | <b>(11,818)</b>        | <b>(13,836)</b>          | <b>(11,654)</b>          |
| Fees in advance scheme                              | 13    | <b>(6,727)</b>         | <b>(4,177)</b>         | <b>(6,727)</b>           | <b>(4,177)</b>           |
| <b>Net Current Assets</b>                           |       | <b>(5,144)</b>         | <b>(7,810)</b>         | <b>(5,108)</b>           | <b>(7,819)</b>           |
| <b>Total assets less Current Liabilities</b>        |       | <b>109,107</b>         | <b>104,804</b>         | <b>109,159</b>           | <b>104,805</b>           |
| <b>CREDITORS</b> due after more than one year       | 12    | <b>(27,503)</b>        | <b>(28,055)</b>        | <b>(27,503)</b>          | <b>(28,055)</b>          |
| Fees in advance scheme                              | 13    | <b>(6,251)</b>         | <b>(2,935)</b>         | <b>(6,251)</b>           | <b>(2,935)</b>           |
| <b>Net assets before pension surplus/ (deficit)</b> |       | <b>73,354</b>          | <b>73,814</b>          | <b>75,406</b>            | <b>73,815</b>            |
| Pension scheme surplus/(deficit)                    | 21    | <b>231</b>             | <b>(431)</b>           | <b>231</b>               | <b>(431)</b>             |
| <b>Net assets after pension surplus</b>             |       | <b>75,585</b>          | <b>73,383</b>          | <b>75,637</b>            | <b>73,384</b>            |
| <b>FUNDS</b>                                        |       |                        |                        |                          |                          |
| Permanent endowment                                 | 17    | 10,040                 | 9,172                  | 10,040                   | 9,172                    |
| Restricted                                          | 18    | 1,858                  | 2,879                  | 1,858                    | 2,879                    |
| Unrestricted                                        |       |                        |                        |                          |                          |
| General                                             | 16    | 62,806                 | 61,332                 | 62,859                   | 61,333                   |
| Designated                                          | 16    | 649                    | 431                    | 649                      | 431                      |
|                                                     |       | <b>63,455</b>          | <b>61,763</b>          | <b>63,507</b>            | <b>61,764</b>            |
| Less – Pension deficit                              | 21    | <b>231</b>             | <b>(431)</b>           | <b>231</b>               | <b>(431)</b>             |
| <b>Net Unrestricted</b>                             |       | <b>63,686</b>          | <b>61,332</b>          | <b>63,738</b>            | <b>61,333</b>            |
| <b>Total Funds</b>                                  |       | <b>75,585</b>          | <b>73,383</b>          | <b>75,637</b>            | <b>73,384</b>            |

The surplus for the financial year dealt with in the financial statements of the parent charity is £2,253,049 (2023: surplus £1,725,521).

Approved by the Trustees and signed on their behalf:



**Barbara Matthews:**  
Trustee

22 March 2025



**Stephen Pearson:**  
Vice-Chair

Company registered number: 8013826. The notes on pages 29 to 53 form part of these financial statements

# Consolidated cash flow statement for the year ended 31 August 2024

|                                                                | Notes | 2024<br>£'000          | 2023<br>£'000          |
|----------------------------------------------------------------|-------|------------------------|------------------------|
| <b>Net cash flow from operating activities</b>                 | (i)   | <b>4,329</b>           | <b>7,288</b>           |
| <b>Returns on investments and servicing of finance</b>         |       |                        |                        |
| Interest paid                                                  |       | (728)                  | (743)                  |
| Dividends and interest received                                |       | <u>710</u>             | <u>707</u>             |
|                                                                |       | <b>(18)</b>            | <b>(32)</b>            |
| <b>Capital expenditure and financial investment</b>            |       |                        |                        |
| Purchase of tangible fixed assets                              |       | (6,318)                | (4,568)                |
| Proceeds from sale of tangible fixed assets                    |       | -                      | 46                     |
| Repayment of Endowment Loan                                    |       | (24)                   | (24)                   |
| Investment of Cash Funds                                       |       | 3,632                  | (456)                  |
| Purchase of investments                                        |       | (40,782)               | (14,578)               |
| Proceeds from sales of investments                             |       | <u>40,782</u>          | <u>14,578</u>          |
|                                                                |       | <b>(2,710)</b>         | <b>(5,002)</b>         |
| Maidwell Hall                                                  |       | <u>-</u>               | <u>(2,501)</u>         |
| Net cash inflow/(outflow) before financing                     |       | <b>1,601</b>           | <b>(247)</b>           |
| <b>Financing</b>                                               |       |                        |                        |
| Net transfers to acceptance deposits                           |       | 280                    | 707                    |
| (Decrease) / increase in long term loan                        |       | (480)                  | (480)                  |
| Fees in advance schemes:                                       |       |                        |                        |
| New fees in advance money                                      |       | 10,179                 | 3,406                  |
| Amounts accrued to contracts                                   |       | 361                    | 89                     |
| Amounts utilised                                               |       | (4,323)                | (5,480)                |
| Amounts repaid                                                 |       | <u>(352)</u>           | <u>(120)</u>           |
|                                                                |       | <b>5,865</b>           | <b>(2,105)</b>         |
| <b>Increase / (decrease) in cash</b>                           |       | <b>7,266</b>           | <b>(2,121)</b>         |
| <b>Reconciliation of net cash flow to movement in net debt</b> | (ii)  |                        |                        |
| Increase in cash                                               |       | 7,266                  | (2,121)                |
| Acceptance deposits – net (increase)                           |       | (280)                  | (711)                  |
| Fees in advance schemes – net paid                             |       | (5,865)                | 2,105                  |
| Decrease in endowment loan                                     |       | 24                     | 24                     |
| Decrease / (increase) in long term loan                        |       | <u>480</u>             | <u>480</u>             |
| Change in net debt from cash flows                             |       | <b>1,625</b>           | <b>(223)</b>           |
| Net debt at 1 September 2023                                   |       | <u>(30,520)</u>        | <u>(30,297)</u>        |
| Net debt at 31 August 2024                                     |       | <u><b>(28,895)</b></u> | <u><b>(30,520)</b></u> |

The notes on pages 29 to 53 form part of these financial statements

# Consolidated cash flow statement for the year ended 31 August 2024

## (i) Reconciliation of net incoming resources to net cash flow from operation

|                                      | 2024<br>£'000 | 2023<br>£'000 |
|--------------------------------------|---------------|---------------|
| Net (outgoing) / incoming resources  | (16)          | 1,000         |
| Depreciation/Impairment              | 2,743         | 2,875         |
| Net FRS102 costs                     | (114)         | (70)          |
| (Profit) on disposal of fixed assets | -             | (46)          |
| Interest paid                        | 728           | 743           |
| Dividends and interest receivable    | (710)         | (711)         |
| Decrease /(increase) in stock        | (10)          | -             |
| Decrease in debtors                  | (386)         | (363)         |
| Increase in creditors                | 2,094         | 3,860         |
| Net cash inflow from operations      | 4,329         | 7,288         |

## (ii) Analysis of net debt

|                        | At 31 August<br>2023<br>£'000 | Cash Flows<br>£'000 | At 31 August<br>2024<br>£'000 |
|------------------------|-------------------------------|---------------------|-------------------------------|
| Cash and bank balances | 6,167                         | 7,266               | 13,433                        |
| Long term loan         | (24,040)                      | 480                 | (23,560)                      |
| Endowment loan         | (237)                         | 24                  | (213)                         |
| Acceptance deposits    | (5,297)                       | (280)               | (5,577)                       |
| Fees in advance scheme | (7,113)                       | (5,865)             | (12,978)                      |
|                        | (30,520)                      | 1,625               | (28,895)                      |

# Accounting Policies for the year ended 31 August 2024

## 1. Accounting Policies

### Company information

The financial statements have been prepared in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS102), 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 (FRS102) – effective 1 January 2015 and updated in 2019. The accounts are drawn up on the historical cost basis of accounting, as modified by the revaluation of investment properties and other investments.

The functional currency of the School is £ sterling because that is the currency of the primary economic environment in which the School operates.

Having reviewed the funding facilities available to the School together with the expected ongoing demand for places and the School's future projected cash flows, the Trustees have a reasonable expectation that the School has adequate resources to continue its activities for the foreseeable future and consider that there were no material uncertainties over the School's financial viability. Accordingly, they also continue to adopt the going concern basis in preparing the financial statements as outlined in the Statement of Trustee Responsibilities on page 8.

The School is a Public Benefit Entity registered as a charity in England and Wales and a company limited by guarantee. The charity was incorporated as a company limited by guarantee on 1 September 2012, named 'Uppingham School' and registered as a Company and a charity.

The accounts present the consolidated statement of financial activities (SOFA), the consolidated cash flow statement and the consolidated and Charity balance sheets, comprising the consolidation of the School and its wholly owned subsidiaries, Uppingham School Enterprises Limited (USE Ltd - registered company number 01130851), Uppingham School (Asia) Limited (US(A) Ltd - registered company number 11334333), Uppingham School (Selwyn) Limited (US(S) Ltd - registered company number 12141906), Uppingham School (Reddall) Limited (US(R) Ltd - registered company number 13682206) and Uppingham School (Construction) Limited (US(C) Ltd - registered company number 12373636). All of the subsidiaries have the registered office as Uppingham School, Uppingham, Rutland, LE15 9QD. Uppingham School International Limited (company number 09895518) has not been consolidated into these accounts as it has remained dormant during the year.

No separate Statement of Financial Activities of the Company has been presented, as permitted by s408 of the Companies Act 2006.

All the undertakings of the School were transferred across to the company on 1 September 2012, with the exception of endowed properties ('specie' land) and assets. These continued to be held in the Trust, which was renamed the Archdeacon Robert Johnson Trust. A 'Uniting Order' was obtained from the Charity Commission, removing the need to prepare separate accounts for both company and trust.

# Accounting Policies for the year ended 31 August 2024 (continued)

## Critical accounting judgements and key sources of estimation uncertainty

In the application of the accounting policies, Trustees are required to make judgement, estimates and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are reviewed on an ongoing basis and are based on the historical experience and other relevant factors.

### Defined Benefit Pension Scheme liability

The School engages an actuary to provide expert advice about the assumptions made relating to the discount rate used, changes in retirement ages and mortality rates and the effect on the pension liability of changes in these assumptions.

### Useful economic lives of tangible assets

The annual depreciation charges for tangible 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 page 32 for the useful lives for each.

### Impairment of debtors

The School makes an estimate of the recoverable value of fee debtors. When assessing impairment of fee debtors, management considers factors including the ageing profile of debtors and historical experiences. See note 10 for the net carrying value of fee debtors.

### Investment land valuation

The School engages a firm of chartered surveyors to provide advice on the assumptions relating to the valuation.

In the view of the Trustees, no assumptions concerning the future or estimation uncertainty affecting assets or liabilities at the balance sheet date are likely to result in a material adjustment to their carrying amounts in the next financial year.

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding year, is set out below:

- a) Fees Receivable  
Fees receivable are accounted for in the year in which the service is provided after deducting bursaries, scholarships and other remissions granted by the school, but include contributions received from Restricted Funds for scholarships, bursaries and other grants.
- b) Rents Receivable, Summer School Income and Investment Income  
Rents receivable, Summer School income and investment income are accounted for on an accruals basis.
- c) Donations  
Donations are accounted for as and when entitlement arises, the amount can be reliably quantified, and the economic benefit to the School is considered probable.

## Accounting Policies for the year ended 31 August 2024 (continued)

Donations received for the general purposes of the Charity are credited to unrestricted funds. Donations subject to specific wishes of the donors are carried to relevant restricted funds, or to endowed funds where the amount is required to be held as permanent capital.

Gifts in kind are valued at estimated open market value at the date of the gift, in the case of assets for retention or consumption, or at the value to the School in the case of donated services or facilities.

The assets and liabilities of Maidwell Hall School as at 30 September 2022 were transferred to the School by way of a charitable merger deed dated 19 August 2022. Given the nature of the transaction, the transfer has been reflected in the School's accounts as a donation. The results of the School reflect the assets and liabilities as transferred and the operations carried out by Maidwell Hall since 30 September 2022.

|                                                         |                |
|---------------------------------------------------------|----------------|
| Assets and liabilities transferred at 30 September 2022 | <b>£'000</b>   |
| Fixed assets                                            | <b>1,501</b>   |
| Investment land                                         | <b>1,000</b>   |
| Current assets                                          | <b>188</b>     |
| Current liabilities                                     | <b>(1,696)</b> |
| Net donation                                            | <b>993</b>     |

### d) Legacies

Legacies are recognised and credited directly to the statement of financial activities based on the earlier of estate accounts and receipt of payment.

### e) Trading income

Trading income is income arising from the non-academic enterprises of Uppingham School including the School Shop and Sports Centre and the letting of school buildings.

### f) Resources Expended

Resources expended are accounted for on an accruals basis as soon as a liability is considered probable, discounted to present value for longer-term liabilities. Expenditure is allocated to expense headings on direct cost basis except for central costs, which are apportioned on the basis of the Trustees' estimate of time spent on the relevant function. Support costs include expenses which enable charitable activities and fund generating to be undertaken. Governance costs include expenditure on management, and compliance with constitutional and statutory requirements. The irrecoverable element of VAT is included with the item of expense to which it relates. Termination payments are accounted for as soon as the school is aware of the obligations to make payments.

### g) Tangible Fixed Assets

The School land, together with original School buildings (some of which are Grade I and Grade II listed properties) were purchased beginning with the inception of the School in 1584. These assets, both land and buildings, were revalued on 31 August 1992 at £31,486,000 and disposals have subsequently been removed. With effect from 1 September 2014, the freehold building element of the valuation is depreciated at the rates indicated below. The

## Accounting Policies for the year ended 31 August 2024 (continued)

Charity is responsible for keeping the original buildings in fit and useable condition, and these costs are written off as incurred.

Depreciation is provided in equal annual instalments at the following annual rates, in order to write off the cost of all relevant tangible fixed assets less estimated residual value based on current market prices, over their expected useful economic lives, as follows:

|                                   |                              |
|-----------------------------------|------------------------------|
| Freehold buildings                | - 1-10% on cost or valuation |
| Fittings, furniture and equipment | - 2-33% on cost              |
| Motor vehicles                    | - 10-20% on cost             |
| Computers and IT infrastructure   | - 4-33% on cost              |

Assets under construction are not depreciated until the assets are brought into use.

Assets over a value of £3,000 are capitalised individually. New IT additions with a value of less than £3,000 are capitalised as a "bulk" asset, depreciated over 4 years and disposed of after 5 years.

### h) Investments

Investments are carried at market value. Any change in market value between financial years (or from the date of purchase if purchased during the year) is shown as unrealised gains or losses.

Realised gains or losses on disposals are calculated as the difference between the opening market value of the disposed item and disposal proceeds received during the year. Realised and unrealised gains and losses are included in the Statement of Financial Activities. Investments in subsidiaries are valued at cost less provision for impairment.

### i) Fees in Advance Schemes

#### Standard

The School has accepted composition sums in respect of certain pupils and in return has undertaken to discharge defined amounts of the fees chargeable in respect of those pupils subsequent to 31 August 2022. In the event of a pupil's withdrawal from the School before all the agreed amounts have been credited, the School has agreed to return a proportionate part of the composition sum, or to transfer the defined fixed amounts to another School. The School's liability in respect of advance fees which it has accepted has been brought into these accounts as the liability which would arise if all the pupils covered by such arrangements completed the full term period of the contract entered into.

#### Inflation free

The School has also accepted deposits that guarantee fees payable up to the amount deposited, which are fixed at the 2020-21 fee rate over 5 years from 2021-22. In the event of a pupil's withdrawal from the School before all the amounts have been credited, the balance remaining will be returned. The liability recognised in respect of this Scheme is considered to be a non-basic

## Accounting Policies for the year ended 31 August 2024 (continued)

financial instrument and has therefore been classified as a financial liability measured at fair value through profit or loss.

j) Pensions

Until 31 March 2024, the School contributed to the Teachers' Pension Defined Benefits Scheme at rates set by the Scheme Actuary and advised to the Board by the Scheme Administrator. The scheme is a multi-employer pension scheme and it is not possible to identify the assets and liabilities of the scheme which are attributable to the School. In accordance with FRS102 therefore, the scheme is accounted for as a defined contribution scheme.

The School contributes to a Defined Benefits pension scheme for support staff, although this is closed to new members and future accrual. Rates are set by the Scheme Actuary and advised to the School by the Scheme Administrator. This scheme is being accounted for under FRS102, with the annually calculated notional surplus or deficit on the funding of the Scheme shown in the accounts as a designated fund entitled 'Pensions Reserve', which is deducted from Unrestricted Funds in the balance sheet.

The School also contributes to a defined contribution Group Pension Scheme for Uppingham support staff, which was set up shortly after the defined benefits scheme was closed to new members. Since September 2022, the School has contributed to two other defined contribution pensions schemes, one for Maidwell teaching staff and one for Maidwell support staff. For all three schemes, contributions are invested by its members, and therefore do not appear on the School's balance sheet.

k) Finance and Operating Leases

Where assets are financed by leasing arrangements that give rights approximating to ownership (finance leases), the assets are treated as if they had been purchased outright and the corresponding liability to the leasing company is included as an obligation under finance leases. Depreciation on leased assets is charged to the Statement of Financial Activities on the same basis as above. Leasing payments are treated as consisting of capital and interest elements and the interest is charged to the expenditure over the period of the lease.

All other leases are operating leases and the annual rentals payable are charged to expenditure on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term.

l) Stock

Stocks are valued at the lower of cost and net realisable value.

m) 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

## Accounting Policies for the year ended 31 August 2024 (continued)

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 and other taxes and provisions.

n) Going concern

The Charity currently holds significant cash balances, supplemented, if needed, by an overdraft Facility. Conservative cashflow modelling with sensitivity analysis indicates that the cash reserves of the Charity are adequate to meet the charity's obligations as they fall due. Accordingly, the trustees believe the School's financial resources are sufficient to ensure the School will continue as a going concern for the foreseeable future, being at least 12 months from the date of approval of the financial statements and have therefore prepared the financial statements on a going concern basis.

# Notes to the financial statements for the year ended 31 August 2024

## 2. SCHOOL FEES

|                                                                 | 2024<br>£'000 | 2023<br>£'000 |
|-----------------------------------------------------------------|---------------|---------------|
| The School's fee income comprised:                              |               |               |
| Gross fees                                                      | 41,280        | 37,758        |
| Less: total bursaries, grants and allowances                    | (3,780)       | (3,452)       |
| Net fees receivable                                             | 37,500        | 34,306        |
| Add back: Scholarships, Grants etc paid for by Restricted Funds | 619           | 502           |
|                                                                 | 38,119        | 34,808        |

## 3. OTHER INCOME

|                                    | 2024<br>£'000 | 2023<br>£'000 |
|------------------------------------|---------------|---------------|
| Interest due on overdue fees       | 26            | 20            |
| Forfeited deposits                 | 3             | 81            |
| Registration fees                  | 154           | 157           |
| Theatre/Music event income         | 26            | 26            |
| Profit on disposal of fixed assets | -             | 46            |
| Transport services                 | 23            | -             |
| Legacy                             | 344           | 237           |
| Other                              | 5             | 6             |
|                                    | 581           | 573           |

The legacy income is the net proceeds due from an estate in France and a gift to the Music Department.

# Notes to the financial statements for the year ended 31 August 2024

## 4. INCOME FROM THE SUBSIDIARIES' TRADING ACTIVITIES

The Charity owns the whole of the share capital of Uppingham School Enterprises Limited (USE Ltd), Company Number 01130851, which carried out the business of retailing and non-academic ventures for Uppingham School. Its trading results for the year, as extracted from the audited accounts, are summarised below, together with the School's own results for the year to distinguish them from the group results in the consolidated Statement of Financial Activities:

The results of material entities in the group are as follows:

|                                                                 | USE Ltd<br>2024<br>£'000 | 2023<br>£'000 | Charity<br>2024<br>£'000 | 2023<br>£'000 |
|-----------------------------------------------------------------|--------------------------|---------------|--------------------------|---------------|
| Turnover, grants and fee income                                 | 2,488                    | 2,018         | 39,382                   | 37,298        |
| Cost of sales: subsidiary                                       | (884)                    | (756)         | -                        | -             |
| Gross profit: subsidiary                                        | 1,604                    | 1,262         | 39,382                   | 37,298        |
| Administration: subsidiary                                      | (1,078)                  | (960)         | -                        | -             |
| Other income                                                    | -                        | -             | 780                      | 752           |
| Investment income receivable                                    | -                        | -             | 710                      | 711           |
| Net income for year                                             | 526                      | 302           | 40,872                   | 38,761        |
| Gift Aid donation                                               | (535)                    | (276)         | 535                      | 277           |
| Gross incoming resources: Charity                               |                          |               | 41,407                   | 39,038        |
| Costs of Charitable Activities                                  | -                        | -             | (40,266)                 | (36,879)      |
| Costs of Generating Funds: Charity                              | -                        | -             | (1,106)                  | (1,187)       |
| Net income before fair value movements on financial instruments | (9)                      | 26            | 35                       | 972           |

The net assets of USE Ltd at 31 August 2024 were £24,657, made up of loss of £4,903 and by funds of £29,556 (2023: net assets £33,637 made up of profit of £4,077 and funds of £29,556).

Other income and administration include £66,914 (2023: £71,193) in respect of rent from USE Ltd. Sales from USE Ltd to the School amount to £90,312 (2023: £61,393) and within the subsidiary departments £Nil (2023: £70). The year end intercompany balance owed by USE Ltd is £475,676 (2023: £458,470).

The Charity owns the whole of the share capital of Uppingham School (Construction) Limited, company number 12373636, a design and build company set up to build new Boarding Houses. Other income includes £116 (2023: £765) in respect of its gift-aided profit to the School.

The Charity also owns the whole of the share capital of Uppingham School International Limited, company number 09895518, which is dormant. In turn, Uppingham School International Limited owns the whole of the share capital of Uppingham School (Asia) Limited, company number 11334333, Uppingham School (Selwyn) Limited, company number 12141906 and Uppingham School (Reddall) Limited, company number 13682206.

# Notes to the financial statements for the year ended 31 August 2024

Uppingham School (Asia) Ltd had a turnover of £NIL (2023: £NIL) and made a loss of £16,526 (2023: £1,089). The School has provided against the full intercompany balance arising in the year of £14,301 (2023: provided £2,277) resulting in net liabilities of £4,087 (2023: £1,862).

Uppingham School (Selwyn) Ltd had income of £NIL (2023: £100,000) and made a loss of £37,697 (2023: profit of £59,534). There are net liabilities of £38,952 (2023: £1,255).

Uppingham School (Reddall) Ltd had income of £NIL (2023: £NIL) and made a loss of £8,875 (2023: £5,151). The School has provided against the full intercompany balance arising in the year of £6,716 (2023: £3,063).

## 5. ANALYSIS OF TOTAL RESOURCES EXPENDED

|                               | Staff costs | Other  | Depreciation | Total<br>2024 | Total<br>2023 |
|-------------------------------|-------------|--------|--------------|---------------|---------------|
|                               | £'000       | £'000  | £'000        | £'000         | £'000         |
| Cost of generating funds:     |             |        |              |               |               |
| Fundraising costs             | 224         | 57     | -            | 281           | 307           |
| Finance costs (see below)     | -           | 825    | -            | 825           | 880           |
| <b>Total for Charity</b>      | 224         | 882    | -            | 1,106         | 1,187         |
| Trading costs of subsidiaries | 1,102       | 487    | 7            | 1,596         | 1,442         |
| <b>Total for Group</b>        | 1,326       | 1,369  | 7            | 2,702         | 2,629         |
| Charitable activities:        |             |        |              |               |               |
| Teaching                      | 13,042      | 3,157  | 887          | 17,086        | 16,100        |
| Welfare of pupils             | 2,486       | 4,887  | -            | 7,373         | 6,854         |
| Premises                      | 2,676       | 5,618  | 1,849        | 10,144        | 8,860         |
| Support                       | 2,552       | 2,197  | -            | 4,749         | 4,332         |
| Grants, awards & prizes       | -           | 619    | -            | 619           | 502           |
|                               | 20,756      | 16,479 | 2,736        | 39,971        | 36,648        |
| Governance costs              | -           | 295    | -            | 295           | 231           |
| <b>Total</b>                  | 20,756      | 16,774 | 2,736        | 40,266        | 36,879        |
| <b>Total expended: Group</b>  | 22,082      | 18,143 | 2,743        | 42,968        | 39,508        |
| <b>Charity</b>                | 20,980      | 17,656 | 2,736        | 41,372        | 38,066        |

## Finance costs

|                                                | 2024  | 2023  |
|------------------------------------------------|-------|-------|
|                                                | £'000 | £'000 |
| Interest on loan from BAE Systems Pension Fund | 728   | 743   |
| Fees in advance                                | 10    | 128   |
| Pension Scheme financing cost (FRS102)         | 19    | 30    |
| Bad Debt Provision                             | 39    | (50)  |
| Other costs                                    | 29    | 29    |
|                                                | 825   | 880   |

# Notes to the financial statements for the year ended 31 August 2024

## 6. STAFF COSTS

|                                                                                                      | <b>2024</b> |            | <b>2023</b> |
|------------------------------------------------------------------------------------------------------|-------------|------------|-------------|
|                                                                                                      | <b>No.</b>  |            | <b>No.</b>  |
| The average headcount and full-time equivalent numbers employed within each category of persons was: | <b>FTE</b>  | <b>Avg</b> | <b>FTE</b>  |
| Teaching                                                                                             | <b>198</b>  | 273        | 187         |
| Welfare of pupils                                                                                    | <b>76</b>   | 132        | 81          |
| Others                                                                                               | <b>137</b>  | 177        | 119         |
|                                                                                                      | <b>411</b>  | <b>582</b> | <b>387</b>  |

The costs incurred in respect of these employees were:

|                       | <b>2024</b>   | <b>2023</b>   |
|-----------------------|---------------|---------------|
|                       | <b>£'000</b>  | <b>£'000</b>  |
| Wages and salaries    | <b>17,860</b> | 16,398        |
| Social Security costs | <b>1,723</b>  | 1,582         |
| Pension costs         | <b>2,511</b>  | 2,354         |
|                       | <b>22,094</b> | <b>20,335</b> |

Aggregate employee benefits of key management personnel

**2,492** 2,412

Number of employees earning over £60,000 during the year were as follows:

|                     | <b>2024</b> | <b>2023</b> |
|---------------------|-------------|-------------|
|                     | <b>No.</b>  | <b>No.</b>  |
| £60,001 - £70,000   | <b>35</b>   | 30          |
| £70,001 - £80,000   | <b>20</b>   | 22          |
| £80,001 - £90,000   | <b>9</b>    | 4           |
| £90,001 - £100,000  | <b>2</b>    | 3           |
| £100,001 - £110,000 | <b>5</b>    | 4           |
| £200,001 - £210,000 | <b>1</b>    | -           |
| £210,001 - £220,000 | <b>-</b>    | 1           |
| £220,001 - £230,000 | <b>-</b>    | 1           |
| £250,001 - £260,000 | <b>1</b>    | -           |

During the year there were termination payments which amounted to £213,043 (2023: £225,990). There was £NIL (2023: NIL) outstanding at the year-end.

Uppingham School is committed to providing job security for its staff but if, following all reasonable efforts to avoid them, redundancy or termination payments are necessary, these are negotiated with regard both to legal guidelines and the particular circumstances of each case.

## 7. FEES PAID TO AUDITORS

|                                          | <b>2024</b>  | <b>2023</b>  |
|------------------------------------------|--------------|--------------|
|                                          | <b>£'000</b> | <b>£'000</b> |
| Expenditure includes (exclusive of VAT): |              |              |
| Audit fee                                | <b>44</b>    | 41           |
| Auditor other services                   | <b>15</b>    | 10           |

# Notes to the financial statements for the year ended 31 August 2024

## 8. FIXED ASSETS GROUP

|                                   | Freehold<br>Property | Assets<br>under<br>construction | Fittings<br>Furniture &<br>Equipment | Motor<br>Vehicles | Computers<br>& Office<br>Equipment | Total   |
|-----------------------------------|----------------------|---------------------------------|--------------------------------------|-------------------|------------------------------------|---------|
| Cost                              | £'000                | £'000                           | £'000                                | £'000             | £'000                              | £'000   |
| 1 September 2023                  | 92,287               | 1,115                           | 11,318                               | 910               | 1,463                              | 107,093 |
| Additions in year                 | 2,727                | 376                             | 3,032                                | 111               | 72                                 | 6,318   |
| Transfer                          | (828)                | (722)                           | 1,425                                | 126               | (1)                                | -       |
| Disposals                         | (52)                 | -                               | (38)                                 | (24)              | (77)                               | (191)   |
|                                   | 94,134               | 769                             | 15,737                               | 1,123             | 1,457                              | 113,220 |
| <b>Depreciation/Impairment</b>    |                      |                                 |                                      |                   |                                    |         |
| 1 September 2023                  | 19,703               | -                               | 6,004                                | 655               | 533                                | 26,895  |
| Charge for year                   | 1,592                | -                               | 817                                  | 86                | 206                                | 2,701   |
| Impairment (see below)            | 42                   | -                               | -                                    | -                 | -                                  | 42      |
| Transfer                          | 8                    | -                               | (25)                                 | 18                | (1)                                | -       |
| Disposals                         | (52)                 | -                               | (38)                                 | (24)              | (77)                               | (191)   |
|                                   | 21,293               | -                               | 6,758                                | 735               | 661                                | 29,447  |
| <b>Net book value 31 Aug 2024</b> | 72,841               | 769                             | 8,979                                | 388               | 796                                | 83,773  |
| 31 August 2023                    | 72,585               | 1,115                           | 5,313                                | 255               | 930                                | 80,198  |

## FIXED ASSETS CHARITY

|                                   |        |       |        |       |       |         |
|-----------------------------------|--------|-------|--------|-------|-------|---------|
| <b>Cost</b>                       |        |       |        |       |       |         |
| 1 September 2023                  | 92,287 | 1,115 | 11,311 | 910   | 1,419 | 107,042 |
| Additions in year                 | 2,727  | 376   | 3,032  | 111   | 72    | 6,318   |
| Transfer                          | (828)  | (722) | 1,425  | 126   | (1)   | -       |
| Disposals                         | (52)   | -     | (38)   | (24)  | (77)  | (191)   |
|                                   | 94,134 | 769   | 15,730 | 1,123 | 1,413 | 113,169 |
| <b>Depreciation/Impairment</b>    |        |       |        |       |       |         |
| 1 September 2023                  | 19,703 | -     | 5,997  | 655   | 509   | 26,864  |
| Charge for year                   | 1,592  | -     | 817    | 86    | 200   | 2,695   |
| Impairment (see below)            | 42     | -     | -      | -     | -     | 42      |
| Transfer                          | 8      | -     | (25)   | 18    | (1)   | -       |
| Disposals                         | (52)   | -     | (38)   | (24)  | (77)  | (191)   |
|                                   | 21,293 | -     | 6,751  | 735   | 631   | 29,410  |
| <b>Net book value 31 Aug 2024</b> | 72,841 | 769   | 8,979  | 388   | 782   | 83,759  |
| 31 August 2023                    | 72,585 | 1,115 | 5,313  | 255   | 910   | 80,178  |

All fixed assets are used for direct charitable use. The impairment during the year relates to a building requiring demolition.

### Inalienable and historic assets

In addition to the capitalised fixed assets held for its own use since its inception in 1584, the School has also been bequeathed artefacts whose intrinsic value is bound up with the School's history. The Trustees consider that these assets are held in accordance with the School's charitable objects as a vital part of its history and heritage and, occasionally, as a

resource for the advancement of education.

As they are not held principally for their contribution to knowledge and culture, they do not meet the definition of Heritage Assets in SORP FRS 102 "Heritage Assets" and hence are considered as assets in use under Tangible Fixed Assets. The majority of these historic assets have been held for many years and accurate historic cost information is not available for these assets. However, the Trustees consider that their historical cost less depreciation would not be material.

# Notes to the financial statements for the year ended 31 August 2024

## 9. INVESTMENTS GROUP

| At Market Value                                                | Permanent<br>Endowment<br>£'000 | Restricted<br>Fund<br>£'000 | Unrestricted<br>Fund<br>£'000 | Total<br>£'000 |
|----------------------------------------------------------------|---------------------------------|-----------------------------|-------------------------------|----------------|
| 1 September 2023                                               | 6,155                           | 82                          | 25,179                        | 31,416         |
| Purchases at cost                                              | 233                             | -                           | 40,549                        | 40,782         |
| Disposal proceeds                                              | (233)                           | -                           | (40,549)                      | (40,782)       |
| Cash from investments                                          | -                               | -                           | (3,632)                       | (3,632)        |
| Loan repayments                                                | 24                              | -                           | -                             | 24             |
| Gain on investments:                                           |                                 |                             |                               |                |
| Realised                                                       | 3                               | -                           | 570                           | 573            |
| Unrealised                                                     | 871                             | -                           | 226                           | 1,097          |
| 31 August 2024                                                 | <b>7,053</b>                    | <b>82</b>                   | <b>22,343</b>                 | <b>29,478</b>  |
| Listed on UK Stock Exchanges                                   | 6,970                           | -                           | 21,978                        | 28,948         |
| Cash deposits                                                  | 83                              | 82                          | 365                           | 530            |
| At historical cost:                                            |                                 |                             |                               |                |
| <b>31 August 2024</b>                                          | <b>5,457</b>                    | -                           | <b>22,117</b>                 | <b>27,574</b>  |
| 31 August 2023                                                 | 5,468                           | -                           | 23,697                        | 29,165         |
| Investment land at fair value as at<br>31 August 2023 and 2024 |                                 |                             |                               | 1,000          |
| GROUP                                                          |                                 |                             |                               | <b>30,478</b>  |
| Investment in subsidiary companies                             |                                 |                             |                               | 30             |
| CHARITY                                                        |                                 |                             |                               | <b>30,508</b>  |

All investments (other than cash and land) are quoted on a recognised UK Stock Exchange or are valued by reference to investments listed on a recognised Stock Exchange. The land was valued at £1m in 2014 on the advice of a surveyor. An assessment was made by the School at year-end and it is considered that the land valuation of £1m remains appropriate.

| 10. DEBTORS                      | Group<br>2024<br>£'000 | 2023<br>£'000 | Charity<br>2024<br>£'000 | 2023<br>£'000 |
|----------------------------------|------------------------|---------------|--------------------------|---------------|
| Fee debtors                      | 142                    | 309           | 142                      | 309           |
| Other debtors                    | 1,157                  | 590           | 983                      | 417           |
| Loans                            | 35                     | 24            | 35                       | 24            |
| Endowment Loan                   | 213                    | 237           | 213                      | 237           |
| Prepayments and Accrued income   | 633                    | 658           | 618                      | 663           |
| Uppingham School Subsidiaries    | -                      | -             | 49                       | 9             |
| Uppingham School Enterprises Ltd | -                      | -             | 476                      | 459           |
| Balance Sheet                    | <b>2,180</b>           | <b>1,818</b>  | <b>2,516</b>             | <b>2,118</b>  |

The loans are made to Houseparents to assist them perform their duties and are interest-free.

The School borrowed £482,000 from the Endowed Funds with the permission of the Charity Commission. This is repayable through a Recoupment Order, which began in July 2013, over a 20-year period. The amount receivable after more than one year is £188,783 (2023: £212,883).

# Notes to the financial statements for the year ended 31 August 2024

## 11. CREDITORS:

| Amounts falling due within one year     | Group<br>2024<br>£'000 | 2023<br>£'000 | Charity<br>2024<br>£'000 | 2023<br>£'000 |
|-----------------------------------------|------------------------|---------------|--------------------------|---------------|
| Trade creditors                         | 1,341                  | 1,998         | 1,292                    | 1,975         |
| Fees received in respect of Autumn Term | 7,892                  | 3,928         | 7,892                    | 3,928         |
| Acceptance deposits held                | 1,343                  | 1,015         | 1,343                    | 1,015         |
| Social Security and Other Taxes         | 539                    | 472           | 437                      | 406           |
| Loan repayments                         | 504                    | 504           | 504                      | 504           |
| Other creditors                         | 849                    | 1,129         | 807                      | 1,084         |
| Accruals                                | 1,772                  | 2,772         | 1,561                    | 2,742         |
| Uppingham School (Construction) Ltd     | -                      | -             | -                        | -             |
| Balance Sheet                           | 14,240                 | 11,818        | 13,836                   | 11,654        |

Fees received in respect of Autumn Term vary considerably depending on whether the start of term falls in August or September. Fees in Advance Scheme deposits have been split between amounts falling due within one year and amounts falling due after more than one year.

## Borrowing Facilities

On 3 November 2017 the School agreed a £25m 31-year fixed interest unsecured private placement with BAE Systems Pension Fund for a blended rate of 3.075%, and the Note Purchase Agreement was signed by the parties on 10 November 2017. The loan is repayable from November 2021 over the life of the loan, except for a £12 million bullet payment in 2048.

As at 31 August 2024, a total of £25.0m (2023: £25.0m) of the loan facility had been drawn down. The bank finance was secured to provide the balance of funding for the Boarding House Modernisation programme and other infrastructure strategy projects.

## 12. CREDITORS:

| Amounts falling due after more than one year<br>(Group and Charity) | 2024<br>£'000 | 2023<br>£'000 |
|---------------------------------------------------------------------|---------------|---------------|
| Long term loan (see note 11)                                        | 23,080        | 23,560        |
| Loan from Endowment Fund                                            | 189           | 213           |
| Acceptance deposits                                                 | 4,234         | 4,282         |
| Balance Sheet                                                       | 27,503        | 28,055        |

# Notes to the financial statements for the year ended 31 August 2024

## 13. CREDITORS:

### Fees in Advance Schemes (Group and Charity)

|                | 2024<br>£'000 | 2023<br>£'000 |
|----------------|---------------|---------------|
| Standard       | 11,869        | 4,624         |
| Inflation Free | 1,109         | 2,489         |
|                | <u>12,978</u> | <u>7,113</u>  |

Assuming pupils will remain in the School, fees in advance will be applied as follows:

Within one year:

|                |              |              |
|----------------|--------------|--------------|
| Standard       | 5,854        | 2,929        |
| Inflation Free | 873          | 1,248        |
| Balance Sheet  | <u>6,727</u> | <u>4,177</u> |

After more than one year:

|                |              |              |
|----------------|--------------|--------------|
| Standard       | 6,015        | 1,695        |
| Inflation Free | 236          | 1,240        |
| Balance sheet  | <u>6,251</u> | <u>2,935</u> |

### Standard

|                                      | 2024<br>£'000 | 2023<br>£'000 |
|--------------------------------------|---------------|---------------|
| Balance 1 September 2023             | 4,624         | 5,001         |
| New deposits                         | 10,179        | 3,406         |
| Discounts given on new deposits      | 361           | 89            |
| Fee payments                         | (2,894)       | (3,753)       |
| Discount written off during the year | (99)          | (76)          |
| Refunds                              | (302)         | (43)          |
|                                      | <u>11,869</u> | <u>4,624</u>  |

The Standard fees in advance scheme represents cash received in advance for fees which will be applied against fees chargeable in the future. The scheme offers a discount on fees charged, included in the amount due shown above, which for future years amounts to £342,449 (2023: £89,415).

### Inflation Free

|                                                              | 2024<br>£'000 | 2023<br>£'000 |
|--------------------------------------------------------------|---------------|---------------|
| Balance 1 September 2023                                     | 2,489         | 4,217         |
| Fee payments                                                 | (1,287)       | (1,703)       |
| Refunds to parents                                           | (81)          | (77)          |
| Fair value movement on liability recognised in finance costs | (12)          | 52            |
|                                                              | <u>1,109</u>  | <u>2,489</u>  |

Places in the Inflation Free Fees in Advance Scheme were offered to parents in September 2020, based on fees frozen at 2020-21 rates, and attracted total funds of £5,883,480 which will be released over 5 years from September 2021 to August 2026.

# Notes to the financial statements for the year ended 31 August 2024

## 13. CREDITORS:

### Fees in Advance Schemes (Group and Charity – continued)

In the event of a pupil withdrawing from the School and a period of one term's notice being given, all remaining deposit amounts will be refunded to the parents or guardians.

The fair value of the scheme liability reflects the present value of the future expected fee income, where the discount rate used represents the financial effect of the expected fee increases foregone, spread over the term of the arrangement. This fair value has been estimated by allocating the expected future fee increases over the arrangement term on a straight-line basis. These estimated future fee increases are reviewed and revised where appropriate on an annual basis. At the year-end the annualised expected future fee increase over the next 5 years was 3%. In the view of the Trustees this approach results in a carrying value which is materially consistent with that which would be generated by a more detailed fair value calculation.

The maximum cash refundable, assuming all pupils gave notice to leave the scheme at the year-end, would have been £11,955,387 (2023: £7,023,432).

## 14. FINANCIAL INSTRUMENTS (GROUP AND CHARITY)

|                                                                         | 2024     | 2023     |
|-------------------------------------------------------------------------|----------|----------|
|                                                                         | £'000    | £'000    |
| Financial asset measured at fair value through profit or loss (a)       | 30,478   | 32,416   |
| Financial liabilities measured at fair value through profit or loss (b) | (6,686)  | (7,786)  |
| Financial assets measured at amortised cost (c)                         | 14,766   | 7,090    |
| Financial liabilities measured at amortised cost (d)                    | (38,982) | (36,067) |

- a) Financial assets include assets held as investments
- b) Financial liabilities include Inflation Free Fees in Advance and acceptance deposits
- c) Financial assets include cash, trade debtors, other debtors and staff loans
- d) Financial liabilities include a loan, trade creditors, other creditors, loan repayments, Standard Fees in Advance

# Notes to the financial statements for the year ended 31 August 2024

## 15. ANALYSIS OF NET ASSETS OF CHARITY AND GROUP BETWEEN FUNDS

|                                                     | Unrestricted<br>Funds<br>£'000 | Restricted<br>£'000 | Permanent<br>Endowment<br>£'000 | 2024<br>Total<br>£'000 |
|-----------------------------------------------------|--------------------------------|---------------------|---------------------------------|------------------------|
| Fund balances at 31 August 2024 are represented by: |                                |                     |                                 |                        |
| Tangible Fixed Assets*                              | 80,985                         | -                   | 2,774                           | 83,759                 |
| Investments                                         | 23,373                         | 82                  | 7,053                           | 30,508                 |
| Current Assets                                      | 13,466                         | 1,776               | 213                             | 15,455                 |
| Current Liabilities                                 | (20,562)                       | -                   | -                               | (20,562)               |
| Long Term Liabilities                               | (33,754)                       | -                   | -                               | (33,754)               |
| <b>Charity (see below)</b>                          | <b>63,508</b>                  | <b>1,858</b>        | <b>10,040</b>                   | <b>75,406</b>          |
| Subsidiary's reserves                               | (52)                           | -                   | -                               | (52)                   |
| <b>Group (see below)</b>                            | <b>63,456</b>                  | <b>1,858</b>        | <b>10,040</b>                   | <b>75,354</b>          |
| Pension surplus/(deficit)                           | 231                            | -                   | -                               | 231                    |
| <b>Group (see below)</b>                            | <b>63,687</b>                  | <b>1,858</b>        | <b>10,040</b>                   | <b>75,585</b>          |

\* Unrestricted fixed assets include £951,098 (2023: £51,377) of assets purchased during the year from restricted funds (see note 18), which have fulfilled the restriction and been released to unrestricted.

### Unrestricted funds

| Charity:        |               | Group:          |               |
|-----------------|---------------|-----------------|---------------|
| General         | 62,859        | General         | 62,807        |
| Designated      | 649           | Designated      | 649           |
| Pension deficit | 231           | Pension deficit | 231           |
|                 | <u>63,739</u> |                 | <u>63,687</u> |

Fund balances at 31 August 2023 were represented by:

|                           | Unrestricted<br>Funds<br>£'000 | Restricted<br>£'000 | Permanent<br>Endowment<br>£'000 | 2023<br>Total<br>£'000 |
|---------------------------|--------------------------------|---------------------|---------------------------------|------------------------|
| Tangible Fixed Assets     | 76,820                         | 578                 | 2,780                           | 80,178                 |
| Investments               | 26,208                         | 82                  | 6,155                           | 32,445                 |
| Current Assets            | 5,556                          | 2,219               | 237                             | 8,012                  |
| Current Liabilities       | (15,830)                       | -                   | -                               | (15,830)               |
| Long Term Liabilities     | (30,990)                       | -                   | -                               | (30,990)               |
| Charity (see below)       | 61,764                         | 2,879               | 9,172                           | 73,815                 |
| Subsidiary's reserves     | (1)                            | -                   | -                               | (1)                    |
| Group (see below)         | 61,763                         | 2,879               | 9,172                           | 73,814                 |
| Pension surplus/(deficit) | (431)                          | -                   | -                               | (431)                  |
| Group (see below)         | 61,332                         | 2,879               | 9,172                           | 73,383                 |

### Unrestricted funds

| Charity:        |               | Group:          |               |
|-----------------|---------------|-----------------|---------------|
| General         | 61,333        | General         | 61,332        |
| Designated      | 431           | Designated      | 431           |
| Pension deficit | (431)         | Pension deficit | (431)         |
|                 | <u>61,333</u> |                 | <u>61,332</u> |

# Notes to the financial statements for the year ended 31 August 2024

## 16. UNRESTRICTED FUNDS

Unrestricted funds include an asset valuation of £24,739,624 (2023: £24,791,500) for all assets held without restriction regarding use or disposal. Details of the valuation are held in Note 1(f).

With the exception of the Boarding House Improvement Fund (see below), the Trustees do not maintain designated funds as all unrestricted funds are held at the discretion of the Trustees year by year as regards capital and income.

The Boarding House Improvement Fund represents the Gift Aid paid to the School by the trading subsidiary USE Ltd and the profit of the Summer School. This is allocated by the Trustees for the purpose of improving the School's boarding houses on an annual rolling programme.

|                                 | 1 September<br>2023<br>£'000 | Designated<br>Funds<br>£'000 | Expenditure<br>£'000 | 31 August<br>2024<br>£'000 |
|---------------------------------|------------------------------|------------------------------|----------------------|----------------------------|
| Boarding House Improvement Fund | <u>431</u>                   | <u>579</u>                   | <u>(361)</u>         | <u>649</u>                 |
|                                 | 1 September<br>2022<br>£'000 | Designated<br>Funds<br>£'000 | Expenditure<br>£'000 | 31 August<br>2023<br>£'000 |
| Boarding House Improvement Fund | <u>687</u>                   | <u>276</u>                   | <u>(532)</u>         | <u>431</u>                 |

# Notes to the financial statements for the year ended 31 August 2024

## 17. PERMANENT ENDOWMENT FUND

### Fixed Assets

The following assets are permanently endowed:

| Building        | Land 1992<br>Value<br>£'000 | Building<br>1992 Value<br>£'000 | Accumulated<br>Depreciation<br>£'000 | Building Net<br>Book Value<br>£'000 | Total Asset<br>Value<br>£'000 |
|-----------------|-----------------------------|---------------------------------|--------------------------------------|-------------------------------------|-------------------------------|
| Chapel          | 1,764                       | 311                             | 31                                   | 280                                 | 2,044                         |
| Old School Room | 450                         | 79                              | 8                                    | 71                                  | 521                           |
| Pine House      | 75                          | 150                             | 15                                   | 135                                 | 210                           |
|                 | <u>2,289</u>                | <u>540</u>                      | <u>54</u>                            | <u>486</u>                          | <u>2,775</u>                  |

### Endowment Fund

The Trustees are restricted to using only the income earned from the investment of endowed donations for the general purposes of the School.

### Scholarship and Prize Fund

The Trustees are restricted to using the fund for the purposes of financing scholarships and prizes awarded.

The movements for the year are as follows:

|                                           | <b>Total</b>  |
|-------------------------------------------|---------------|
|                                           | <b>£'000</b>  |
| Balance at 1 September 2023               | <u>9,172</u>  |
| Depreciation in the year                  | (5)           |
| Realised surplus from sale of investments | 3             |
| Unrealised gain on investments for year   | <u>870</u>    |
| 31 August 2024                            | <u>10,040</u> |
| Balance at 1 September 2022               | <u>8,939</u>  |
| Depreciation in the year                  | (5)           |
| Realised surplus from sale of investments | -             |
| Realised gain on Investments for year     | <u>238</u>    |
| 31 August 2023                            | <u>9,172</u>  |

|                                                         | <b>Endowed &amp;<br/>Restricted Total</b> |
|---------------------------------------------------------|-------------------------------------------|
|                                                         | <b>£'000</b>                              |
| Funds at 31 August 2024 are represented by:             |                                           |
| Investments at market value including cash with brokers | <u>7,052</u>                              |
| Property                                                | <u>2,775</u>                              |
| Owed to Funds through Recoupment Order (note 10)        | <u>213</u>                                |
|                                                         | <u>10,040</u>                             |

|                                                       |              |
|-------------------------------------------------------|--------------|
| Investments at book value including cash with brokers | <b>5,457</b> |
|-------------------------------------------------------|--------------|

# Notes to the financial statements for the year ended 31 August 2024

## 18. RESTRICTED FUNDS

### Bursary Funds

The Trustees are restricted to using the funds to help provide an Uppingham education to children who would not otherwise be able to afford one. The total amount is made up of a number of named funds, including Reeves Trust, Chetwode Foundation, Peter Mason Bequest, Richard Harman Foundation Award, 1584 fund and the Stephen Pearson Fund.

### Maidwell Hall

The Trustees are restricted to using the funds for the development of Maidwell Hall buildings including Pre-Prep, classrooms and a performance hall.

### Gaffikin Fund

The Trustees are restricted to using the funds to promote education at Uppingham School by providing training opportunities for teachers.

### Upper Pavilion

The Trustees are restricted to using the funds for the upgrading of the Upper Pavilion.

### Other Restricted Funds

These consist of covenants and donations received for specific projects. As projects are completed and the particular assets are brought into use (and the restrictions fulfilled), the funds representing those assets are transferred from restricted to unrestricted.

The transfer relates to capital items that have met their restriction.

| Movements for the year<br>are as follows: | 1 Sept<br>2023<br>£'000 | Investment<br>Income<br>£'000 | Investment<br>Losses<br>£'000 | Donations<br>£'000 | Awards<br>£'000 | Transfer<br>£'000 | 31 Aug<br>2024<br>£'000 |
|-------------------------------------------|-------------------------|-------------------------------|-------------------------------|--------------------|-----------------|-------------------|-------------------------|
| Bursary Funds                             | 1,373                   | 57                            | -                             | 250                | (619)           | -                 | 1,061                   |
| Maidwell Hall                             | 663                     | -                             | -                             | (250)              | -               | -                 | 413                     |
| Gaffikin                                  | 88                      | 3                             | -                             | -                  | (3)             | -                 | 88                      |
| Upper Pavilion                            | 578                     | -                             | -                             | 363                | -               | (941)             | -                       |
| School House Kitchen                      | -                       | -                             | -                             | 69                 | (69)            | -                 | -                       |
| Other                                     | 177                     | -                             | -                             | 160                | (31)            | 10                | 296                     |
|                                           | <u>2,879</u>            | <u>60</u>                     | <u>-</u>                      | <u>592</u>         | <u>(722)</u>    | <u>(951)</u>      | <u>1,858</u>            |

|                | 1 Sept<br>2022<br>£'000 | Investment<br>Income<br>£'000 | Investment<br>Gains<br>£'000 | Donations<br>£'000 | Awards<br>£'000 | Transfer<br>£'000 | 31 Aug<br>2023<br>£'000 |
|----------------|-------------------------|-------------------------------|------------------------------|--------------------|-----------------|-------------------|-------------------------|
| Bursary Funds  | 1,601                   | 47                            | -                            | 227                | (502)           | -                 | 1,373                   |
| Maidwell Hall  | -                       | -                             | -                            | 666                | -               | (3)               | 663                     |
| Gaffikin       | 92                      | 4                             | -                            | -                  | (8)             | -                 | 88                      |
| Upper Pavilion | 31                      | -                             | -                            | 542                | -               | 5                 | 578                     |
| Golf Simulator | 14                      | -                             | -                            | 37                 | -               | (51)              | -                       |
| Other          | 179                     | -                             | -                            | 65                 | (62)            | (5)               | 177                     |
|                | <u>1,917</u>            | <u>51</u>                     | <u>-</u>                     | <u>1,537</u>       | <u>(572)</u>    | <u>(54)</u>       | <u>2,879</u>            |

Restricted Funds at 31 August 2024 represented by:

|                           | Total 2024<br>£'000 | Total 2023<br>£'000 |
|---------------------------|---------------------|---------------------|
| Cash with School          | 1,858               | 2,301               |
| Assets under construction | -                   | 578                 |
|                           | <b>1,858</b>        | 2,879               |

# Notes to the financial statements for the year ended 31 August 2024

## 19. FINANCIAL COMMITMENTS

|                                                                                                       | 2024<br>£'000 | 2023<br>£'000 |
|-------------------------------------------------------------------------------------------------------|---------------|---------------|
| a) <u>Future Capital Expenditure</u>                                                                  |               |               |
| Contracted for but not provided for                                                                   | 182           | 2,296         |
| b) <u>Operating Leases</u>                                                                            |               |               |
| At 31 August 2024 the School had commitments under non-cancellable operating leases as set out below: |               |               |
|                                                                                                       | 2024<br>£'000 | 2023<br>£'000 |
| Buildings and Equipment operating leases that expire:                                                 |               |               |
| Within one year                                                                                       | 7             | 71            |
| In the second to fifth years                                                                          | 926           | 519           |
| After fifth year                                                                                      | 543           | 733           |
|                                                                                                       | 1,476         | 1,322         |

## 20. RELATED PARTIES

No Trustee received any remuneration for services as a Trustee. The Charity Commission has confirmed that Trustees who undertake professional services for the School may be paid the normal charges associated with such services.

Mrs C Colacicchi and Mrs M Fairfax are Trustees of both Uppingham School and the Uppingham School Retirement Benefit Scheme, in keeping with the scheme's Trust Deed and Rules.

The School paid Pickering Lifts Ltd £Nil (2023: £26,224) in respect of maintenance of the School lifts, under an arms-length agreement. Pickering Lifts Ltd is owned by a former Trustee, who had no involvement in the award of the contract.

The School paid £4,410 (2023: £3,439) to the Curve Theatre for theatre tickets under an arms-length agreement. One of the Trustees is also a trustee of Leicester Theatre Trust, as is one of the School's key management personnel who does not manage the contractual relationship.

The School paid £Nil (2023: £1,897) to Saffron Hall Trust for concert hall hire under an arms-length agreement. One of the Trustees is also a trustee of Saffron Hall Trust.

The School paid F A N Grounds £2,552 (2023: £3,565) in respect of floral displays, under an arms-length agreement. F A N Grounds is the husband of one of the School's key management personnel, who does not manage the contractual relationship.

During the year 9 (2023: 5) Trustees received reimbursement of expenses for travel and accommodation of £2,874 (2023: £1,175) in total, of which £nil (2023: £381) was outstanding at 31 August 2024.

# Notes to the financial statements for the year ended 31 August 2024

## 21. PENSION SCHEMES

### Teaching Staff

The School participated in the Teachers' Pension Scheme ("the TPS") for its Uppingham School teaching staff until 31 March 2024. The pension charge for the year includes contributions payable to the TPS of £1,017,866 (2023: £1,660,988) and at the year-end £nil (2023: £202,497) 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%.

From 1st April 2024 the School contributed to the School's defined benefit scheme, the Uppingham School Group Pension Plan (USSGPP). Employer contributions paid over to the Scheme from this date amounted to £669,752.

The School runs a defined contribution scheme for Maidwell teaching staff. Contributions paid over to the Scheme in the year amounted to £217,505 (2023: £162,530).

### Support Staff

The School contributed to two defined contribution schemes for support staff. The Uppingham School Group Pension Plan (USSGPP) is open to Uppingham staff above the age of 16 who have completed the necessary probation period. Employer contributions paid over to the Scheme in the year amounted to £554,411 (2023: £488,675).

The second scheme is the Nest scheme for Maidwell staff. Employer contributions paid over to the Scheme in the year amounted to £18,480 (2023: £16,342).

The School ran a Scheme for support staff which was a defined benefits scheme. This scheme is closed to future accrual. The charge for the year, including employer contributions paid over to the Scheme Trustees in the year amounting to £133,000 (2023: £99,725), together with the actuarial gains and losses on the Scheme for the year, is recognised in the Statement of Financial Activities in accordance with FRS102.

A full actuarial valuation of the scheme was last carried out as at 1 September 2022 and updated to 31 August 2024 by a qualified independent actuary. The major assumptions adopted by the actuary as at 31 August 2024 were:

|                                                 | 31 August 2024 | 31 August 2023 |
|-------------------------------------------------|----------------|----------------|
| Discount rate                                   | 5.05%          | 5.25%          |
| Retail price inflation                          | 3.35%          | 3.45%          |
| Consumer price inflation                        | 2.90%          | 3.10%          |
| Salary increase rate                            | 3.50%          | 3.50%          |
| Pension increases – LPI maximum 5%              | 1.95%          | 2.05%          |
| Pension increases – PLI maximum 2.5%            | 2.80%          | 3.00%          |
| Assumed life expectations on retirement age 65: |                |                |
| Retiring today – males                          | 21.40          | 21.43          |
| Retiring in 20 years – males                    | 22.67          | 23.70          |
| Retiring today – females                        | 23.95          | 23.91          |
| Retiring in 20 years – females                  | 25.35          | 25.31          |

The School is committed to paying ex gratia pensions each year which are internally funded. The amount paid for the year to 31 August 2024 was £3,494 (2023: £3,707).

# Notes to the financial statements for the year ended 31 August 2024

## 21. PENSION SCHEMES (continued)

The amounts recognised in the balance sheet are as follows:

|                                     | Year to 31<br>August 2024 | Year to 31<br>August 2023 |
|-------------------------------------|---------------------------|---------------------------|
|                                     | £'000                     | £'000                     |
| Fair value of plan assets           | 12,266                    | 11,002                    |
| Value of money purchase liabilities | (100)                     | (100)                     |
| Value of final salary liabilities   | (11,935)                  | (11,333)                  |
| Surplus / (Deficit)                 | 231                       | (431)                     |

### Amounts in the balance sheet

|               |     |       |
|---------------|-----|-------|
| Liabilities   | 231 | (431) |
| Assets        | -   | -     |
| Net liability | 231 | (431) |

Changes in the present value of the defined benefit obligation are as follows:

|                                    | Year to 31<br>August 2024 | Year to 31<br>August 2023 |
|------------------------------------|---------------------------|---------------------------|
|                                    | £'000                     | £'000                     |
| Opening defined benefit obligation | 11,433                    | 13,782                    |
| Interest cost                      | 590                       | 570                       |
| Experience loss/(gain)             | 153                       | (185)                     |
| Actuarial loss/(gain)              | 263                       | (2,290)                   |
| Benefits paid                      | (404)                     | (444)                     |
| Closing defined benefit obligation | 12,035                    | 11,433                    |

Changes in the fair values of the scheme assets are as follows:

|                                     | Year to 31<br>August 2024 | Year to 31<br>August 2023 |
|-------------------------------------|---------------------------|---------------------------|
|                                     | £'000                     | £'000                     |
| Opening fair value of scheme assets | 11,002                    | 13,024                    |
| Interest income                     | 571                       | 540                       |
| Actuarial gains/(losses)            | 964                       | (2,218)                   |
| Contributions                       | 133                       | 100                       |
| Benefits paid                       | (404)                     | (444)                     |
| Closing fair value of plan assets   | 12,266                    | 11,002                    |

The employer expects to contribute £138,320 to this defined benefit pension plan in the year to 31 August 2025.

# Notes to the financial statements for the year ended 31 August 2024

## 21. PENSION SCHEMES (continued)

The amounts included within the Statement of Financial Activities are as follows:

|                        | Year to 31<br>August 2024<br>£'000 | Year to 31<br>August 2023<br>£'000 |
|------------------------|------------------------------------|------------------------------------|
| Net interest expense   | 19                                 | 30                                 |
| Total operating charge | 19                                 | 30                                 |

The major categories of scheme assets as a percentage of total scheme assets are as follows:

|                              | Year to 31<br>August 2024<br>% | As at 31<br>August 2023<br>% |
|------------------------------|--------------------------------|------------------------------|
| Diversified funds            | 18                             | 30                           |
| Equities                     | 41                             | 39                           |
| Bonds                        | 3                              | 3                            |
| Insured pensions             | 4                              | 5                            |
| Cash                         | -                              | (1)                          |
| Gilts                        | 9                              | 7                            |
| Credit                       | 7                              | -                            |
| Liability Driven Investments | 18                             | 17                           |
|                              | 100                            | 100                          |

Analysis of the amount recognised in statement of total recognised gains and losses (SOFA):

|                                                       | Year to 31<br>August 2024<br>£'000 | Year to 31<br>August 2023<br>£'000 |
|-------------------------------------------------------|------------------------------------|------------------------------------|
| Actual return less interest income recognised in SOFA | 964                                | (2,218)                            |
| Experience gains on benefit obligation                | (153)                              | 185                                |
| Effect of assumption changes on benefit obligation    | (263)                              | 2,290                              |
| Actuarial gain recognised in SOFA                     | 548                                | 257                                |

History of experience gains and losses

|                                                                                     | Year to<br>31 August 2024<br>£'000 | Year to<br>31 August 2023<br>£'000 |
|-------------------------------------------------------------------------------------|------------------------------------|------------------------------------|
| Differences between the asset return and the interest income recognised in the SOFA | 964                                | (2,218)                            |
| - as % of scheme assets                                                             | 8%                                 | 20%                                |
| Experience gains/losses on obligation                                               | (153)                              | 185                                |
| - as % of liabilities                                                               | 1%                                 | 2%                                 |
| Total amount recognised in SOFA                                                     | (548)                              | (257)                              |
| - as % of liabilities                                                               | 5%                                 | 2%                                 |

## Notes to the financial statements for the year ended 31 August 2024

The amounts for the current and previous years are as follows:

|                                                                                    | <b>2024</b>   | <i>2023</i>    | <i>2022</i>    | <i>2021</i>    | <i>2020</i>    |
|------------------------------------------------------------------------------------|---------------|----------------|----------------|----------------|----------------|
|                                                                                    | <b>£'000</b>  | <b>£'000</b>   | <b>£'000</b>   | <b>£'000</b>   | <b>£'000</b>   |
| Value of funded obligations                                                        | <b>12,035</b> | <i>11,433</i>  | <i>13,782</i>  | <i>22,329</i>  | <i>22,092</i>  |
| Fair value of plan assets                                                          | <b>12,266</b> | <i>11,002</i>  | <i>13,024</i>  | <i>17,507</i>  | <i>15,912</i>  |
| (Deficit) / surplus                                                                | <b>231</b>    | <i>(431)</i>   | <i>(758)</i>   | <i>(4,822)</i> | <i>(6,180)</i> |
| Experience gains/(loss) on obligation                                              | <b>(153)</b>  | <i>185</i>     | <i>-</i>       | <i>332</i>     | <i>(1,431)</i> |
| Difference between the asset return and the interest income recognised in the SOFA | <b>964</b>    | <i>(2,218)</i> | <i>(4,579)</i> | <i>2,150</i>   | <i>507</i>     |

# Notes to the financial statements for the year ended 31 August 2024

## 22. CONSOLIDATED STATEMENT OF FINANCIAL ACTIVITIES – COMPARATIVE FIGURES BY FUND TYPE.

### Year ended 31 August 2023

#### Incoming Resources

##### Charitable activities

|                                         |        |       |   |        |
|-----------------------------------------|--------|-------|---|--------|
| School fees                             | 34,808 | -     | - | 34,808 |
| Lettings                                | -      | -     | - | -      |
| Donations                               | 383    | 1,537 | - | 1,920  |
| Other activities                        | 570    | -     | - | 570    |
| <u>Activities for generating funds:</u> |        |       |   |        |
| Subsidiary turnover                     | 1,818  | -     | - | 1,818  |
| Rents and lettings receivable           | 112    | -     | - | 112    |
| Investment income                       | 656    | 51    | - | 707    |
| Other income                            | 573    | -     | - | 573    |
| Total incoming resources                | 38,920 | 1,588 | - | 40,508 |

#### Resources Expended

##### Cost of generating funds:

|                   |       |   |   |       |
|-------------------|-------|---|---|-------|
| Fundraising costs | 307   | - | - | 307   |
| Subsidiary costs  | 1,442 | - | - | 1,442 |
| Finance costs     | 880   | - | - | 880   |
|                   | 2,629 | - | - | 2,629 |

##### Charitable activities

|                          |        |     |   |        |
|--------------------------|--------|-----|---|--------|
| School and grant-making  | 36,303 | 571 | 5 | 36,879 |
| Total resources expended | 38,932 | 571 | 5 | 39,508 |

##### Net incoming/(outgoing) resources before fair value movements on financial instruments

|  |      |       |     |       |
|--|------|-------|-----|-------|
|  | (12) | 1,017 | (5) | 1,000 |
|--|------|-------|-----|-------|

|                               |     |     |     |     |
|-------------------------------|-----|-----|-----|-----|
| Investment gains and (losses) | 260 | (2) | 238 | 496 |
|-------------------------------|-----|-----|-----|-----|

|           |    |      |   |   |
|-----------|----|------|---|---|
| Transfers | 54 | (54) | - | - |
|-----------|----|------|---|---|

|            |     |     |     |       |
|------------|-----|-----|-----|-------|
| Net income | 302 | 961 | 233 | 1,496 |
|------------|-----|-----|-----|-------|

|                               |     |   |   |     |
|-------------------------------|-----|---|---|-----|
| Pension scheme actuarial gain | 257 | - | - | 257 |
|-------------------------------|-----|---|---|-----|

|                       |     |     |     |       |
|-----------------------|-----|-----|-----|-------|
| Net movement of funds | 559 | 961 | 233 | 1,753 |
|-----------------------|-----|-----|-----|-------|

|                                                |        |       |       |        |
|------------------------------------------------|--------|-------|-------|--------|
| Fund balance carried forward at 31 August 2022 | 60,772 | 1,918 | 8,939 | 71,630 |
|------------------------------------------------|--------|-------|-------|--------|

|                                                |        |       |       |        |
|------------------------------------------------|--------|-------|-------|--------|
| Fund balance carried forward at 31 August 2023 | 61,331 | 2,879 | 9,172 | 73,383 |
|------------------------------------------------|--------|-------|-------|--------|

## 23. Post Balance Sheet event

On 7 January 2025 the Trustees announced the closure of Maidwell Hall School in July 2025 and undertook redundancy consultations with its staff. The net impact of the closure is estimated at £950,000.

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United Kingdom

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# UPPINGHAM

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# Accounts

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Uppingham School

# Consolidated Financial Statements

for the year ended 31 August 2023

Charity number: 1147280

Company number: 8013826

[www.uppinghamschool.co.uk](http://www.uppinghamschool.co.uk)

UPPINGHAM

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## Trustees and Officers

|                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Chair of Trustees</b>            | B M Matthews MBE BSc *◊•                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Vice-Chairs</b>                  | R J S Tice BSc *<br>K J Budge MA (Oxon) PGCE ◊•                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Trustees</b>                     | The Very Revd The Dean of Peterborough (Ex officio)<br>The Lord Lieutenant of Rutland (Ex officio) ◊<br>R N J S Price Esq *<br>S A Humphrey LLB (Hons) *<br>K J Gaine MA (Oxon) ◊<br>Professor J J A Scott BSc PhD ◊<br>D L C Wallis BA (Hons) (Oxon) *<br>D R Fothergill MA (Oxon) MBA * (resigned 17/06/2023)<br>C P M King MA ◊•<br>L J Womack BA (Hons) ◊•<br>A E Timpson CBE MP ◊<br>C E V Colacicchi MA (Oxon) *<br>M Fairfax *<br>Dr N R Kotecha OBE DL * (resigned 23/11/2022)<br>J Z Jaggs ◊• (appointed 03/02/2023)<br>D G Jones * MA (Oxon) * (appointed 20/05/2023)<br>A W Y To BSc MHKIS (Associate International Trustee) |
| <b>Headmaster</b>                   | Dr R J Maloney MTheol MA PhD                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Bursar and Clerk to Trustees</b> | S C Taylor Esq MA (Cantab) ACA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Registered Office</b>            | Uppingham School, Uppingham, Rutland LE15 9QD                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Company Number</b>               | 8013826                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Charity Number</b>               | 1147280                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

## Advisors

|                            |                                                                                              |
|----------------------------|----------------------------------------------------------------------------------------------|
| <b>Bankers</b>             | NatWest Bank Plc, 7 High Street, Melton Mowbray, Leicestershire LE13 0TT                     |
| <b>Solicitors</b>          | Farrer & Co LLP, 66 Lincoln's Inn Fields, Holborn, London WC2A 3LH                           |
| <b>Auditor</b>             | Crowe U.K. LLP, 4th Floor, St James House, St James Square, Cheltenham GL50 3PR              |
| <b>Investment Managers</b> | Cazenove Capital Management Ltd, 1 London Wall Place, London Wall, Barbican, London EC2Y 5AU |
| <b>Insurance Brokers</b>   | Berkeley Insurance Group, 2 Colton Square, Regent Street, Leicester LE11QH                   |

\* Member of the Finance and General Purposes Committee  
◊ Member of the Education Committee  
• Member of the Maidwell Hall Committee

# Report of the Trustees

## Year ended 31 August 2023

### Directors' Report

The Trustees, who are also directors, present their Annual Report for the year ended 31 August 2023 under the Charities Act 2011 and under the Companies Act 2006, including the Directors' and Strategic Reports and the audited financial statements for the year.

#### Objects, aims, objectives and activities

##### Charitable Objects

The objects of the Charity, as outlined in its Articles of Association, are "to advance the education of boys and girls by the provision of a boarding and/or day school or schools in or near Uppingham and by the provision of ancillary or incidental educational activities or other associated activities for the benefit of the community".

##### Public Benefit Aims and Intended Impact

Within this object, it is our aim to benefit the public by promoting a truly holistic education, pioneered at Uppingham in the 19th Century, where young people attain the highest academic levels balanced with an extensive co-curricular programme, which aims to develop life-long interests, promote pupils' well-being, and cultivate a desire to contribute to their communities. Uppingham is a full boarding school in which pupils are engaged in a broad educational programme seven days a week, and, accordingly, has an unequivocal commitment to excellence and innovation in the pastoral care of pupils.

Uppingham School is committed to benefitting the public, both through its charitable object, and in a broader context as a good neighbour and as a thriving economic entity. In the furtherance of these aims the Trustees have approved a Public Benefit policy and complied with the duty under s.17 of the Charities Act 2011 to have due regard to the Charity Commission's published general and relevant sector-specific guidance concerning the operation of the Public Benefit requirement under that Act.

Uppingham currently has 843 pupils, who come from all over the country and abroad, together with 147 pupils at Maidwell Hall School following a merger between the two schools in September 2022. Founded in 1584 by Archdeacon Robert Johnson and raised to its present eminence in the 19th Century by the great educationalist Edward Thring, Uppingham continues to flourish today. Originally a boys' school, girls were first accepted into the Sixth Form in 1975 and the School has been fully co-educational since 2001. High academic standards are a priority to the School and in addition there is a strong commitment to music, drama, art, design, technology, and sports. The all-round education, for which Thring made Uppingham famous, is further enhanced by pupil involvement in the 'Upp & Out' community service programme, the Duke of Edinburgh Award Scheme, expeditions, and many other activities.

##### Educational outreach and community involvement

The School sits at the heart of a small market town and is committed to working closely both with local schools and the local community. In addition to providing means-tested bursaries for local children to attend the School, the public benefit through educational outreach which includes pupil-led tuition in Latin and Maths, providing classroom assistance, joint pedagogical projects with subject leaders in state maintained schools, leading community music programmes in primary schools, helping run extra-curricular school clubs, practice for university interviews, staging musical concerts, and supporting mental health programmes for schoolchildren in Rutland.

## Report of the Trustees

### Directors' Report

The School has a relationship of mutually beneficial co-operation with several state-maintained schools, including the David Ross Educational Trust (DRET), with which the School has signed a Memorandum of Understanding supported by annually agreed plans of action. Uppingham continues to support individual DRET schools by engaging in areas such as music, community service, CCF, arts, sports, pastoral care, higher education and careers advice, residential experiences, curriculum development, as well as providing subject-specialist masterclasses.

Uppingham engaged with the Mead Educational Trust (TMET), a group of five secondary schools in city centre Leicester. Outreach is focused on four main areas: Music, Sport, D&T and Life Skills. This year TMET students have enjoyed Music Tech sessions and Room to Record workshops, in which TMET school bands create and cut their own singles in Uppingham's production studios, with tuition from Uppingham staff. In Sport, the School welcomed Castle and Brooke Mead scholars for Basketball, Netball and Sport Development workshops, with cross-participation between Uppingham and TMET pupils at each session. Debating Outreach is added in October 2023, with Brooke and Castle Mead students engaging Uppingham in STEM focused debates. TMET have also engaged in pre-existing events, including Uppingham's Sports Conference, Lunchtime Concerts and School Orchestra Day. Outreach is developed alongside TMET's Leadership Teams, to improve cultural capital within TMET through broad access to the Uppingham community. The partnership creates a pathway for bright students to engage with Uppingham and apply for a Bursary Award – a TMET Careers Group has been formed to support 2023 applications and develop links with Uppingham's own Careers offer.

Uppingham has partnered with Beauchamp City Sixth Form (BCSF) in Leicester to support the aspiration of BCSF pupils to elite universities and has organised a programme of exchange visits, peer-to-peer mentoring, and Oxbridge mock interview experiences for BCSF students.

Uppingham pupils engage in a range of outreach programmes, the majority of which occur during a Friday afternoon through the School's Upp & Out programme. Pupils support elderly residents in their homes, and work with two residential care homes, Hallaton Manor and Manton Hall, and support primary school students in a range of settings, including Red Kite and Brightways, which are special needs settings. Pupils deliver a range of programmes which they have developed, support five primary schools where pupils deliver maths and reading support as well as on site through the primary science programme. Pupils also support local charities such as LOROS and the local food bank in Rutland where they have assisted in the creation and delivery of food parcels and providing clothes and bedding to those in need. Finally, pupils are engaged in environmental initiatives where they work closely with *Uppingham in Bloom* as part of the community gardening programme and assist in improving waterways and land use through our partnership with the countryside conservation programme.

The School's sporting facilities are made available to schools, clubs and teams in the area and the public enjoy access to the School's 59 acres of playing fields. Other School facilities are made available to local societies, schools and clubs for educational purposes and performances and shows, and the Estates department

# Report of the Trustees

## Directors' Report

gives assistance to the town of Uppingham on technical and horticultural matters. Pupils and staff from the School perform weekly lunchtime concerts in the town's church.

### Structure, Governance and Management

#### Governing documents

Uppingham School is a registered charity (number 1147280) and is incorporated as a company limited by guarantee (company number 08013826). The company is governed by Articles of Association. The company's charitable objects are "to advance the education of boys and girls by the provision of a boarding and/or day school or schools in or near Uppingham and by the provision of ancillary or incidental educational activities or other associated activities for the benefit of the community".

All the undertakings of the School were transferred across to the company upon incorporation on 1 September 2012, with the exception of endowed properties ('specie' land) and assets, which continue to be held in the Archdeacon Robert Johnson Trust. A 'Uniting Order' from the Charity Commission removes the need to prepare separate accounts for both company and trust.

#### Appointment and induction of Trustees

The Trustees who served during the year and since the year-end are shown on page 3. Under the Articles of Association, Trustees must not number fewer than seven nor more than twenty-one persons: two ex-officio, two appointed, and between five and seventeen co-optative Trustees. Appointed Trustees are appointed by the Hospital of St John and St Anne in Oakham, and by the Headmaster and teaching staff of the School. Co-optative Trustees are appointed by fellow Trustees exercising a majority opinion.

Trustees are recruited as much as possible to represent a cross-section of skills and experience considered most useful in addressing the issues facing the School. The Chair's Committee, acting as nominations committee, maintains a shortlist of potential Trustees. The Chair interviews all proposed Trustees and presents their credentials to the Trustee board, whose approval is required before they are invited to join it. In addition to key documents, including the AGBIS Guidelines for Governors, Trustee induction includes child protection training, a pupil tour of the School, lesson observation, meetings with Headmaster and Bursar, and usually a lunch with pupils in a boarding house. Ongoing training of Trustees on topical subjects is made available on a regular basis, and a programme of annual Trustee day-long observations of the workings of the School is in place.

Trustees carry out a governance self-evaluation exercise every two years. The seven principles in The Charity Governance Code published in July 2017 and refreshed in 2020 are reflected in that exercise.

# Report of the Trustees

## Directors' Report

### Organisational management

The Trustees of the Charity are responsible for the overall management and control of the School and meet three times a year.

There are three principal Trustee sub-committees. The Finance and General Purposes Committee (F&GP) meets two weeks before each meeting of the full Trustees, and addresses matters relating to finance, operations, estate, and investments. The F&GP Committee works under the chairmanship of Mr Richard Tice, and the other members are indicated on page 3. The Education Committee, chaired by Mr Keith Budge, addresses matters relating to the educational, academic, and pastoral agenda. This committee meets once a term, and its members are indicated on page 3. The Maidwell Committee, also chaired by Keith Budge, addresses matters relating to the quality of educational provision and pupil welfare and safety at Maidwell Hall. This Committee also meets once a term, and its members are indicated on page 3.

A sub-committee of F&GP, the Investment Sub-committee, monitors the performance of the School's investments, whose management is delegated to Cazenove Capital Management Ltd, a firm of professional investment managers. It meets immediately before each F&GP meeting and reports to that meeting.

The Audit Committee, which is chaired by a Trustee not chairing F&GP, and whose membership excludes the Chair of Trustees, meets once a year. It is responsible for reviewing the financial statements, internal control, risk management, and the external audit, and reports directly to the Trustees.

The International Schools Committee, chaired by the Chair of Trustees, monitors progress towards the establishment of Uppingham-branded schools overseas with partnering investors.

The Estates sub-committee monitors the development of the School's Infrastructure Strategy.

The work of implementing most of the Trustees' policies and the day to day running of the School is delegated to the Headmaster and Bursar. The Headmaster and Bursar attend the meetings of the above committees and are supported by the School's executive leadership teams and together this group are the key management personnel.

Remuneration is set by the Headmaster and Bursar and overseen by the Trustees, with the policy objective of providing appropriate incentives to encourage enhanced performance and of rewarding fairly and responsibly individual contributions to the School's success.

The appropriateness and relevance of the remuneration policy is reviewed annually and ensures that the School remains sensitive to the broader issues of pay and employment conditions elsewhere. Delivery of the School's charitable vision and purpose is primarily dependent on its personnel, and staff costs are the largest single element of its charitable expenditure.

# Report of the Trustees

## Directors' Report

### Group structure and relationships

The School has wholly owned non-charitable subsidiaries, whose activities and trading performance are discussed below: Uppingham School Enterprises Ltd; Uppingham School (Construction) Limited; Uppingham School International Ltd (dormant); Uppingham School (Asia) Ltd; Uppingham School (Selwyn) Ltd; and Uppingham School (Reddall) Ltd.

Uppingham School belongs to several representative bodies in the independent school sector, whose goal is the enhancement of the highest standards of education. We also cooperate with local schools and organisations to widen public access to the schooling we can provide, to optimise the educational use of our cultural and sporting facilities, and to awaken in our pupils, in the public interest, an awareness of the social context of the all-round education they receive at Uppingham School.

### Equality Act

Uppingham School complies with the Equality Act 2010 and is committed to providing equal opportunities in employment. The School's policies seek to avoid unlawful discrimination in all aspects of employment including recruitment, promotion, opportunities for training, pay and benefits, discipline, and selection for redundancy. Uppingham is a registered member of Investors in Diversity (IiD), an award run by the National Centre for Diversity, acknowledging a business or organisation's adherence to the Centre's FREDIE values (Fairness, Respect, Equality, Diversity, Inclusion and Engagement).

### **Statement of Trustees' Responsibilities**

The Trustees (who are also directors of the charity for the purposes of company law) are responsible for preparing the Report of the Trustees and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards).

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 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 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.

## Report of the Trustees Directors' Report

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 charity and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Trustees confirm that:

- so far as they are aware, there is no relevant audit information of which the company's auditors are unaware, and
- they have taken all the steps that he/she ought to have taken as Trustees to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

# Report of the Trustees

## Strategic Report

### Objectives and Strategies

#### Objectives for the year

The objectives for the year ended 31 August 2023 reflected the School's values of Future Facing and Fearless, Intellectually Inquisitive and Inventive, Collaborative and Connected, and Responsible and Compassionate. The objectives included:

- Delivery of the second-year targets in the 2021-26 Educational Strategic Plan, under the headings of academic and curriculum, pastoral, co-curricular, teacher development, and Sixth Form;
- Delivery of the School's '2021 Forward' Strategic Plan including Educational Plan (as above), addressing the 'fee affordability' gap, widening the socio-economic diversity of the pupil body, and ensuring the School's infrastructure is market leading.
- Revision of the School's 2015 Estate Masterplan.
- Following the merger with Maidwell Hall School on 30 September 2022, working with Maidwell colleagues to meet the requirements of an ISI monitoring inspection, transform safeguarding and health & safety culture in the School, increase pupil numbers and invest in a major refurbishment of the School's fabric.

#### Strategies to achieve the year's objectives

The 2021-26 Educational Strategic Plan will be achieved by delivering a number of initiatives:

- Academic and curriculum: academic outcomes; the 13-16 curriculum; staffing strategy; assessment and tracking; pupil and staff data; and academic enrichment.
- Pastoral: health and wellbeing; training and development; safeguarding; pastoral structures; and diversity and inclusion.
- Co-curricular: culture and values; experimental and outdoor learning programme; scholarship and further learning programme; creative and physical literacy; pupil enrichment; structures and systems; and co-curricular infrastructure.
- Teacher development: teacher development programme; evidence-based practice; effective collaboration; digital strategy; professional development review system; and teacher development hub.
- Sixth Form: future choices; Sixth Form centre; and post-qualification applications.

Delivery of the '2021 Forward' School Strategic Plan will be achieved by creating an endowment fund, bridging the 11-13 educational gap, generating additional income streams, recruiting a higher proportion of pupils from less advantaged backgrounds, and delivering a far-sighted infrastructure plan. In particular, the School's work on a merger with Maidwell Hall School achieved completion on 30 September 2022.

# Report of the Trustees

## Strategic Report

### Review of achievements and performance for the year

#### Pupil roll

In the year under review, Uppingham School had 847 (2022: 830) senior pupils, of whom 794 (2022: 793) were senior boarders and 53 (2022: 37) were senior day pupils. There were also 135 junior pupils (2022: Nil) at Maidwell Hall.

#### Operational performance

Following the successful application of the School's strategies, the School started the academic year in September 2023 with a strong pupil roll of 843 pupils. The Trustees are, however, aware of headwinds from high inflation, a flatlining UK economy, the gradual and long-term decline in the UK boarding market, and, most significantly, the Labour Party's policy of imposing VAT on independent schools, and withdrawing business rates relief, should the party win the forthcoming general election.

Examination results in 2023 were very strong, marked by a return to normal pre-Covid examination conditions. The A level pass rate was 99.8% (with just one failed entry due to a serious medical condition), with 22% graded A\*, 51% graded A\* or A, and 82% of subjects graded A\*, A or B. These were the strongest results compared with pre-Covid outcomes. The GCSE pass rate was 97% with 22% of subjects graded 9, 47% graded 9 or 8 and 68% graded 9 to 7. This year 94% of leavers went on to higher education. Of this group, 16% gained places at institutions ranked in the global top 50, and 25% ranked in the global top 100. Of these places, 72% were at Russell Group universities.

These academic achievements were accompanied by a full programme of sporting activities and fixtures across a wide range of sports including rugby, hockey, cricket, athletics, lacrosse, tennis, netball, swimming, badminton, basketball, sailing, fencing, football, fives, and squash. Uppingham's distinguished reputation for music was maintained by a very busy programme of weekly recitals, and house and School choral and instrumental concerts. As well as music, theatre, drama, art, and design technology all flourish at Uppingham. The fully equipped 300-seat theatre and Williams studio theatre regularly stage School productions as well as playing host to visiting professional companies.

#### Developments

Construction began on the refurbishment of the School's Grade 2-listed 1st XI cricket pavilion on The Upper, due to be completed in December 2023, and including the re-instatement of the players' gallery. The strategy of integrating new Day pupil spaces within boarding houses has continued, enabling 52 Day-boarder places in September 2022 and 71 in September 2023. Design on a new boarding house wing began during the year, with a view to submitting a planning application in the Autumn of 2023. A new Estate Masterplan, with investment framework, investment programme and sustainability charter, was approved by the Trustees in June 2023, setting out plans for the estate under four investment pillars: 'Pupils first'; 'Future focused'; 'History and identity'; and 'Sustainability'.

#### Fundraising performance

The Foundation raised funds for infrastructure projects as well as means-tested bursaries enabling more pupils to benefit from the School's education who otherwise could not afford the fees. Donations and legacies totalled £2,156,899 (2022: £376,555) including the net donation of £993,399 from Maidwell Hall.

# Report of the Trustees

## Strategic Report

Fundraising during the year was carried out solely by the Development team with support from alumni and parents. No external fundraising individuals or companies were employed. The School is signed up to the Fundraising Regulator which oversees the Code of Fundraising Practice and there were no incidences of failures to comply with fundraising standards, nor any complaints received. The School adheres to the new GDPR regulations and contacts only those for whom our communications will be relevant and of interest.

### School merger

On 30 September 2022, the assets and liabilities of Maidwell Hall School were transferred to the School by way of a charitable merger. As a Prep school, Maidwell Hall retained a separate DfE registration. The two schools share an educational ethos of holistic education, broad curriculum, boarding and day provision, and co-education. The merger will enable the group of schools to broaden access to its education through philanthropic support for bursaries from Year 7, as well as Maidwell Hall continuing to provide a reliable stream of boarders to Uppingham.

### Section 172(1) statement

The Trustees have acted in accordance with their duties codified in law, which include their duty to act in the way in which they consider, in good faith, would be most likely to promote the success of the School for the benefit of its members as a whole, having regard to the beneficiaries and matters set out in section 172(1) of the Companies Act 2006.

In discharging their duties above, the Trustees carefully consider, amongst other matters, the impact on and interest of other stakeholders in the School and factor these into their decision-making process.

### Pupils

Boarding and day pupils alike benefit from the School's excellent pastoral provision with staff placing as much importance on pupils' all-round personal development as they do on academic progress. Pupils are actively encouraged to offer suggestions on the operation of the School through committees, houses or tutor meetings, and this pupil voice is actively considered in decisions made by the Uppingham Leadership Team and Trustees.

### Employees

The School recognises that the qualities, skills and commitment of its employees play a major role in the School's success. Regular briefings keep staff informed of School-wide developments, and wide-ranging employee benefits enhance their quality of life. Staff wellbeing and engagement have continued to be areas of attention, along with equality, diversity and inclusion, and Uppingham working towards accreditation under Investors in Diversity (IiD).

### Parents

The School recognises the many benefits of engaging with parents. An historic reliance on written communication has given way to digital innovations such as Headmaster's filmed 'letters', regular Zoom-based interactive forums, online parent teacher meetings, as well as streaming live and recorded audio-visual

# Report of the Trustees

## Strategic Report

events and podcasts. Although written communications continue, they are disseminated via a platform which offers greater interactivity and clarity of communication.

### Community

The School is proud of its place in the local community and conscious that, as the largest employer in the town of Uppingham, it has a significantly beneficial impact on the local economy and on local cultural life and maintains close relations with Uppingham Town Council.

The School endeavours wherever possible to enable local schools and sports clubs to benefit from its academic and co-curricular facilities. The pupil 'Upp & Out' programme works with local charities and social organisations to channel pupils' support and assistance to the elderly and disabled.

### **Financial review and results for the year**

A summary of the results of the year's operations is given in the statement of financial activities on page 24.

School fee income was 14.0% ahead of the previous year due to a small fee increase, higher pupil numbers and the merger with Maidwell Hall.

The Charity's principal funding sources were School fees (86% of incoming resources), trading turnover (5%), donations (5%), other activities (1%), investment income (2%), and rents, lettings and other income (1%).

Awards totalling £2,949,774 (2022: £2,168,832) were made to pupils for scholarships, bursaries and other grants from unrestricted funds, and further awards from restricted funds amounted to £501,973 (2022: £405,815).

Net incoming resources of £999,614 (2022: £239,883) included a surplus of £1,016,894 on restricted income (2022: deficit £149,510), due mainly to the merger with Maidwell Hall.

The net movement of funds shows an overall increase of £1,752,922 reflecting the above net incoming resources, an actuarial gain on the pension scheme of £257,000 and a net investment gain of £496,308.

The School's five-year cash projection is updated termly, and considers cash position, sources of income and planned expenditure. Scenarios considered include reduced pupil numbers, reduced fees as well as the impact on costs of inflation and other economic factors. The results of this cash flow and sensitivity analysis indicate that cash reserves of the Charity are adequate to meet the Charity's obligations as they fall due.

Having regard to the above, the Trustees believe it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

# Report of the Trustees

## Strategic Report

### Fee remissions

The School awarded 3,451,747 (2022: 2,574,647) in means-tested bursaries, scholarships and other fee discounts. Means-tested bursaries are designed to widen public access to an Uppingham or Maidwell Hall education to those who otherwise could not afford the fees, and to relieve hardship where the pupil's education and prospects would otherwise be at risk. Means-tested bursaries cover a wide range of remission from 10% up to 100%+ of the fees (in the latter case including support for uniform and additional charges) and accounted for 2,027,713 or 59% of total discounts (2022: 1,794,341 or 70% of total discounts). The average means-tested bursary was worth 23,042 (2022: 23,303) and 25 pupils were awarded bursaries in excess of 75% of the fee (2022: 22). Philanthropic donations contributed 429,363 towards these larger means-tested awards (2022: 345,874).

Scholarships are awarded for academic, musical, drama, artistic, sporting, and all-round excellence; the accompanying financial discount is a small proportion of the fee. Scholarships worth 491,930 or 14% of the total were awarded (2022: 453,965 or 18%). Other fee remissions include staff discounts, and sibling, forces and other discounts at Maidwell Hall.

The merger with Maidwell Hall in September 2022 had a significant impact on the relative proportions of means-tested bursaries and scholarships, and Maidwell Hall's fee discounts policy has now been brought into line with Uppingham's.

### **UK trading subsidiaries**

The School carries out its UK trading operations through two wholly owned subsidiary companies, Uppingham School Enterprises Limited and Uppingham School (Construction) Limited.

#### Uppingham School Enterprises Ltd

Uppingham School Enterprises Ltd, which runs a programme of summer lettings, the School Shop, and the commercial activities of Uppingham School Sports Centre, had a good year. Sales rose to £2,017,854 (2022: £1,956,161) and a profit of £302,198 was made before gift-aid (2022: £404,758). This result included lost income in the Sports Centre due to repairs to the pool hall. The gift-aid amount to Uppingham School is £275,949.

The Directors are confident that business will remain strong in the year-ended 31 August 2024.

Uppingham School Enterprises Ltd ended the year with net assets of £33,637 (2022: £7,388). The Directors have reviewed the trading and cash flow forecasts for the year ending 31 August 2024 and believe it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

#### Uppingham School (Construction) Ltd

Uppingham School (Construction) Limited, which designs and builds new boarding houses, had sales of £26,251 (2022: £234,506) and a net surplus of £765 (2022: £6,830) in the year, which was gift aided to Uppingham School.

# Report of the Trustees

## Strategic Report

### International trading operations

The School's international trading operations are carried out through a wholly owned, dormant subsidiary, Uppingham School International Limited, and its three wholly owned subsidiaries, Uppingham School (Asia) Limited, Uppingham School (Selwyn) Limited and Uppingham School (Reddall) Limited.

#### Uppingham School (Asia) Ltd

The company had turnover of £Nil (2022: NIL) and made a loss of £1,089 (2022: £4,986). The School has provided against the inter-company balance of £2,277 (2022: £4,091).

#### Uppingham School (Selwyn) Ltd

The company had turnover of £100,000 and made a profit of £59,534 (2022: loss of £10,804). The School therefore wrote back the prior year provision of £57,482.

#### Uppingham School (Reddall) Ltd

The company had turnover of £Nil (2022: £200,000) and made a loss of £5,151 (2022: profit of £56,113). The School has provided against the inter-company balance of £3,062.

### Appropriation of resources

The Trustees recommend that any unrestricted surplus at the end of the year be carried forward.

### Fixed assets

The valuation of the land and buildings of the Charity depends largely on their continued use as a boarding and day school or similar activity. The Trustees are satisfied that, assuming that they continue to be used for their current purposes, any significant difference between the current market value of the land and buildings and the value at which they are shown in these Financial Statements would have no material impact on the School's operations or financial viability. Changes in fixed assets during the year are set out in Note 9 to the financial statements.

### Reserves policy

Disregarding the notional pension-funding deficit calculated under FRS102 (see below), at 31 August 2023, the total funds of the School were £73,813,518. Of these, £9,172,032 were permanent endowment funds and £2,879,004 were restricted funds. This leaves unrestricted funds of £61,762,482 of which £430,902 has been designated by the Trustees and £76,820,231 are represented by fixed assets. Therefore, the School currently has a surplus on free reserves of £8,551,349 (after taking account of capital borrowings of £24,040,000) which primarily represents funds due to be expended on fixed assets.

Total unrestricted funds as shown in the accounts include a notional funding deficit of £431,000 (2022: deficit £758,000) calculated under FRS102 in respect of the Charity's defined benefit pension scheme for support staff. The Trustees believe that this notional funding calculation, which can vary considerably between surplus and deficit according to the assumptions made at each year end, has no material effect on the Charity's cash flows in the short term, and that in the longer term its effects are capable of mitigation out of future income. For this reason, the Trustees consider that it should be disregarded for reserves policy purposes.

# Report of the Trustees

## Strategic Report

The surplus on free reserves is consistent with the Five-year Cash Projection, which is updated and considered by the Trustees on a regular basis. The Trustees are committed to providing an excellent environment for pupils at the School by improving its academic, pastoral, and extra-curricular facilities. This programme is reviewed and updated on a regular basis, along with its impact on cash flows. In addition to the improvements programme the School has undertaken a buildings condition survey to ensure that an adequate maintenance programme is in place to protect the School's fabric and plant for the long term. The School's policy is to operate with a deficit on free reserves and, over the foreseeable future, to continue to finance these two programmes through surpluses. This policy is managed prudently by ensuring that cash 'headroom' (defined as cash balances plus available bank overdraft) never falls below £3 million.

The School's management of reserves will be reviewed on an annual basis by the Trustees.

### Investment policy and performance

The Trustees' investment powers are governed by the Articles of Association and by the Trustee Act 2000. The Trustees' policy is to maintain income while building the real value of endowed investments over the long term, and to maximise income on temporarily invested restricted funds.

The School's investments have continued to be managed in conformity with the policy and the Articles of Association. Their performance is measured regularly against a composite benchmark representing a weighting to market indices in line with the long-term strategic asset allocation. The long-term benchmark since the appointment of Cazenove Capital as fund managers in September 2013 was amended from an RPI-related target to CPI + 4.0% in March 2020.

The Scholarship & Prizes portfolio and the General Endowment portfolio are consolidated into one portfolio called the 'Endowed and Restricted' Fund. The consolidated assets returned +5.4%, ahead of the composite benchmark return of +2.0% but, due to very high inflation, behind the one-year CPI +4.0% target return of +10.9%. Markets continue to be driven by interest rate moves and inflation data. Although the global economy has been more resilient than expected, inflation may take some time to fall back to target levels. In such a scenario, interest rates are expected to remain elevated for some time.

### **Principal risks and uncertainties**

The most significant risks identified by the Trustees are declining fee income (whether through recession, declining popularity of boarding or fee affordability, or political and economic uncertainty); changes in market conditions; government policy towards independent schools and visas for overseas pupils; pension costs and pension commitments; inadequate strategic planning; insufficient range of skills on the Trustee body; inadequate academic performance; inadequate boarding and teaching facilities; an underfunded bursaries strategy; the affordability of fees; changes in tax legislation (such as the possible imposition of VAT on school fees); pupil safeguarding issues; increasing energy costs; significant health and safety risks such as a boarding house fire or offsite accident; site security risks; poor catering standards; cyber-security threats and failure of key software or hardware.

# Report of the Trustees

## Strategic Report

The Trustees are responsible for the management of the risks faced by the School. Detailed considerations of risk are delegated to the Finance & General Purposes Committee, which is assisted by the Uppingham Leadership Team. Risks are identified and assessed, and controls established throughout the year. A formal review of the Charity's risk management processes is undertaken on an annual basis.

The key controls used by the Charity include:

- formal agendas for all Committee and Board activity;
- detailed terms of reference for all Committees;
- comprehensive strategic planning, budgeting, management accounting, and cash flow forecasting;
- established organisational structure and lines of reporting;
- formal written policies, including child protection, safeguarding, health and safety, crisis management, and compliance with all relevant legislation applicable to schools;
- clear authorisation and approval levels; and
- vetting procedures as required by law for the protection of children.

Through the risk management processes established for the School, the Trustees are satisfied that the major risks to which the School is exposed have been reviewed and systems or procedures have been established to manage those risks. It is recognised that systems can provide reasonable but not absolute assurance that major risks have been adequately managed.

The Trustees regularly review the effectiveness of current plans and strategies for managing all identified major risks for both the School and its subsidiaries.

### Future Plans

#### Objectives for the forthcoming year

The objectives for the forthcoming year are as follows:

- Delivery of the annual targets in the new 2021-26 educational strategy, under five sections headed Academic and curriculum, Pastoral care & safeguarding, Co-curriculum, Teacher development, and Sixth Form;
- Delivery of the School's strategic plan entitled '2021 Forward: Thriving in an Uncertain World' including the educational strategic plan (above), addressing the affordability gap, widening socio-economic diversity, and ensuring that Uppingham's infrastructure presents the School to good advantage compared with its peers.
- Ensuring that Maidwell Hall School provides an excellent, safe, and financially secure education for its pupils.

## Report of the Trustees

### Streamlined energy and carbon reporting

#### Energy and emissions report

The academic year 2022-23 saw Uppingham School's carbon emissions and pupil numbers increase slightly as the School's portfolio expanded to include Maidwell Hall School. Overall, the net tonnes of CO<sub>2</sub>e per pupil fell from 3.24 to 3.03 tCO<sub>2</sub>e.

The School has continued to replace lighting with high efficiency LED lamps throughout the boarding houses as part of a phased programme.

The School's combined heat and power (CHP) unit has been restored after a period of dormancy, generating onsite electricity and heat for the Sports Centre. The Centre's Building Management System settings were also reviewed to allow for improved automated control of plant and equipment.

The School's phased programme of window upgrades has continued with the installation of heritage double glazing across Lorne House and West Deyne boarding houses to replace the single glazed panes previously installed.

In addition to the mandatory ESOS Phase 3 energy assessment conducted within the 2022-23 academic year, Uppingham School commissioned an enhanced energy audit to identify further energy savings opportunities across the Sports Centre, Memorial Hall, boarding houses and Maidwell Hall. The recommendations within the report will be incorporated into the School's ongoing planning activities.

The School has appointed a full time 'Head of Energy & Environmental Sustainability' role since June 2023 to give dedicated attention to energy and carbon reduction.

Uppingham School has measured Scope 1 and Scope 2 emissions and included Scope 3 business travel (grey fleet). The intensity ratio provided is tCO<sub>2</sub>e per pupil in line with previous years' reporting.

Energy units were converted to tCO<sub>2</sub>e using the UK Greenhouse Gas Reporting: Conversion Factors 2022.

## Report of the Trustees

### Streamlined energy and carbon reporting

|                                       |                        | 2022/23           |                    |              | 2021/22           |                    |              |
|---------------------------------------|------------------------|-------------------|--------------------|--------------|-------------------|--------------------|--------------|
| Type of emission                      | Activity               | kWh               | tCO <sub>2</sub> e | % of total   | kWh               | tCO <sub>2</sub> e | % of total   |
| Scope 1                               | Natural gas            | 12,025,852        | 2,195.2            | 73.7%        | 10,845,235        | 1,979.0            | 77.5%        |
|                                       | Burning oil (Kerosene) | 17,397            | 4.5                | 0.1%         |                   |                    |              |
|                                       | Transport (vehicles)   | 342,680           | 83.0               | 2.8%         | 156,633           | 38.0               | 1.1%         |
|                                       | <b>Sub-total</b>       | <b>12,385,929</b> | <b>2,282.7</b>     | <b>76.6%</b> | <b>11,001,868</b> | <b>2,017.0</b>     | <b>78.6%</b> |
| Scope 2                               | Purchased Electricity  | 3,558,569         | 688.2              | 21.3%        | 3,441,724         | 666.0              | 21.3%        |
|                                       | <b>Sub-total</b>       | <b>3,558,569</b>  | <b>688.2</b>       | <b>23.1%</b> | <b>3,441,724</b>  | <b>666.0</b>       | <b>21.3%</b> |
| Scope 3                               | Grey car fleet         | 36,289            | 8.9                | 0.3%         | 27,794            | 7.0                | 0.1%         |
|                                       | <b>Sub-total</b>       | <b>36,289</b>     | <b>8.9</b>         | <b>0.3%</b>  | <b>27,794</b>     | <b>7.0</b>         | <b>0.1%</b>  |
| <b>Total gross emissions</b>          |                        | <b>15,980,787</b> | <b>2,979.9</b>     | <b>100%</b>  | <b>14,471,386</b> | <b>2,690</b>       | <b>100%</b>  |
| Intensity metric:                     |                        |                   |                    |              |                   |                    |              |
| Number of pupils                      |                        |                   | 982                |              |                   | 830                |              |
| Tonnes of CO <sub>2</sub> e per pupil |                        |                   | 3.03               |              |                   | 3.24               |              |

#### Auditors

Crowe U.K. LLP has indicated its willingness to be reappointed as statutory auditors.

This report, including the Directors' Report and the Strategic Report, was approved by the Board and signed on behalf of the Trustees:



**Barbara Matthews**

Chair of Trustees  
2 December 2023

# Independent Auditor's Report to the Members of Uppingham School

## Opinion

We have audited the financial statements of Uppingham School ('the charitable company') and its subsidiaries ('the group') for the year ended 31 August 2023 which comprise Consolidated Statement of Financial Activities, Charity and Consolidated Balance Sheets, Consolidated Cash Flow Statement and notes to the financial statements, including 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 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 charitable 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 Trustees' 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 or the group'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.

# Independent Auditor's Report to the Members of Uppingham School (continued)

## 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.

## 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 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:

- adequate and proper accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

## Responsibilities of Trustees

As explained more fully in the Trustees' responsibilities statement set out on page 8, 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

# Independent Auditor's Report to the Members of Uppingham School (continued)

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.

Details of the extent to which the audit was considered capable of detecting irregularities, including fraud and non-compliance with laws and regulations are set out below.

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

## 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 identified and assessed the risks of material misstatement of the financial statements from irregularities, whether due to fraud or error, and discussed these between our audit team members. We then designed and performed audit procedures responsive to those risks, including obtaining audit evidence sufficient and appropriate to provide a basis for our opinion.

We obtained an understanding of the legal and regulatory frameworks within which the charitable company 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 Companies Act 2006, taxation legislation, 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 charitable company'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

## Independent Auditor's Report to the Members of Uppingham School (continued)

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.

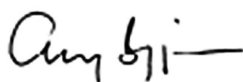
Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the Trustees and other management and inspection of regulatory and legal correspondence, if any.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be with the accuracy of bursaries, scholarships and allowances, and the override of controls by management. Our audit procedures to respond to these risks included enquiries of management, and the Audit & Risk Committee about their own identification and assessment of the risks of irregularities, sample testing on the posting of journals, designing audit procedures over bursaries, scholarships and allowances, reviewing accounting estimates for biases, 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.

### 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 and the charitable company's Trustees 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 GL50 3PR

Date: 15 January 2024

# Consolidated statement of financial activities (including the income and expenditure account) for the year ended 31 August 2023

| <b>INCOMING RESOURCES</b>                                                          | Notes | Unrestricted      | Restricted       | Permanent Endowment | <b>Total 2023</b> | <i>Total 2022</i>  |
|------------------------------------------------------------------------------------|-------|-------------------|------------------|---------------------|-------------------|--------------------|
|                                                                                    |       | £                 | £                | £                   | £                 | £                  |
| <b>Charitable Activities</b>                                                       |       |                   |                  |                     |                   |                    |
| School fees                                                                        | 2     | 34,808,122        | -                | -                   | <b>34,808,122</b> | 30,534,488         |
| Lettings                                                                           |       | -                 | -                | -                   | -                 | -                  |
| Donations                                                                          |       | 383,221           | 1,537,038        | -                   | <b>1,920,259</b>  | 376,555            |
| Other activities                                                                   |       | 570,056           | -                | -                   | <b>570,056</b>    | 204,765            |
| <b>Activities for generating funds:</b>                                            |       |                   |                  |                     |                   |                    |
| Subsidiary turnover                                                                | 4     | 1,817,536         | -                | -                   | <b>1,817,536</b>  | 1,749,087          |
| Rents and lettings receivable                                                      |       | 111,606           | -                | -                   | <b>111,606</b>    | 85,548             |
| <b>Investment income</b>                                                           |       | 656,401           | 50,655           | -                   | <b>707,056</b>    | 363,403            |
| <b>Other income</b>                                                                | 3     | 573,043           | -                | -                   | <b>573,043</b>    | 232,327            |
| <b>Total incoming resources</b>                                                    |       | <b>38,919,985</b> | <b>1,587,693</b> |                     | <b>40,507,678</b> | <b>33,546,173</b>  |
| <b>RESOURCES EXPENDED</b>                                                          |       |                   |                  |                     |                   |                    |
| <b>Cost of generating funds:</b>                                                   |       |                   |                  |                     |                   |                    |
| Fundraising costs                                                                  |       | 307,458           | -                | -                   | <b>307,458</b>    | 264,257            |
| Subsidiary costs                                                                   | 4     | 1,442,227         | -                | -                   | <b>1,442,227</b>  | 1,220,449          |
| Finance costs                                                                      | 5     | 879,540           | -                | -                   | <b>879,540</b>    | 994,330            |
|                                                                                    |       | 2,629,225         | -                | -                   | <b>2,629,225</b>  | 2,479,036          |
| <b>Charitable activities</b>                                                       |       |                   |                  |                     |                   |                    |
| School and grant-making                                                            | 5     | 36,302,641        | 570,799          | 5,399               | <b>36,878,839</b> | 30,827,254         |
| <b>Total resources expended</b>                                                    | 5     | <b>38,931,866</b> | <b>570,799</b>   | <b>5,399</b>        | <b>39,508,064</b> | <b>33,306,290</b>  |
| <b>Net incoming resources before fair value movements on financial instruments</b> |       | <b>(11,881)</b>   | <b>1,016,894</b> | <b>(5,399)</b>      | <b>999,614</b>    | <b>239,883</b>     |
| Investment gains and losses                                                        | 9     | 259,876           | (1,755)          | 238,187             | <b>496,308</b>    | (2,622,929)        |
| Transfers                                                                          | 18    | 54,376            | (54,376)         | -                   | -                 | -                  |
| <b>Net income</b>                                                                  |       | <b>302,371</b>    | <b>960,763</b>   | <b>232,788</b>      | <b>1,495,922</b>  | <b>(2,383,046)</b> |
| Pension scheme actuarial gain                                                      | 21    | 257,000           | -                | -                   | <b>257,000</b>    | 4,048,000          |
| <b>Net movement of funds</b>                                                       |       | <b>559,371</b>    | <b>960,763</b>   | <b>232,788</b>      | <b>1,752,922</b>  | <b>1,664,954</b>   |
| Fund balance carried forward at 31 August 2022                                     |       | 60,772,111        | 1,918,241        | 8,939,244           | <b>71,629,596</b> | 69,964,642         |
| Fund balance carried forward at 31 August 2023                                     |       | <b>61,331,482</b> | <b>2,879,004</b> | <b>9,172,032</b>    | <b>73,382,518</b> | <b>71,629,596</b>  |

The notes on pages 28 to 52 form part of these financial statements

# Charity and Consolidated Balance Sheets as at 31 August 2023

|                                                  | Notes | Group<br>2023<br>£ | Group<br>2022<br>£ | Charity<br>2023<br>£ | Charity<br>2022<br>£ |
|--------------------------------------------------|-------|--------------------|--------------------|----------------------|----------------------|
| <b>FIXED ASSETS</b>                              |       |                    |                    |                      |                      |
| Tangible assets                                  | 8     | 80,198,291         | 77,016,143         | 80,177,890           | 76,983,732           |
| Investments                                      | 9     | 32,415,958         | 30,436,022         | 32,445,522           | 30,465,586           |
|                                                  |       | <u>112,614,249</u> | <u>107,452,165</u> | <u>112,623,412</u>   | <u>107,449,318</u>   |
| <b>CURRENT ASSETS</b>                            |       |                    |                    |                      |                      |
| Stock                                            |       | 200,202            | 200,379            | 69,820               | 63,412               |
| Debtors and prepayments                          | 10    | 1,818,025          | 1,478,717          | 2,117,978            | 1,689,242            |
| Cash at bank and in hand                         |       | 6,166,929          | 8,287,917          | 5,824,162            | 7,952,913            |
|                                                  |       | <u>8,185,156</u>   | <u>9,967,013</u>   | <u>8,011,960</u>     | <u>9,705,567</u>     |
| <b>CREDITORS</b> due within one year             | 11    | (11,817,859)       | (7,858,974)        | (11,652,697)         | (7,566,151)          |
| Fees in advance scheme                           | 13    | (4,177,371)        | (5,144,308)        | (4,177,371)          | (5,144,308)          |
| <b>Net Current Assets</b>                        |       | <u>(7,810,074)</u> | <u>(3,036,269)</u> | <u>(7,818,108)</u>   | <u>(3,004,892)</u>   |
| <b>Total assets less Current Liabilities</b>     |       | <u>104,804,175</u> | <u>104,415,896</u> | <u>104,805,304</u>   | <u>104,444,426</u>   |
| <b>CREDITORS</b> due after more than one year    | 12    | (28,055,181)       | (27,954,392)       | (28,055,181)         | (27,954,392)         |
| Fees in advance scheme                           | 13    | (2,935,476)        | (4,073,908)        | (2,935,476)          | (4,073,908)          |
| <b>Net assets before pension surplus/deficit</b> |       | <u>73,813,518</u>  | <u>72,387,596</u>  | <u>73,814,647</u>    | <u>72,416,126</u>    |
| Pension scheme deficit                           | 21    | (431,000)          | (758,000)          | (431,000)            | (758,000)            |
| <b>Net assets after pension deficit</b>          |       | <u>73,382,518</u>  | <u>71,629,596</u>  | <u>73,383,647</u>    | <u>71,658,126</u>    |
| <b>FUNDS</b>                                     |       |                    |                    |                      |                      |
| Permanent endowment                              | 17    | 9,172,032          | 8,939,244          | 9,172,032            | 8,939,244            |
| Restricted                                       | 18    | 2,879,004          | 1,918,241          | 2,879,004            | 1,918,241            |
| Unrestricted                                     |       |                    |                    |                      |                      |
| General                                          | 16    | 61,331,580         | 60,843,005         | 61,332,709           | 60,871,535           |
| Designated                                       | 16    | 430,902            | 687,106            | 430,902              | 687,106              |
|                                                  |       | <u>61,762,482</u>  | <u>61,530,111</u>  | <u>61,763,611</u>    | <u>61,558,641</u>    |
| Less – Pension deficit                           | 21    | (431,000)          | (758,000)          | (431,000)            | (758,000)            |
| <b>Net Unrestricted</b>                          |       | <u>61,331,482</u>  | <u>60,772,111</u>  | <u>61,332,611</u>    | <u>60,800,641</u>    |
| <b>Total Funds</b>                               |       | <u>73,382,518</u>  | <u>71,629,596</u>  | <u>73,383,647</u>    | <u>71,658,126</u>    |

The surplus for the financial year dealt with in the financial statements of the parent charity is £1,725,521 (2022: surplus £1,503,345).

Approved by the Trustees and signed on their behalf:



**Barbara Matthews:**  
Trustee



**Richard Tice:**  
Trustee

2 December 2023

Company registered number: 8013826. The notes on pages 24 to 46 form part of these financial statements.

# Consolidated cash flow statement for the year ended 31 August 2023

|                                                                | Notes | 2023                       | 2022                       |
|----------------------------------------------------------------|-------|----------------------------|----------------------------|
|                                                                |       | £                          | £                          |
| <b>Net cash flow from operating activities</b>                 | (i)   | <b>7,287,928</b>           | <b>4,043,432</b>           |
| <b>Returns on investments and servicing of finance</b>         |       |                            |                            |
| Interest paid                                                  |       | (742,920)                  | (757,680)                  |
| Dividends and interest received                                |       | <u>710,434</u>             | <u>371,094</u>             |
|                                                                |       | <b>(32,486)</b>            | <b>(386,586)</b>           |
| <b>Capital expenditure and financial investment</b>            |       |                            |                            |
| Purchase of tangible fixed assets                              |       | (4,567,684)                | (2,124,291)                |
| Merged fixed assets                                            |       |                            |                            |
| Proceeds from sale of tangible fixed assets                    |       | 46,417                     | 1,500                      |
| Repayment of Endowment Loan                                    |       | (24,100)                   | (24,100)                   |
| Investment of Cash Funds                                       |       | (456,038)                  | 2,092                      |
| Purchase of investments                                        |       | (14,578,084)               | (14,350,793)               |
| Proceeds from sales of investments                             |       | 14,578,084                 | 14,160,553                 |
|                                                                |       | <u>(5,001,405)</u>         | <u>(2,335,039)</u>         |
| Maidwell Hall                                                  |       | <u>(2,501,405)</u>         |                            |
| Net cash inflow/(outflow) before financing                     |       | <b>(247,226)</b>           | <b>1,321,807</b>           |
| <b>Financing</b>                                               |       |                            |                            |
| Net transfers to acceptance deposits                           |       | 711,607                    | 211,501                    |
| (Decrease) / increase in long term loan                        |       | (480,000)                  | (480,000)                  |
| Fees in advance schemes:                                       |       |                            |                            |
| New fees in advance money                                      |       | 3,406,491                  | 3,492,934                  |
| Amounts accrued to contracts                                   |       | 88,807                     | 60,007                     |
| Amounts utilised                                               |       | (5,480,417)                | (4,816,350)                |
| Amounts repaid                                                 |       | <u>(120,250)</u>           | <u>(12,963)</u>            |
|                                                                |       | <u>(2,105,369)</u>         | <u>(1,276,372)</u>         |
| <b>(Decrease) in cash</b>                                      |       | <u><b>(2,120,988)</b></u>  | <u><b>(223,064)</b></u>    |
| <b>Reconciliation of net cash flow to movement in net debt</b> | (ii)  |                            |                            |
| Increase in cash                                               |       | (2,120,988)                | (223,064)                  |
| Acceptance deposits – net (increase)                           |       | (711,607)                  | (211,501)                  |
| Fees in advance schemes – net paid                             |       | 2,105,369                  | 1,276,372                  |
| Decrease in endowment loan                                     |       | 24,100                     | 24,100                     |
| Decrease / (increase) in long term loan                        |       | <u>480,000</u>             | <u>480,000</u>             |
| Change in net debt from cash flows                             |       | <b>(223,127)</b>           | <b>1,345,907</b>           |
| Net debt at 1 September 2022                                   |       | <u><b>(30,297,071)</b></u> | <u><b>(31,642,978)</b></u> |
| Net debt at 31 August 2023                                     |       | <u><b>(30,520,198)</b></u> | <u><b>(30,297,071)</b></u> |

The notes on pages 24 to 46 form part of these financial statements.

# Consolidated cash flow statement for the year ended 31 August 2023

## (i) Reconciliation of net incoming resources to net cash flow from operation

|                                      | 2023<br>£ | 2022<br>£ |
|--------------------------------------|-----------|-----------|
| Net incoming resources               | 999,614   | 239,883   |
| Depreciation/Impairment              | 2,875,184 | 3,105,922 |
| Net FRS102 costs                     | (70,000)  | (16,000)  |
| (Profit) on disposal of fixed assets | (46,417)  | (1,500)   |
| Interest paid                        | 742,920   | 757,680   |
| Dividends and interest receivable    | (710,434) | (371,094) |
| Decrease /(increase) in stock        | 177       | 76,905    |
| Increase / (decrease) in debtors     | (363,408) | 143,138   |
| Increase in creditors                | 3,860,292 | 108,498   |
| Net cash inflow from operations      | 7,287,928 | 4,043,432 |

## (ii) Analysis of net debt

|                        | At 31 August<br>2022<br>£ | Cash Flows<br>£ | At 31 August<br>2023<br>£ |
|------------------------|---------------------------|-----------------|---------------------------|
| Cash and bank balances | 8,287,917                 | (2,120,988)     | 6,166,929                 |
| Long term loan         | (24,520,000)              | 480,000         | (24,040,000)              |
| Endowment loan         | (261,083)                 | 24,100          | (236,983)                 |
| Acceptance deposits    | (4,585,689)               | (711,608)       | (5,297,297)               |
| Fees in advance scheme | (9,218,216)               | 2,105,369       | (7,112,847)               |
|                        | (30,297,071)              | (223,127)       | (30,520,198)              |

# Accounting Policies for the year ended 31 August 2023

## 1. Accounting Policies

### Company information

The financial statements have been prepared in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS102), 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 (FRS102) – effective 1 January 2015 and updated in 2019. The accounts are drawn up on the historical cost basis of accounting, as modified by the revaluation of investment properties and other investments.

The functional currency of the School is £ sterling because that is the currency of the primary economic environment in which the School operates.

Having reviewed the funding facilities available to the School together with the expected ongoing demand for places and the School's future projected cash flows, the Trustees have a reasonable expectation that the School has adequate resources to continue its activities for the foreseeable future and consider that there were no material uncertainties over the School's financial viability. Accordingly, they also continue to adopt the going concern basis in preparing the financial statements as outlined in the Statement of Trustee Responsibilities on page 8.

The School is a Public Benefit Entity registered as a charity in England and Wales and a company limited by guarantee. The charity was incorporated as a company limited by guarantee on 1 September 2012, named 'Uppingham School' and registered as a Company and a charity.

The accounts present the consolidated statement of financial activities (SOFA), the consolidated cash flow statement and the consolidated and Charity balance sheets, comprising the consolidation of the School and its wholly owned subsidiaries, Uppingham School Enterprises Limited (USE Ltd - registered company number 01130851), Uppingham School (Asia) Limited (US(A) Ltd - registered company number 11334333), Uppingham School (Selwyn) Limited (US(S) Ltd - registered company number 12141906), Uppingham School (Reddall) Limited (US(R) Ltd - registered company number 13682206) and Uppingham School (Construction) Limited (US(C) Ltd - registered company number 12373636). All of the subsidiaries have the registered office as Uppingham School, Uppingham, Rutland, LE15 9QD. Uppingham School International Limited (company number 09895518) has not been consolidated into these accounts as it has remained dormant during the year.

No separate Statement of Financial Activities of the Company has been presented, as permitted by s408 of the Companies Act 2006.

All the undertakings of the School were transferred across to the company on 1 September 2012, with the exception of endowed properties ('specie' land) and assets. These continued to be held in the Trust, which was renamed the Archdeacon Robert Johnson Trust. A 'Uniting Order' was obtained from the Charity Commission, removing the need to prepare separate accounts for both company and trust.

## Accounting Policies for the year ended 31 August 2023 (continued)

### Critical accounting judgements and key sources of estimation uncertainty

In the application of the accounting policies, Trustees are required to make judgement, estimates and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are reviewed on an ongoing basis and are based on the historical experience and other relevant factors.

### Defined Benefit Pension Scheme liability

The School engages an actuary to provide expert advice about the assumptions made relating to the discount rate used, changes in retirement ages and mortality rates and the effect on the pension liability of changes in these assumptions.

### Useful economic lives of tangible assets

The annual depreciation charges for tangible 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 page 30 for the useful lives for each.

### Impairment of debtors

The School makes an estimate of the recoverable value of fee debtors. When assessing impairment of fee debtors, management considers factors including the ageing profile of debtors and historical experiences. See note 10 for the net carrying value of fee debtors.

### Investment land valuation

The School engages a firm of chartered surveyors to provide advice on the assumptions relating to the valuation.

In the view of the Trustees, no assumptions concerning the future or estimation uncertainty affecting assets or liabilities at the balance sheet date are likely to result in a material adjustment to their carrying amounts in the next financial year. A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding year, is set out below:

#### a) Fees Receivable

Fees receivable are accounted for in the year in which the service is provided after deducting bursaries, scholarships and other remissions granted by the school, but include contributions received from Restricted Funds for scholarships, bursaries and other grants.

#### b) Rents Receivable, Lettings Income and Investment Income

Rents receivable, Lettings income and investment income are accounted for on an accruals basis.

#### c) Donations

Donations are accounted for as and when entitlement arises, the amount can be reliably quantified, and the economic benefit to the School is considered probable.

## Accounting Policies for the year ended 31 August 2023 (continued)

Donations received for the general purposes of the Charity are credited to unrestricted funds. Donations subject to specific wishes of the donors are carried to relevant restricted funds, or to endowed funds where the amount is required to be held as permanent capital.

Gifts in kind are valued at estimated open market value at the date of the gift, in the case of assets for retention or consumption, or at the value to the School in the case of donated services or facilities.

The assets and liabilities of Maidwell Hall School as at 30 September 2022 were transferred to the School by way of a charitable merger deed dated 19 August 2022. Given the nature of the transaction, the transfer has been reflected in the School's accounts as a donation. The results of the School reflect the assets and liabilities as transferred and the operations carried out by Maidwell Hall since 30 September 2022.

|                                                         |                    |
|---------------------------------------------------------|--------------------|
| Assets and liabilities transferred at 30 September 2022 | £                  |
| Fixed assets                                            | <b>1,501,263</b>   |
| Investment land                                         | <b>1,000,000</b>   |
| Current assets                                          | <b>187,688</b>     |
| Current liabilities                                     | <b>(1,695,552)</b> |
| Net donation                                            | <b>993,399</b>     |

d) Legacies

Legacies are recognised and credited directly to the statement of financial activities based on the earlier of estate accounts and receipt of payment.

e) Trading income

Trading income is income arising from the non-academic enterprises of Uppingham School including the School Shop and Sports Centre and the letting of school buildings.

f) Resources Expended

Resources expended are accounted for on an accruals basis as soon as a liability is considered probable, discounted to present value for longer-term liabilities. Expenditure is allocated to expense headings on direct cost basis except for central costs, which are apportioned on the basis of the Trustees' estimate of time spent on the relevant function. Support costs include expenses which enable charitable activities and fund generating to be undertaken. Governance costs include expenditure on management, and compliance with constitutional and statutory requirements. The irrecoverable element of VAT is included with the item of expense to which it relates. Termination payments are accounted for as soon as the School is aware of the obligations to make payments.

## Accounting Policies for the year ended 31 August 2023 (continued)

### g) Tangible Fixed Assets

The School land, together with original School buildings (some of which are Grade I and Grade II listed properties) were purchased beginning with the inception of the School in 1584. These assets, both land and buildings, were revalued on 31 August 1992 at £31,486,000 and disposals have subsequently been removed. With effect from 1 September 2014, the freehold building element of the valuation is depreciated at the rates indicated below. The Charity is responsible for keeping the original buildings in fit and useable condition, and these costs are written off as incurred.

Depreciation is provided in equal annual instalments at the following annual rates, in order to write off the cost of all relevant tangible fixed assets less estimated residual value based on current market prices, over their expected useful economic lives, as follows:

|                                   |                              |
|-----------------------------------|------------------------------|
| Freehold buildings                | - 1-10% on cost or valuation |
| Fittings, furniture and equipment | - 2-33% on cost              |
| Motor vehicles                    | - 10-20% on cost             |
| Computers and IT infrastructure   | - 4-33% on cost              |

Assets under construction are not depreciated until the assets are brought into use.

Assets over a value of £3,000 are capitalised individually. New IT additions with a value of less than £3,000 are capitalised as a "bulk" asset, depreciated over 4 years and disposed of after 5 years.

### h) Investments

Investments are carried at market value. Any change in market value between financial years (or from the date of purchase if purchased during the year) is shown as unrealised gains or losses.

Realised gains or losses on disposals are calculated as the difference between the opening market value of the disposed item and disposal proceeds received during the year. Realised and unrealised gains and losses are included in the Statement of Financial Activities. Investments in subsidiaries are valued at cost less provision for impairment.

### i) Fees in Advance Schemes

#### Standard

The School has accepted composition sums in respect of certain pupils and in return has undertaken to discharge defined amounts of the fees chargeable in respect of those pupils subsequent to 31 August 2022. In the event of a pupil's withdrawal from the School before all the agreed amounts have been credited, the School has agreed to return a proportionate part of the composition sum, or to transfer the defined fixed amounts to another School. The School's liability in respect of advance fees which it has accepted has been brought into these accounts as the liability which would arise if all the pupils covered by such arrangements completed the full term period of the contract entered into.

## Accounting Policies for the year ended 31 August 2023 (continued)

### Inflation free

The School has also accepted deposits that guarantee fees payable up to the amount deposited, which are fixed at the 2020-21 fee rate over 5 years from 2021-22. In the event of a pupil's withdrawal from the School before all the amounts have been credited, the balance remaining will be returned. The liability recognised in respect of this Scheme is considered to be a non-basic financial instrument and has therefore been classified as a financial liability measured at fair value through profit or loss.

### j) Pensions

The School contributes to the Teachers' Pension Defined Benefits Scheme at rates set by the Scheme Actuary and advised to the Board by the Scheme Administrator. The scheme is a multi-employer pension scheme and it is not possible to identify the assets and liabilities of the scheme which are attributable to the School. In accordance with FRS102 therefore, the scheme is accounted for as a defined contribution scheme.

The School contributes to a Defined Benefits pension scheme for support staff, although this is closed to new members and future accrual. Rates are set by the Scheme Actuary and advised to the School by the Scheme Administrator. This scheme is being accounted for under FRS102, with the annually calculated notional surplus or deficit on the funding of the Scheme shown in the accounts as a designated fund entitled 'Pensions Reserve', which is deducted from Unrestricted Funds in the balance sheet.

The School also contributes to a defined contribution Group Pension Scheme for Uppingham support staff, which was set up shortly after the defined benefits scheme was closed to new members. Since September 2022, the School has contributed to two other defined contribution pensions schemes, one for Maidwell teaching staff and one for Maidwell support staff. For all three schemes, contributions are invested by its members, and therefore do not appear on the School's balance sheet.

### k) Finance and Operating Leases

Where assets are financed by leasing arrangements that give rights approximating to ownership (finance leases), the assets are treated as if they had been purchased outright and the corresponding liability to the leasing company is included as an obligation under finance leases. Depreciation on leased assets is charged to the Statement of Financial Activities on the same basis as above. Leasing payments are treated as consisting of capital and interest elements and the interest is charged to the expenditure over the period of the lease.

All other leases are operating leases and the annual rentals payable are charged to expenditure on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term.

### l) Stock

Stocks are valued at the lower of cost and net realisable value.

## Accounting Policies for the year ended 31 August 2023 (continued)

m) 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 and other taxes and provisions.

n) Going concern

The Charity currently holds significant cash balances, supplemented, if needed, by an overdraft facility. Demand for school places remains strong, and the School has announced the addition of a new house for Day pupils in September 2024. Conservative cashflow modelling with sensitivity analysis indicates that the cash reserves of the Charity are adequate to meet the Charity's obligations as they fall due. Accordingly, the Trustees believe the School's financial resources are sufficient to ensure the School will continue as a going concern for the foreseeable future, being at least 12 months from the date of approval of the financial statements, and have therefore prepared the financial statements on a going concern basis.

# Notes to the financial statements for the year ended 31 August 2023

## 2. SCHOOL FEES

|                                                                 | 2023<br>£          | 2022<br>£          |
|-----------------------------------------------------------------|--------------------|--------------------|
| The School's fee income comprised:                              |                    |                    |
| Gross fees                                                      | 37,757,896         | 32,703,320         |
| Less: total bursaries, grants and allowances                    | <u>(3,451,747)</u> | <u>(2,574,647)</u> |
| Net fees receivable                                             | <u>34,306,149</u>  | <u>30,128,673</u>  |
| Add back: Scholarships, Grants etc paid for by Restricted Funds | 501,973            | 405,815            |
|                                                                 | <u>34,808,122</u>  | <u>30,534,488</u>  |

## 3. OTHER INCOME

|                                    | 2023<br>£      | 2022<br>£      |
|------------------------------------|----------------|----------------|
| Interest due on overdue fees       | 20,422         | 26,924         |
| Forfeited deposits                 | 80,819         | 33,815         |
| Registration fees                  | 157,308        | 142,919        |
| Theatre/Music event income         | 25,482         | 25,569         |
| Profit on disposal of fixed assets | 46,418         | 1,500          |
| Legacy                             | 236,640        | -              |
| Other                              | 5,954          | 1,600          |
|                                    | <u>573,043</u> | <u>232,327</u> |

The legacy income is the net proceeds due from the sale of a property in France.

# Notes to the financial statements for the year ended 31 August 2023

## 4. INCOME FROM THE SUBSIDIARIES' TRADING ACTIVITIES

The Charity owns the whole of the share capital of Uppingham School Enterprises Limited (USE Ltd), Company Number 01130851, which carried out the business of retailing and non-academic ventures for Uppingham School. Its trading results for the year, as extracted from the audited accounts, are summarised below, together with the School's own results for the year to distinguish them from the group results in the consolidated Statement of Financial Activities:

The results of material entities in the group are as follows:

|                                                                 | USE Ltd<br>2023<br>£ | 2022<br>£ | Charity<br>2023<br>£ | 2022<br>£    |
|-----------------------------------------------------------------|----------------------|-----------|----------------------|--------------|
| Turnover, grants and fee income                                 | <b>2,017,854</b>     | 1,956,161 | <b>37,298,438</b>    | 31,115,808   |
| Cost of sales: subsidiary                                       | <b>(755,377)</b>     | (707,395) | -                    | -            |
| Gross profit: subsidiary                                        | <b>1,262,477</b>     | 1,248,766 | <b>37,298,438</b>    | 31,115,808   |
| Administration: subsidiary                                      | <b>(960,279)</b>     | (844,008) | -                    | -            |
| Other income                                                    | -                    | -         | <b>752,461</b>       | 449,854      |
| Investment income receivable                                    | -                    | -         | <b>710,436</b>       | 371,096      |
| Net income for year                                             | <b>302,198</b>       | 404,758   | <b>38,761,335</b>    | 31,936,758   |
| Gift Aid donation                                               | <b>(275,949)</b>     | (288,931) | <b>276,713</b>       | 288,931      |
| Gross incoming resources: Charity                               |                      |           | <b>39,038,048</b>    | 32,225,689   |
| Costs of Charitable Activities                                  | -                    | -         | <b>(36,878,839)</b>  | (30,827,254) |
| Costs of Generating Funds: Charity                              | -                    | -         | <b>(1,186,997)</b>   | (1,320,161)  |
| Net income before fair value movements on financial instruments | <b>26,249</b>        | 115,827   | <b>972,212</b>       | 78,274       |

The net assets of USE Ltd at 31 August 2023 were £33,637, made up of profit of £4,077 and by funds of £29,560 (2022: net assets £7,388 made up of losses of (£22,172) offset by funds of £29,560).

Other income and administration include £71,193 (2022: £76,729) in respect of rent and interest from USE Ltd. Sales from USE Ltd to the School amount to £61,393 (2022: £270,017) and within the subsidiary departments £70 (2022: £109).

The Charity owns the whole of the share capital of Uppingham School (Construction) Limited, company number 12373636, a design and build company set up to build new Boarding Houses. Other income includes £785 (2022: £6,830) in respect of its gift-aided profit to the School.

The Charity also owns the whole of the share capital of Uppingham School International Limited, company number 09895518, which is dormant. In turn, Uppingham School International Limited owns the whole of the share capital of Uppingham School (Asia) Limited, company number 11334333, Uppingham School (Selwyn) Limited, company number 12141906 and Uppingham School (Reddall) Limited, company number 13682206.

Uppingham School (Asia) Ltd had a turnover of £NIL (2022: £NIL) and made a loss of £1,089. (2022: £4,986).

# Notes to the financial statements for the year ended 31 August 2023

## 4. INCOME FROM THE SUBSIDIARIES' TRADING ACTIVITIES (continued)

The School has provided against the intercompany balance arising in the year of £2,277 (2022: provided £4,091) resulting in net liabilities of £1,862 (2022: £3,050).

Uppingham School (Selwyn) Ltd had income of £100,000 (2022: NIL) and made a profit of £59,534 (2022: loss of £10,804). The School has written back the prior year provision of £57,482 resulting in net liabilities of £1,254 (2022: £3,306).

Uppingham School (Reddall) Ltd had income of £NIL (2022: £200,000) and made a loss of £5,151 (2022: profit of £56,113). The School has provided against the intercompany balance arising in the year of £3,063 (2022: NIL).

## 5. ANALYSIS OF TOTAL RESOURCES EXPENDED

|                               | Staff costs | Other      | Depreciation | Total<br>2023 | Total<br>2022 |
|-------------------------------|-------------|------------|--------------|---------------|---------------|
|                               | £           | £          | £            | £             | £             |
| Cost of generating funds:     |             |            |              |               |               |
| Fundraising costs             | 244,883     | 62,575     | -            | 307,458       | 264,257       |
| Finance costs (see below)     | -           | 879,540    | -            | 879,540       | 994,330       |
| <b>Total for Charity</b>      | 244,883     | 942,115    | -            | 1,186,998     | 1,258,587     |
| Trading costs of subsidiaries | 932,677     | 500,821    | 8,729        | 1,442,227     | 1,220,449     |
| <b>Total for Group</b>        | 1,177,560   | 1,442,936  | 8,729        | 2,629,225     | 2,479,036     |
| Charitable activities:        |             |            |              |               |               |
| Teaching                      | 12,248,705  | 2,637,958  | 1,213,054    | 16,099,717    | 13,833,898    |
| Welfare of pupils             | 2,476,527   | 4,377,145  | -            | 6,853,672     | 5,818,894     |
| Premises                      | 2,261,060   | 4,945,126  | 1,653,402    | 8,859,588     | 6,967,831     |
| Support                       | 2,171,018   | 2,161,394  | -            | 4,332,412     | 3,584,276     |
| Grants, awards & prizes       | -           | 501,973    | -            | 501,973       | 405,815       |
|                               | 19,157,310  | 14,623,596 | 2,866,456    | 36,647,362    | 30,610,714    |
| Governance costs              | -           | 231,477    | -            | 231,477       | 216,540       |
| <b>Total</b>                  | 19,157,310  | 14,855,073 | 2,866,456    | 36,878,839    | 30,827,254    |
| <b>Total expended: Group</b>  | 20,334,870  | 16,298,009 | 2,875,185    | 39,508,064    | 33,306,290    |
| <b>Charity</b>                | 19,402,193  | 15,797,187 | 2,866,456    | 38,065,837    | 32,085,841    |

## Finance costs

|                                                | 2023     | 2022    |
|------------------------------------------------|----------|---------|
|                                                | £        | £       |
| Interest on loan from BAE Systems Pension Fund | 742,920  | 757,680 |
| Fees in advance                                | 128,320  | 101,994 |
| Pension Scheme financing cost (FRS102)         | 30,000   | 81,000  |
| Bad Debt Provision                             | (50,167) | 26,758  |
| Other costs                                    | 28,467   | 26,898  |
|                                                | 879,540  | 994,330 |

# Notes to the financial statements for the year ended 31 August 2023

## 6. STAFF COSTS

|                                                                                                      | <b>Avg</b> | <b>2023<br/>No.<br/>FTE</b> | <b>Avg</b> | <b>2022<br/>No.<br/>FTE</b> |
|------------------------------------------------------------------------------------------------------|------------|-----------------------------|------------|-----------------------------|
| The average headcount and full-time equivalent numbers employed within each category of persons was: |            |                             |            |                             |
| Teaching                                                                                             | <b>273</b> | <b>187</b>                  | 239        | 166                         |
| Welfare of pupils                                                                                    | <b>132</b> | <b>81</b>                   | 130        | 78                          |
| Others                                                                                               | <b>177</b> | <b>119</b>                  | 172        | 117                         |
|                                                                                                      | <b>582</b> | <b>387</b>                  | <b>541</b> | <b>361</b>                  |

|                                                        | <b>2023<br/>£</b> | <b>2022<br/>£</b> |
|--------------------------------------------------------|-------------------|-------------------|
| The costs incurred in respect of these employees were: |                   |                   |
| Wages and salaries                                     | <b>16,398,283</b> | 13,967,887        |
| Social Security costs                                  | <b>1,582,275</b>  | 1,353,272         |
| Pension costs                                          | <b>2,354,312</b>  | 2,049,945         |
|                                                        | <b>20,334,870</b> | <b>17,371,104</b> |

|                                                         |                  |           |
|---------------------------------------------------------|------------------|-----------|
| Aggregate employee benefits of key management personnel | <b>2,413,911</b> | 2,031,111 |
|---------------------------------------------------------|------------------|-----------|

|                                                                           | <b>2023<br/>No.</b> | <b>2022<br/>No.</b> |
|---------------------------------------------------------------------------|---------------------|---------------------|
| Number of employees earning over £60,000 during the year were as follows: |                     |                     |
| £60,001 - £70,000                                                         | <b>30</b>           | 27                  |
| £70,001 - £80,000                                                         | <b>22</b>           | 12                  |
| £80,001 - £90,000                                                         | <b>4</b>            | 6                   |
| £90,001 - £100,000                                                        | <b>3</b>            | 2                   |
| £100,001 - £110,000                                                       | <b>4</b>            | 1                   |
| £200,001 - £210,000                                                       | <b>-</b>            | 1                   |
| £210,001 - £220,000                                                       | <b>1</b>            | -                   |
| £220,001 - £230,000                                                       | <b>1</b>            | -                   |
| £240,001 - £250,000                                                       | <b>-</b>            | 1                   |

During the year there were termination payments which amounted to £225,990 (2022: £33,221). There was £NIL (2022: NIL) outstanding at the year-end.

Uppingham School is committed to providing job security for its staff but if, following all reasonable efforts to avoid them, redundancy or termination payments are necessary, these are negotiated with regard both to legal guidelines and the particular circumstances of each case.

## 8. FEES PAID TO AUDITORS

|                                          | <b>2023<br/>£</b> | <b>2022<br/>£</b> |
|------------------------------------------|-------------------|-------------------|
| Expenditure includes (exclusive of VAT): |                   |                   |
| Audit fee                                | <b>41,115</b>     | 36,065            |
| Auditor other services                   | <b>9,990</b>      | 18,934            |

# Notes to the financial statements for the year ended 31 August 2023

## 8. FIXED ASSETS GROUP

|                                   | Freehold<br>Property | Assets<br>under<br>construction | Fittings<br>Furniture &<br>Equipment | Motor<br>Vehicles | Computers<br>& Office<br>Equipment | Total              |
|-----------------------------------|----------------------|---------------------------------|--------------------------------------|-------------------|------------------------------------|--------------------|
| Cost                              | £                    | £                               | £                                    | £                 | £                                  | £                  |
| 1 September 2022                  | 89,082,357           | 364,187                         | 10,227,646                           | 832,392           | 1,406,843                          | 101,914,055        |
| Merged Assets                     | 1,326,594            | -                               | 161,048                              | 6,568             | 7,053                              | 1,501,263          |
| Additions in year                 | 1,874,039            | 1,181,354                       | 1,090,011                            | 172,575           | 249,705                            | 4,567,684          |
| Transfer                          | 4,430                | (22,834)                        | 9,226                                | -                 | 9,178                              | -                  |
| Disposals                         | -                    | (407,899)                       | (170,034)                            | (101,337)         | (210,151)                          | (889,421)          |
|                                   | <u>92,287,420</u>    | <u>1,115,438</u>                | <u>11,317,897</u>                    | <u>910,198</u>    | <u>1,462,628</u>                   | <u>107,093,581</u> |
| <b>Depreciation/Impairment</b>    |                      |                                 |                                      |                   |                                    |                    |
| 1 September 2022                  | 18,129,894           | -                               | 5,555,713                            | 667,348           | 544,957                            | 24,897,912         |
| Charge for year                   | 1,572,705            | -                               | 610,811                              | 88,748            | 195,021                            | 2,467,285          |
| Impairment (see below)            | -                    | 407,899                         | -                                    | -                 | -                                  | 407,899            |
| Disposals                         | -                    | (407,899)                       | (161,701)                            | (101,337)         | (206,869)                          | (877,806)          |
|                                   | <u>19,702,599</u>    | <u>-</u>                        | <u>6,004,823</u>                     | <u>654,759</u>    | <u>533,109</u>                     | <u>26,895,290</u>  |
| <b>Net book value 31 Aug 2023</b> | <u>72,584,821</u>    | <u>1,115,438</u>                | <u>5,313,074</u>                     | <u>255,439</u>    | <u>929,519</u>                     | <u>80,198,291</u>  |
| <i>31 August 2022</i>             | <u>70,952,463</u>    | <u>364,817</u>                  | <u>4,671,933</u>                     | <u>165,044</u>    | <u>861,886</u>                     | <u>77,016,143</u>  |

## FIXED ASSETS CHARITY

|                                   |                   |                  |                   |                |                  |                    |
|-----------------------------------|-------------------|------------------|-------------------|----------------|------------------|--------------------|
| <b>Cost</b>                       |                   |                  |                   |                |                  |                    |
| 1 September 2022                  | 89,082,357        | 364,817          | 10,220,347        | 832,392        | 1,338,389        | 101,838,302        |
| Merged Assets                     | 1,326,594         | -                | 161,048           | 6,568          | 7,053            | 1,501,263          |
| Additions in year                 | 1,874,039         | 1,181,354        | 1,090,011         | 172,575        | 249,705          | 4,567,684          |
| Transfer                          | 4,430             | (22,834)         | 9,226             | -              | 9,178            | -                  |
| Disposals                         | -                 | (407,899)        | (170,034)         | (101,337)      | (184,891)        | (864,161)          |
|                                   | <u>92,287,420</u> | <u>1,115,438</u> | <u>11,310,598</u> | <u>910,198</u> | <u>1,419,432</u> | <u>107,043,088</u> |
| <b>Depreciation/Impairment</b>    |                   |                  |                   |                |                  |                    |
| 1 September 2022                  | 18,129,894        | -                | 5,549,099         | 667,348        | 508,229          | 24,854,570         |
| Charge for year                   | 1,572,705         | -                | 610,127           | 88,748         | 186,977          | 2,458,557          |
| Impairment (see below)            | -                 | 407,899          | -                 | -              | -                | 407,899            |
| Disposals                         | -                 | (407,899)        | (161,701)         | (101,337)      | (184,891)        | (855,828)          |
|                                   | <u>19,702,599</u> | <u>-</u>         | <u>5,997,525</u>  | <u>654,759</u> | <u>510,315</u>   | <u>26,865,198</u>  |
| <b>Net book value 31 Aug 2023</b> | <u>72,584,821</u> | <u>1,115,438</u> | <u>5,313,073</u>  | <u>255,439</u> | <u>909,119</u>   | <u>80,177,890</u>  |
| <i>31 August 2022</i>             | <u>70,952,463</u> | <u>364,817</u>   | <u>4,671,248</u>  | <u>165,044</u> | <u>830,160</u>   | <u>76,983,732</u>  |

All fixed assets are used for direct charitable use. The impairment during the year was due to a change in infrastructure strategy requiring the write off of design fees of discontinued projects.

### Inalienable and historic assets

In addition to the capitalised fixed assets held for its own use since its inception in 1584, the School has also been bequeathed artefacts whose intrinsic value is bound up with the School's history. The Trustees consider that these assets are held in accordance with the School's charitable objects as

a vital part of its history and heritage and, occasionally, as a resource for the advancement of education.

As they are not held principally for their contribution to knowledge and culture, they do not meet the definition of Heritage Assets in SORP FRS 102 "Heritage Assets" and hence are considered as assets in use under Tangible Fixed Assets. The majority of these historic assets have been held for many years and accurate historic cost information is not available for these assets. However, the Trustees consider that their historical cost less depreciation would not be material.

# Notes to the financial statements for the year ended 31 August 2023

## 9. INVESTMENTS GROUP

| At Market Value                    | Permanent<br>Endowment<br>£ | Restricted<br>Fund<br>£ | Unrestricted<br>Fund<br>£ | Total<br>£        |
|------------------------------------|-----------------------------|-------------------------|---------------------------|-------------------|
| 1 September 2022                   | 5,892,853                   | 83,485                  | 24,459,684                | 30,436,022        |
| Purchases at cost                  | -                           | 73,767                  | 14,504,317                | 14,578,084        |
| Disposal proceeds                  | -                           | (73,767)                | (14,504,317)              | (14,578,084)      |
| Cash transfer to investments       | -                           | (3,347)                 | 459,385                   | 456,038           |
| Loan repayments                    | 24,100                      | -                       | -                         | 24,100            |
| Gain/(loss) on investments:        |                             |                         |                           |                   |
| Realised                           | -                           | 1,735                   | (413,806)                 | (412,071)         |
| Unrealised                         | 238,187                     | -                       | 673,682                   | 911,869           |
| 31 August 2023                     | <b>6,155,140</b>            | <b>81,873</b>           | <b>25,178,945</b>         | <b>31,415,958</b> |
| Listed on UK Stock Exchanges       | 6,096,938                   | -                       | 24,449,142                | 30,546,080        |
| Cash deposits                      | 58,202                      | 81,873                  | 729,803                   | 869,878           |
| At historical cost:                |                             |                         |                           |                   |
| <b>31 August 2023</b>              | <b>5,467,956</b>            | -                       | <b>23,696,663</b>         | <b>29,164,619</b> |
| 31 August 2022                     | 5,443,855                   | -                       | 24,939,981                | 30,383,836        |
| Investment land at fair value      |                             |                         |                           | 1,000,000         |
| GROUP                              |                             |                         |                           | 32,415,958        |
| Investment in subsidiary companies |                             |                         |                           | 29,564            |
| CHARITY                            |                             |                         |                           | <b>32,445,522</b> |

All investments (other than cash and land) are quoted on a recognised UK Stock Exchange or are valued by reference to investments listed on a recognised Stock Exchange. The land was valued at £1m in 2014 on the advice of a surveyor, and the Trustees are not aware of any reason to alter this.

| 10. DEBTORS                      | Group<br>2023<br>£ | 2022<br>£ | Charity<br>2023<br>£ | 2022<br>£ |
|----------------------------------|--------------------|-----------|----------------------|-----------|
| Fee debtors                      | <b>308,677</b>     | 213,309   | <b>308,677</b>       | 213,309   |
| Other debtors                    | <b>589,861</b>     | 498,757   | <b>416,556</b>       | 242,501   |
| Loans                            | <b>24,492</b>      | 20,190    | <b>24,492</b>        | 20,190    |
| Endowment Loan                   | <b>236,983</b>     | 261,083   | <b>236,983</b>       | 261,083   |
| Prepayments and Accrued income   | <b>658,012</b>     | 485,378   | <b>663,493</b>       | 469,512   |
| Uppingham School Subsidiaries    | -                  | -         | <b>9,307</b>         | 81,184    |
| Uppingham School Enterprises Ltd | -                  | -         | <b>458,470</b>       | 401,463   |
| Balance Sheet                    | <b>1,818,025</b>   | 1,478,717 | <b>2,117,978</b>     | 1,689,242 |

The loans are made to Houseparents to assist them perform their duties and are interest-free.

The School borrowed £482,000 from the Endowed Funds with the permission of the Charity Commission. This is repayable through a Recoupment Order, which began in July 2013, over a 20-year period. The amount receivable after more than one year is £212,883 (2022: £236,983).

# Notes to the financial statements for the year ended 31 August 2023

## 11. CREDITORS:

| Amounts falling due within one year     | Group<br>2023<br>£ | 2022<br>£ | Charity<br>2023<br>£ | 2022<br>£ |
|-----------------------------------------|--------------------|-----------|----------------------|-----------|
| Trade creditors                         | 1,997,692          | 917,242   | 1,974,964            | 854,334   |
| Fees received in respect of Autumn Term | 3,928,049          | 3,015,628 | 3,928,049            | 3,015,628 |
| Acceptance deposits held                | 1,014,998          | 908,280   | 1,014,998            | 908,280   |
| Social Security and Other Taxes         | 471,856            | 464,771   | 406,151              | 350,998   |
| Loan repayments                         | 504,100            | 504,100   | 504,100              | 504,100   |
| Other creditors                         | 1,129,076          | 974,920   | 1,083,580            | 894,814   |
| Accruals                                | 2,772,088          | 1,074,033 | 2,740,855            | 1,037,997 |
| Uppingham School (Construction) Ltd     | -                  | -         | -                    | -         |
| Balance Sheet                           | 11,817,859         | 7,858,974 | 11,652,697           | 7,566,151 |

Fees received in respect of Autumn Term vary considerably depending on whether the start of term falls in August or September. Fees in Advance Scheme deposits have been split between amounts falling due within one year and amounts falling due after more than one year.

## Borrowing Facilities

On 3 November 2017 the School agreed a £25m 31-year fixed interest unsecured private placement with BAE Systems Pension Fund for a blended rate of 3.075%, and the Note Purchase Agreement was signed by the parties on 10 November 2017. The loan is repayable from November 2021 over the life of the loan, except for a £12 million bullet payment in 2048.

As at 31 August 2023, a total of £25.0m (2022: £25.0m) of the loan facility had been drawn down. The bank finance was secured to provide the balance of funding for the Boarding House Modernisation programme and other infrastructure strategy projects.

## 12. CREDITORS:

| Amounts falling due after more than one year | 2023<br>£  | 2022<br>£  |
|----------------------------------------------|------------|------------|
| Long term loan (see note 12)                 | 23,560,000 | 24,040,000 |
| Loan from Endowment Fund                     | 212,883    | 236,983    |
| Acceptance deposits                          | 4,282,298  | 3,677,409  |
| Balance Sheet                                | 28,055,181 | 27,954,392 |

# Notes to the financial statements for the year ended 31 August 2023

## 13. CREDITORS:

### Fees in Advance Schemes

|                | 2023<br>£        | 2022<br>£        |
|----------------|------------------|------------------|
| Standard       | 4,623,878        | 5,000,992        |
| Inflation Free | 2,488,969        | 4,217,224        |
|                | <u>7,112,847</u> | <u>9,218,216</u> |

Assuming pupils will remain in the School, fees in advance will be applied as follows:

Within one year:

|                |                  |                  |
|----------------|------------------|------------------|
| Standard       | 2,929,176        | 3,441,176        |
| Inflation Free | 1,248,195        | 1,703,132        |
| Balance Sheet  | <u>4,177,371</u> | <u>5,144,308</u> |

After more than one year:

|                |                  |                  |
|----------------|------------------|------------------|
| Standard       | 1,694,702        | 1,559,815        |
| Inflation Free | 1,240,774        | 2,514,093        |
| Balance sheet  | <u>2,935,476</u> | <u>4,073,908</u> |

### Standard

|                                      | 2023<br>£        | 2022<br>£        |
|--------------------------------------|------------------|------------------|
| Balance 1 September 2022             | 5,000,992        | 4,611,108        |
| New deposits                         | 3,406,491        | 3,492,934        |
| Discounts given on new deposits      | 88,807           | 60,007           |
| Fee payments                         | (3,753,590)      | (3,084,976)      |
| Discount written off during the year | (76,008)         | (65,118)         |
| Refunds                              | (42,814)         | (12,963)         |
|                                      | <u>4,623,878</u> | <u>5,000,992</u> |

The Standard fees in advance scheme represents cash received in advance for fees which will be applied against fees chargeable in the future. The scheme offers a discount on fees charged, included in the amount due shown above, which for future years amounts to £89,415 (2022: £77,287).

### Inflation Free

|                                                              | 2023<br>£        | 2022<br>£        |
|--------------------------------------------------------------|------------------|------------------|
| Balance 1 September 2022                                     | 4,217,224        | 5,883,480        |
| New Deposits                                                 | -                | -                |
| Fee payments                                                 | (1,703,131)      | (1,703,132)      |
| Refunds to parents                                           | (77,436)         | -                |
| Fair value movement on liability recognized in finance costs | 52,312           | 36,876           |
|                                                              | <u>2,488,969</u> | <u>4,217,224</u> |

Places in the Inflation Free Fees in Advance Scheme were offered to parents in September 2020, based on fees frozen at 2020-21 rates, and attracted total funds of £5,883,480 which will be released over 5 years from September 2021 to August 2026.

# Notes to the financial statements for the year ended 31 August 2023

## 13. CREDITORS:

### Fees in Advance Schemes (continued)

In the event of a pupil withdrawing from the School and a period of one term's notice being given, all remaining deposit amounts will be refunded to the parents or guardians.

The fair value of the scheme liability reflects the present value of the future expected fee income, where the discount rate used represents the financial effect of the expected fee increases foregone, spread over the term of the arrangement. This fair value has been estimated by allocating the expected future fee increases over the arrangement term on a straight-line basis. These estimated future fee increases are reviewed and revised where appropriate on an annual basis. At the year-end the annualised expected future fee increase over the next 5 years was 3%. In the view of the Trustees this approach results in a carrying value which is materially consistent with that which would be generated by a more detailed fair value calculation. The maximum cash refundable, assuming all pupils gave notice to leave the scheme at the year-end, would have been £7,023,432 (2022: £9,140,929).

## 14. FINANCIAL INSTRUMENTS

|                                                                         | 2023                | 2022         |
|-------------------------------------------------------------------------|---------------------|--------------|
|                                                                         | £                   | £            |
| Financial asset measured at fair value through profit or loss (a)       | <b>32,415,958</b>   | 30,436,022   |
| Financial liabilities measured at fair value through profit or loss (b) | <b>(7,786,265)</b>  | (8,802,913)  |
| Financial assets measured at amortised cost (c)                         | <b>7,089,959</b>    | 9,020,173    |
| Financial liabilities measured at amortised cost (d)                    | <b>(36,067,094)</b> | (34,689,865) |

- a) Financial assets include assets held as investments
- b) Financial liabilities include Inflation Free Fees in Advance and acceptance deposits
- c) Financial assets include cash, trade debtors, other debtors and staff loans
- d) Financial liabilities include a loan, trade creditors, other creditors, loan repayments, Standard Fees in Advance

# Notes to the financial statements for the year ended 31 August 2023

## 15. ANALYSIS OF NET ASSETS OF CHARITY AND GROUP BETWEEN FUNDS

|                                                     | Unrestricted<br>Funds<br>£ | Restricted<br>£  | Permanent<br>Endowment<br>£ | 2023<br>Total<br>£ |
|-----------------------------------------------------|----------------------------|------------------|-----------------------------|--------------------|
| Fund balances at 31 August 2023 are represented by: |                            |                  |                             |                    |
| Tangible Fixed Assets*                              | 76,820,231                 | 577,750          | 2,779,909                   | 80,177,890         |
| Investments                                         | 26,208,509                 | 81,873           | 6,155,140                   | 32,445,522         |
| Current Assets                                      | 5,555,596                  | 2,219,381        | 236,983                     | 8,011,960          |
| Current Liabilities                                 | (15,830,069)               | -                | -                           | (15,830,069)       |
| Long Term Liabilities                               | (30,990,657)               | -                | -                           | (30,990,657)       |
| <b>Charity (see below)</b>                          | <b>61,763,610</b>          | <b>2,879,004</b> | <b>9,172,032</b>            | <b>73,814,646</b>  |
| Subsidiary's reserves                               | (1,128)                    | -                | -                           | (1,128)            |
| <b>Group (see below)</b>                            | <b>61,762,482</b>          | <b>2,879,004</b> | <b>9,172,032</b>            | <b>73,813,518</b>  |
| Pension surplus/(deficit)                           | (431,000)                  | -                | -                           | (431,000)          |
| <b>Group (see below)</b>                            | <b>61,331,482</b>          | <b>2,879,004</b> | <b>9,172,032</b>            | <b>73,382,518</b>  |

\* Unrestricted fixed assets include £51,377 (2022: £3,078) of assets purchased during the year from restricted funds (see note 18), which have fulfilled the restriction and been released to unrestricted.

### Unrestricted funds

| Charity:          | Group:            |
|-------------------|-------------------|
| General           | General           |
| Designated        | Designated        |
| Pension deficit   | Pension deficit   |
| 61,332,709        | 61,331,580        |
| 430,902           | 430,902           |
| (431,000)         | (431,000)         |
| <b>61,332,611</b> | <b>61,331,482</b> |

Fund balances at 31 August 2022 are represented by:

|                           | Unrestricted<br>Funds<br>£ | Restricted<br>£ | Permanent<br>Endowment<br>£ | 2022<br>Total<br>£ |
|---------------------------|----------------------------|-----------------|-----------------------------|--------------------|
| Tangible Fixed Assets     | 74,184,537                 | 13,887          | 2,785,308                   | 76,983,732         |
| Investments               | 24,489,249                 | 83,484          | 5,892,853                   | 30,645,586         |
| Current Assets            | 7,623,614                  | 1,820,870       | 261,083                     | 9,705,567          |
| Current Liabilities       | (12,710,459)               | -               | -                           | (12,710,459)       |
| Long Term Liabilities     | (32,028,300)               | -               | -                           | (32,028,300)       |
| Charity (see below)       | 61,558,641                 | 1,918,241       | 8,939,244                   | 72,416,126         |
| Subsidiary's reserves     | (28,530)                   | -               | -                           | (28,530)           |
| Group (see below)         | 61,530,111                 | 1,918,241       | 8,939,244                   | 72,387,596         |
| Pension surplus/(deficit) | (758,000)                  | -               | -                           | (758,000)          |
| Group (see below)         | 60,772,111                 | 1,918,241       | 8,939,244                   | 71,629,596         |

### Unrestricted funds

| Charity:          | Group:            |
|-------------------|-------------------|
| General           | General           |
| Designated        | Designated        |
| Pension deficit   | Pension deficit   |
| 60,871,535        | 60,843,005        |
| 687,106           | 687,106           |
| (758,000)         | (758,000)         |
| <b>60,800,641</b> | <b>60,772,111</b> |

# Notes to the financial statements for the year ended 31 August 2023

## 16. UNRESTRICTED FUNDS

Unrestricted funds include an asset valuation of £24,791,500 (2022: £24,791,500) for all assets held without restriction regarding use or disposal. Details of the valuation are held in Note 1(f).

With the exception of the Boarding House Improvement Fund (see below), the Trustees do not maintain designated funds as all unrestricted funds are held at the discretion of the Trustees year by year as regards capital and income.

The Boarding House Improvement Fund represents the Gift Aid paid to the School by the trading subsidiary USE Ltd and the profit of the Summer School. This is allocated by the Trustees for the purpose of improving the School's boarding houses on an annual rolling programme.

|                                 | 1 September<br>2022<br>£ | Designated<br>Funds<br>£ | Expenditure<br>£ | 31 August<br>2023<br>£ |
|---------------------------------|--------------------------|--------------------------|------------------|------------------------|
| Boarding House Improvement Fund | <u>687,106</u>           | <u>275,949</u>           | <u>(532,153)</u> | <u>430,902</u>         |
|                                 | 1 September<br>2021<br>£ | Designated<br>Funds<br>£ | Expenditure<br>£ | 31 August<br>2022<br>£ |
| Boarding House Improvement Fund | <u>398,175</u>           | <u>288,931</u>           | <u>-</u>         | <u>687,106</u>         |

# Notes to the financial statements for the year ended 31 August 2023

## 17. PERMANENT ENDOWMENT FUND

### Fixed Assets

The following assets are permanently endowed:

| Building        | Land 1992 Value<br>£ | Building 1992 Value<br>£ | Accumulated Depreciation<br>£ | Building Net Book Value<br>£ | Total Asset Value<br>£ |
|-----------------|----------------------|--------------------------|-------------------------------|------------------------------|------------------------|
| Chapel          | 1,764,300            | 311,400                  | 28,026                        | 283,374                      | 2,047,674              |
| Old School Room | 449,700              | 79,400                   | 7,146                         | 72,254                       | 521,954                |
| Pine House      | 74,600               | 149,100                  | 13,419                        | 135,681                      | 210,281                |
|                 | <u>2,288,600</u>     | <u>539,900</u>           | <u>48,591</u>                 | <u>491,309</u>               | <u>2,779,909</u>       |

### Endowment Fund

The Trustees are restricted to using only the income earned from the investment of endowed donations for the general purposes of the School.

### Scholarship and Prize Fund

The Trustees are restricted to using the fund for the purposes of financing scholarships and prizes awarded.

The movements for the year are as follows:

|                                           | Endowe & Restricted<br>£ | Scholarship & Prize Fund<br>£ | Total<br>£       |
|-------------------------------------------|--------------------------|-------------------------------|------------------|
| Balance at 1 September 2022               | 8,939,244                | -                             | 8,939,244        |
| Depreciation in the year                  | (5,399)                  | -                             | (5,399)          |
| Realised surplus from sale of investments | -                        | -                             | -                |
| Unrealised gain on investments for year   | 238,187                  | -                             | 238,187          |
| 31 August 2023                            | <u>9,172,032</u>         | <u>-</u>                      | <u>9,172,032</u> |
| Balance at 1 September 2020               | 6,322,048                | 2,864,972                     | 9,187,020        |
| Depreciation in the year                  | (5,399)                  | -                             | (5,399)          |
| Realised surplus from sale of investments | 2,864,972                | (2,864,972)                   | -                |
| Realised gain on Investments for year     | (323,989)                | -                             | (323,989)        |
| 31 August 2021                            | <u>81,612</u>            | <u>-</u>                      | <u>81,612</u>    |
|                                           | <u>8,939,244</u>         | <u>-</u>                      | <u>8,939,244</u> |

Funds at 31 August 2023 are represented by:

|                                                         | Endowed & Restricted Total<br>£ |
|---------------------------------------------------------|---------------------------------|
| Investments at market value including cash with brokers | 6,155,140                       |
| Property                                                | 2,779,909                       |
| Owed to Funds through Recoupment Order (note 11)        | 236,983                         |
|                                                         | <u>9,172,032</u>                |
| Investments at book value including cash with brokers   | 5,467,956                       |

# Notes to the financial statements for the year ended 31 August 2023

## 18. RESTRICTED FUNDS

### Bursary Funds

The Trustees are restricted to using the funds to help provide an Uppingham education to children who would not otherwise be able to afford one. The total amount is made up of a number of named funds, including Reeves Trust, Chetwode Foundation, Peter Mason Bequest, Richard Harman Foundation Award, 1584 Fund and the Stephen Pearson Fund.

### Maidwell Hall

The Trustees are restricted to using the funds for the development of Maidwell Hall buildings including Pre-Prep, classrooms and a performance hall.

### Gaffikin Fund

The Trustees are restricted to using the funds to promote education at Uppingham School by providing training opportunities for teachers.

### Upper Pavilion

The Trustees are restricted to using the funds for the upgrading of the Upper Pavilion.

### Other Restricted Funds

These consist of covenants and donations received for specific projects. As projects are completed and the particular assets are brought into use (and the restrictions fulfilled), the funds representing those assets are transferred from restricted to unrestricted.

The transfer relates to capital items that have met their restriction.

| Movements for the year<br>are as follows: | 1 Sept<br>2022   | Investment<br>Income | Investment<br>Gains | Donations        | Awards           | Transfer        | 31 Aug<br>2023          |
|-------------------------------------------|------------------|----------------------|---------------------|------------------|------------------|-----------------|-------------------------|
|                                           | £                | £                    | £                   | £                | £                | £               | £                       |
| Bursary Funds                             | 1,601,464        | 47,111               | -                   | 227,032          | (501,973)        | -               | <b>1,373,634</b>        |
| Maidwell Hall                             | -                | -                    | -                   | 665,782          | -                | (3,000)         | <b>662,782</b>          |
| Gaffikin                                  | 92,323           | 3,545                | -                   | -                | (8,188)          | -               | <b>87,680</b>           |
| Upper Pavilion                            | 31,250           | -                    | -                   | 541,500          | -                | 5,000           | <b>577,750</b>          |
| Golf Simulator                            | 13,887           | -                    | -                   | 37,489           | -                | (51,376)        | <b>-</b>                |
| Other                                     | 179,317          | -                    | -                   | 65,235           | (62,394)         | (5,000)         | <b>177,158</b>          |
|                                           | <u>1,918,241</u> | <u>50,656</u>        | <u>-</u>            | <u>1,537,038</u> | <u>(572,555)</u> | <u>(54,376)</u> | <u><b>2,879,004</b></u> |

|                | 1 Sept<br>2021   | Investment<br>Income | Investment<br>Gains | Donations      | Awards           | Transfer       | 31 Aug<br>2022          |
|----------------|------------------|----------------------|---------------------|----------------|------------------|----------------|-------------------------|
|                | £                | £                    | £                   | £              | £                | £              | £                       |
| Bursary Funds  | 1,801,800        | 35,341               | -                   | 170,138        | (405,815)        | -              | <b>1,601,464</b>        |
| Western Quad   | -                | -                    | -                   | 3,078          | -                | (3,078)        | <b>-</b>                |
| Gaffikin       | 102,649          | 3,346                | (9,022)             | -              | (4,650)          | -              | <b>92,323</b>           |
| Upper Pavilion | 31,250           | -                    | -                   | -              | -                | -              | <b>31,250</b>           |
| Golf Simulator | -                | -                    | -                   | 13,887         | -                | -              | <b>13,887</b>           |
| Other          | 144,152          | -                    | -                   | 81,483         | (46,318)         | -              | <b>179,317</b>          |
|                | <u>2,079,851</u> | <u>38,687</u>        | <u>9,022</u>        | <u>268,586</u> | <u>(456,783)</u> | <u>(3,078)</u> | <u><b>1,918,241</b></u> |

Restricted Funds at 31 August 2023 represented by:

|                           | Total 2023       | Total 2022 |
|---------------------------|------------------|------------|
|                           | £                | £          |
| Cash with School          | <b>2,301,254</b> | 1,918,241  |
| Assets under construction | <b>577,750</b>   |            |

# Notes to the financial statements for the year ended 31 August 2023

## 19. FINANCIAL COMMITMENTS

|                                                                                                       | 2023             | 2022             |
|-------------------------------------------------------------------------------------------------------|------------------|------------------|
|                                                                                                       | £                | £                |
| a) <u>Future Capital Expenditure</u>                                                                  |                  |                  |
| Contracted for but not provided for                                                                   | <u>2,295,668</u> | <u>349,617</u>   |
| b) <u>Operating Leases</u>                                                                            |                  |                  |
| At 31 August 2023 the School had commitments under non-cancellable operating leases as set out below: |                  |                  |
|                                                                                                       | 2023             | 2022             |
|                                                                                                       | £                | £                |
| Buildings and Equipment operating leases that expire:                                                 |                  |                  |
| Within one year                                                                                       | <u>70,501</u>    | 13,540           |
| In the second to fifth years                                                                          | <u>518,577</u>   | 339,808          |
| After fifth year                                                                                      | <u>732,631</u>   | 1,061,762        |
|                                                                                                       | <u>1,321,709</u> | <u>1,415,110</u> |

## 20. RELATED PARTIES

No Trustee received any remuneration for services as a Trustee. The Charity Commission has confirmed that Trustees who undertake professional services for the School may be paid the normal charges associated with such services.

Ms S Humphrey, Mr R Price, Ms C Colacicchi and Mrs M Fairfax are Trustees of both Uppingham School and the Uppingham School Retirement Benefit Scheme, in keeping with the scheme's Trust Deed and Rules.

The School paid Pickering Lifts Ltd £26,224 (2022: £13,465) in respect of maintenance of the School lifts, under an arms-length agreement. Pickering Lifts Ltd is owned by one of the Trustees, who had no involvement in the award of the contract. £5,384 was outstanding at the year end.

The School paid £3,439 to the Curve Theatre for theatre tickets under an arms-length agreement. One of the Trustees is also a trustee of Leicester Theatre Trust, as is one of the School's key management personnel who does not manage the contractual relationship.

The School paid £1,897 to Saffron Hall Trust for concert hall hire under an arms-length agreement. One of the Trustees is also a trustee of Saffron Hall Trust.

The School paid F A N Grounds £3,565 (2022: £4,669) in respect of floral displays, under an arms-length agreement. F A N Grounds is the husband of one of the School's key management personnel, who does not manage the contractual relationship.

During the year 5 (2022: 3) Trustees received reimbursement of meeting expenses of £1,175 (2022: £1,210) in total, of which £381 was outstanding at 31 August 2023.

# Notes to the financial statements for the year ended 31 August 2023

## 21. PENSION SCHEMES

### Teaching Staff

The School participates in the Teachers' Pension Scheme ("the TPS") for its Uppingham School teaching staff. The pension charge for the year includes contributions payable to the TPS of £1,660,988 (2022: £1,555,175) and at the year-end £202,497 (2022: £180,043) 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 School runs a defined contribution scheme for Maidwell teaching staff. Contributions paid over to the Scheme in the year amounted to £162,530.

### Support Staff

The School contributed to two defined contribution schemes for support staff. The Uppingham School Group Pension Plan (USSGPP) is open to Uppingham staff above the age of 16 who have completed the necessary probation period. Employer contributions paid over to the Scheme in the year amounted to £488,675 (2022: £494,770).

The second scheme is the Nest scheme for Maidwell staff. Employer contributions paid over to the Scheme in the year amounted to £16,342.

The School ran a Scheme for support staff which was a defined benefits scheme. This scheme is now closed to future accrual. The charge for the year, including employer contributions paid over to the Scheme Trustees in the year amounting to £99,725 (2022: £96,820), together with the actuarial gains and losses on the Scheme for the year, is recognised in the Statement of Financial Activities in accordance with FRS102.

A full actuarial valuation of the scheme was last carried out as at 1 September 2022 and updated to 31 August 2023 by a qualified independent actuary. The major assumptions adopted by the actuary as at 31 August 2023 were:

|                                                 | 31 August 2023 | 31 August 2022 |
|-------------------------------------------------|----------------|----------------|
| Discount rate                                   | 5.25%          | 4.20%          |
| Retail price inflation                          | 3.45%          | 3.70%          |
| Consumer price inflation                        | 3.10%          | 3.20%          |
| Salary increase rate                            | 3.50%          | 4.90%          |
| Pension increases – LPI maximum 5%              | 2.05%          | 3.10%          |
| Pension increases – PLI maximum 2.5%            | 3.00%          | 2.20%          |
| Assumed life expectations on retirement age 65: |                |                |
| Retiring today – males                          | 21.4           | 21.3           |
| Retiring in 20 years – males                    | 22.7           | 23.0           |
| Retiring today – females                        | 23.9           | 23.3           |
| Retiring in 20 years – females                  | 25.3           | 25.1           |

The School is committed to paying ex gratia pensions each year which are internally funded. The amount paid for the year to 31 August 2023 was £3,707 (2022: £4,649).

# Notes to the financial statements for the year ended 31 August 2023

## 22. PENSION SCHEMES (continued)

The amounts recognised in the balance sheet are as follows:

|                                     | Year to 31<br>August 2023 | Year to 31<br>August 2022 |
|-------------------------------------|---------------------------|---------------------------|
|                                     | £                         | £                         |
| Fair value of plan assets           | 11,002,000                | 13,024,000                |
| Value of money purchase liabilities | (100,000)                 | (100,000)                 |
| Value of final salary liabilities   | (11,333,000)              | (13,682,000)              |
| Deficit                             | (431,000)                 | (758,000)                 |

### Amounts in the balance sheet

|               |           |           |
|---------------|-----------|-----------|
| Liabilities   | (431,000) | (758,000) |
| Assets        | -         | -         |
| Net liability | (431,000) | (758,000) |

Changes in the present value of the defined benefit obligation are as follows:

|                                    | Year to 31<br>August 2023 | Year to 31<br>August 2022 |
|------------------------------------|---------------------------|---------------------------|
|                                    | £                         | £                         |
| Opening defined benefit obligation | 13,782,000                | 22,329,000                |
| Interest cost                      | 570,000                   | 377,000                   |
| Experience (gain) / loss           | (185,000)                 | -                         |
| Actuarial (gains) / losses         | (2,290,000)               | (8,627,000)               |
| Benefits paid                      | (444,000)                 | (297,000)                 |
| Closing defined benefit obligation | 11,433,000                | 13,782,000                |

Changes in the fair values of the scheme assets are as follows:

|                                     | Year to 31<br>August 2023 | Year to 31<br>August 2022 |
|-------------------------------------|---------------------------|---------------------------|
|                                     | £                         | £                         |
| Opening fair value of scheme assets | 13,024,000                | 17,507,000                |
| Interest income                     | 540,000                   | 296,000                   |
| Actuarial (losses) / gains          | (2,218,000)               | (4,579,000)               |
| Contributions                       | 100,000                   | 97,000                    |
| Benefits paid                       | (444,000)                 | (297,000)                 |
| Closing fair value of plan assets   | 11,002,000                | 13,024,000                |

The employer expects to contribute £113,000 to this defined benefit pension plan in the year to 31 August 2024.

# Notes to the financial statements for the year ended 31 August 2023

## 22. PENSION SCHEMES (continued)

The amounts included within the Statement of Financial Activities are as follows:

|                                     | Year to 31<br>August 2023 | Year to 31<br>August 2022 |
|-------------------------------------|---------------------------|---------------------------|
|                                     | %                         | £                         |
| Net interest expense                | 30,000                    | 81,000                    |
| Total operating charge              | 30,000                    | 81,000                    |
| Employee contribution to be set off | -                         | -                         |

The major categories of scheme assets as a percentage of total scheme assets are as follows:

|                   | Year to 31<br>August 2023 | Year to 31<br>August 2022 |
|-------------------|---------------------------|---------------------------|
|                   | %                         | %                         |
| Diversified funds | 30                        | 52                        |
| Equities          | 39                        | 23                        |
| Bonds             | 3                         | 1                         |
| Insured pensions  | 5                         | 4                         |
| Cash              | (1)                       | 1                         |
| Gilts             | 7                         | -                         |
| Alternatives      | -                         | 1                         |
| LDI               | 17                        | 18                        |
|                   | 100                       | 100                       |

Analysis of the amount recognised in statement of total recognised gains and losses (SOFA):

|                                                       | Year to 31<br>August 2023 | Year to 31<br>August 2022 |
|-------------------------------------------------------|---------------------------|---------------------------|
|                                                       | £                         | £                         |
| Actual return less interest income recognised in SOFA | (2,218,000)               | (4,579,000)               |
| Experience gains on benefit obligation                | 185,000                   | -                         |
| Effect of assumption changes on benefit obligation    | 2,290,000                 | 8,627,000                 |
| Actuarial gain recognised in SOFA                     | 257,000                   | 4,048,000                 |

|                                                                                     | Year to<br>31 August 2023 | Year to<br>31 August 2022 |
|-------------------------------------------------------------------------------------|---------------------------|---------------------------|
| History of experience gains and losses                                              |                           |                           |
| Differences between the asset return and the interest income recognised in the SOFA | (2,218,000)               | (4,579,000)               |
| - as % of scheme assets                                                             | 20%                       | 35%                       |
| Experience gains/losses on obligation                                               | 185,000                   | -                         |
| - as % of liabilities                                                               | -                         | -                         |
| Total amount recognised in SOFA                                                     | (257,000)                 | (4,048,000)               |
| - as % of liabilities                                                               | 2%                        | 29%                       |

## Notes to the financial statements for the year ended 31 August 2023

The amounts for the current and previous years are as follows:

|                                                                                    | <b>2023</b>        | 2022        | 2021        | 2020        | 2019        |
|------------------------------------------------------------------------------------|--------------------|-------------|-------------|-------------|-------------|
|                                                                                    | <b>£</b>           | £           | £           | £           | £           |
| Value of funded obligations                                                        | <b>11,433,000</b>  | 13,782,000  | 22,329,000  | 22,092,000  | 19,806,000  |
| Fair value of plan assets                                                          | <b>11,002,000</b>  | 13,024,000  | 17,507,000  | 15,912,000  | 15,152,000  |
| (Deficit) / surplus                                                                | <b>(431,000)</b>   | (758,000)   | (4,822,000) | (6,180,000) | (4,654,000) |
| Experience gains on obligation                                                     | <b>185,000</b>     | -           | 332,000     | (1,431,000) | 53,000      |
| Difference between the asset return and the interest income recognised in the SOFA | <b>(2,218,000)</b> | (4,579,000) | 2,150,000   | 507,000     | 59,000      |

# Notes to the financial statements for the year ended 31 August 2023

## 23. CONSOLIDATED STATEMENT OF FINANCIAL ACTIVITIES – COMPARATIVE FIGURES BY FUND TYPE.

### Year ended 31 August 2022

#### Incoming Resources

##### Charitable activities

|                                  | Unrestricted<br>£ | Restricted<br>£ | Permanent<br>Endowment<br>£ | Total<br>2022<br>£ |
|----------------------------------|-------------------|-----------------|-----------------------------|--------------------|
| School fees                      | 30,534,488        | -               | -                           | 30,534,488         |
| Lettings                         | -                 | -               | -                           | -                  |
| Donations                        | 107,969           | 268,586         | -                           | 376,555            |
| Other activities                 | 204,765           | -               | -                           | 204,765            |
| Activities for generating funds: |                   |                 |                             |                    |
| Subsidiary turnover              | 1,749,087         | -               | -                           | 1,749,087          |
| Rents and lettings receivable    | 85,548            | -               | -                           | 85,548             |
| Investment income                | 324,716           | 38,687          | -                           | 363,403            |
| Other income                     | 232,327           | -               | -                           | 232,327            |
| Total incoming resources         | 33,238,900        | 307,273         | -                           | 33,546,173         |

#### Resources Expended

##### Cost of generating funds:

|                   |           |   |   |           |
|-------------------|-----------|---|---|-----------|
| Fundraising costs | 264,257   | - | - | 264,257   |
| Subsidiary costs  | 1,220,449 | - | - | 1,220,449 |
| Finance costs     | 994,330   | - | - | 994,330   |
|                   | 2,479,036 | - | - | 2,479,036 |

##### Charitable activities

|                          |            |         |       |            |
|--------------------------|------------|---------|-------|------------|
| School and grant-making  | 30,365,072 | 456,783 | 5,399 | 30,827,254 |
| Total resources expended | 32,844,108 | 456,783 | 5,399 | 33,306,290 |

##### Net outgoing resources before fair value movements on financial instruments

|  |         |           |         |         |
|--|---------|-----------|---------|---------|
|  | 394,792 | (149,510) | (5,399) | 239,883 |
|--|---------|-----------|---------|---------|

|                             |             |         |           |             |
|-----------------------------|-------------|---------|-----------|-------------|
| Investment gains and losses | (2,371,530) | (9,022) | (242,377) | (2,622,929) |
|-----------------------------|-------------|---------|-----------|-------------|

|           |       |         |   |   |
|-----------|-------|---------|---|---|
| Transfers | 3,078 | (3,078) | - | - |
|-----------|-------|---------|---|---|

|            |             |           |           |             |
|------------|-------------|-----------|-----------|-------------|
| Net income | (1,973,660) | (161,610) | (247,776) | (2,383,046) |
|------------|-------------|-----------|-----------|-------------|

|                                      |           |   |   |           |
|--------------------------------------|-----------|---|---|-----------|
| Pension scheme actuarial gain/(loss) | 4,048,000 | - | - | 4,048,000 |
|--------------------------------------|-----------|---|---|-----------|

|                       |           |           |           |           |
|-----------------------|-----------|-----------|-----------|-----------|
| Net movement of funds | 2,074,340 | (161,610) | (247,776) | 1,664,954 |
|-----------------------|-----------|-----------|-----------|-----------|

|                                                |            |           |           |            |
|------------------------------------------------|------------|-----------|-----------|------------|
| Fund balance carried forward at 31 August 2020 | 58,697,771 | 2,079,851 | 9,187,020 | 69,964,642 |
|------------------------------------------------|------------|-----------|-----------|------------|

|                                                |            |           |           |            |
|------------------------------------------------|------------|-----------|-----------|------------|
| Fund balance carried forward at 31 August 2021 | 60,772,111 | 1,918,241 | 8,939,244 | 71,629,596 |
|------------------------------------------------|------------|-----------|-----------|------------|

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United Kingdom

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# UPPINGHAM

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# Accounts

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Uppingham School

# Consolidated Financial Statements

for the year ended 31 August 2022

Charity number: 1147280  
Company number: 8013826  
[www.uppingham.co.uk](http://www.uppingham.co.uk)

UPPINGHAM

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## Trustees and Officers

|                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|-------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Chair of Trustees</b>            | B M Matthews MBE BSc * <sup>◊</sup>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Vice-Chairs</b>                  | R J S Tice BSc *<br>K J Budge MA (Oxon) PGCE <sup>◊</sup>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Trustees</b>                     | The Very Revd The Dean of Peterborough (Ex officio)<br>The Lord Lieutenant of Rutland (Ex officio) <sup>◊</sup><br>R N J S Price Esq *<br>S A Humphrey LLB (Hons) *<br>K J Gaine MA (Oxon) <sup>◊</sup><br>C F Ewbank MA (Cantab) MBA * (retired 19/03/2022)<br>Professor J J A Scott BSc PhD <sup>◊</sup><br>D L C Wallis BA (Hons) (Oxon) *<br>D R Fothergill MA (Oxon) MBA *<br>C P M King MA <sup>◊</sup><br>L J Womack BA (Hons) <sup>◊</sup><br>A E Timpson CBE MP <sup>◊</sup><br>C E V Colacicchi MA (Oxon) *<br>M Fairfax * (appointed 21/05/2022)<br>Dr N R Kotecha OBE DL * (appointed 21/05/2022, resigned 23/11/2022)<br>A W Y To BSc MHKIS (Associate International Trustee) |
| <b>Headmaster</b>                   | Dr R J Maloney MTheol MA PhD                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Bursar and Clerk to Trustees</b> | S C Taylor Esq MA (Cantab) ACA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Registered Office</b>            | Uppingham School, Uppingham, Rutland LE15 9QD                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Company Number</b>               | 8013826                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Charity Number</b>               | 1147280                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

## Advisors

|                            |                                                                                              |
|----------------------------|----------------------------------------------------------------------------------------------|
| <b>Bankers</b>             | NatWest Bank Plc, 7 High Street, Melton Mowbray, Leicestershire LE13 0TT                     |
| <b>Solicitors</b>          | Farrer & Co LLP, 66 Lincoln's Inn Fields, Holborn, London WC2A 3LH                           |
| <b>Auditor</b>             | Crowe U.K. LLP, 4th Floor, St James House, St James Square, Cheltenham GL50 3PR              |
| <b>Investment Managers</b> | Cazenove Capital Management Ltd, 1 London Wall Place, London Wall, Barbican, London EC2Y 5AU |
| <b>Insurance Brokers</b>   | Berkeley Insurance Group, 2 Colton Square, Regent Street, Leicester LE11QH                   |

\* Member of the Finance and General Purposes Committee

<sup>◊</sup> Member of the Education Committee

# Report of the Trustees

## Year ended 31 August 2022

### Directors' Report

The Trustees, who are also directors, present their Annual Report for the year ended 31 August 2022 under the Charities Act 2011 and under the Companies Act 2006, including the Directors' and Strategic Reports and the audited financial statements for the year.

#### Objects, aims, objectives and activities

##### Charitable Objects

The objects of the Charity, as outlined in its Articles of Association, are "to advance the education of boys and girls by the provision of a boarding and/or day school or schools in or near Uppingham and by the provision of ancillary or incidental educational activities or other associated activities for the benefit of the community".

##### Public Benefit Aims and Intended Impact

Within this object, it is our aim to benefit the public by promoting a truly holistic education, pioneered at Uppingham in the 19th Century, where young people attain the highest academic levels balanced with an extensive co-curricular programme, which aims to develop life-long interests, promote pupils' well-being, and cultivate a desire to contribute to their communities. Uppingham is a full boarding school in which pupils are engaged in a broad educational programme seven days a week, and, accordingly, has an unequivocal commitment to excellence and innovation in the pastoral care of pupils.

Uppingham School is committed to benefitting the public, both through its charitable object, and in a broader context as a good neighbour and as a thriving economic entity. In the furtherance of these aims the Trustees have approved a Public Benefit policy and complied with the duty under s.17 of the Charities Act 2011 to have due regard to the Charity Commission's published general and relevant sector-specific guidance concerning the operation of the Public Benefit requirement under that Act.

Uppingham currently has a record number of 846 pupils, who come from all over the country and abroad, together with 132 pupils at Maidwell Hall School following a merger between the two schools in September 2022. Founded in 1584 by Archdeacon Robert Johnson and raised to its present eminence in the 19th Century by the great educationalist Edward Thring, Uppingham continues to flourish today. Originally a boys' school, girls were first accepted into the Sixth Form in 1975 and the School has been fully co-educational since 2001. High academic standards are a priority to the School and in addition there is a strong commitment to music, drama, art, design, technology and sports. The all-round education, for which Thring made Uppingham famous, is further enhanced by pupil involvement in the 'Upp & Out' community service programme, the Duke of Edinburgh Award Scheme, expeditions and many other activities.

##### Educational outreach and community involvement

The School sits at the heart of a small market town and is committed to working closely both with local schools and the local community. In addition to providing means-tested bursaries for local children to attend the School, the public benefits through educational outreach which includes pupil-led tuition in Latin and Maths, providing classroom assistance, joint pedagogical projects with subject leaders in state maintained schools, leading community music programmes in primary schools, helping run extra-curricular school clubs, practice for university interviews, staging musical concerts, and supporting mental health programmes for schoolchildren in Rutland. These activities were curtailed in 2020 and early 2021 due to the closure of schools during the COVID-19 pandemic.

# Report of the Trustees

## Directors' Report

The School has a relationship of mutually beneficial co-operation with several state-maintained schools, including the David Ross Educational Trust, with which the School has signed a Memorandum of Understanding supported by annually agreed plans of action. Uppingham continues to support individual DRET schools by engaging in areas such as music, community service, CCF, arts, sports, pastoral care, higher education and careers advice, residential experiences, curriculum development, as well as providing subject-specialist masterclasses.

Uppingham is in the process of forming a partnership with Beauchamp City Sixth Form in Leicester to support the aspiration of BCSF pupils to elite universities; establish subject networks for teacher development; to create student-led community projects between partner schools.

The 'Upp & Out' community service programme runs alongside the Duke of Edinburgh Award Scheme and Combined Cadet Force, in which pupils regularly visit elderly people, work in local schools and help with the disabled. The School's sporting facilities are made available to schools, clubs and teams in the area and the public enjoy access to the School's 59 acres of playing fields. Other School facilities are made available to local societies, schools and clubs for educational purposes and performances and shows, and the Estates department gives assistance to the town of Uppingham on technical and horticultural matters. Pupils and staff from the School perform weekly lunchtime concerts in the town's church.

### Structure, Governance and Management

#### Governing documents

Uppingham School is a registered charity (number 1147280) and is incorporated as a company limited by guarantee (company number 8013826). The company is governed by Articles of Association. The company's charitable objects are "to advance the education of boys and girls by the provision of a boarding and/or day school or schools in or near Uppingham and by the provision of ancillary or incidental educational activities or other associated activities for the benefit of the community".

All the undertakings of the School were transferred across to the company upon incorporation on 1 September 2012, with the exception of endowed properties ('specie' land) and assets, which continue to be held in the Archdeacon Robert Johnson Trust. A 'Uniting Order' from the Charity Commission removes the need to prepare separate accounts for both company and trust.

#### Appointment and induction of Trustees

The Trustees who served during the year and since the year-end are shown on page 3. Under the Articles of Association, Trustees must not number fewer than seven nor more than twenty-one persons: two ex-officio, two appointed, and between five and seventeen co-optative Trustees. Appointed Trustees are appointed by the Hospital of St John and St Anne in Oakham, and by the Headmaster and teaching staff of the School. Co-optative Trustees are appointed by fellow Trustees exercising a majority opinion.

Trustees are recruited as much as possible to represent a cross-section of skills and experience considered most useful in addressing the issues facing the School. The Chairs' Committee, acting as nominations committee maintains a

# Report of the Trustees

## Directors' Report

shortlist of potential Trustees. The Chair interviews all proposed Trustees and presents their credentials to the Trustee board, whose approval is required before they are invited to join it. In addition to key documents, including the AGBIS Guidelines for Governors, Trustee induction includes child protection training, a pupil tour of the School, lesson observation, meetings with Headmaster and Bursar, and usually a lunch with pupils in a boarding house. Ongoing training of Trustees on topical subjects is made available on a regular basis, and a programme of annual Trustee day-long observations of the workings of the School is in place (albeit interrupted during the Covid-19 pandemic). Trustees carry out a governance self-evaluation exercise every two years. The seven principles in The Charity Governance Code published in July 2017 and refreshed in 2020 are reflected in that exercise.

### Organisational management

The Trustees of the Charity are responsible for the overall management and control of the School and meet three times a year.

There are two principal Trustee sub-committees. The Finance and General Purposes Committee (F&GP) meets two weeks before each meeting of the full Trustees, and addresses matters relating to finance, operations, estate, and investments. The F&GP works under the chairmanship of Mr Richard Tice, and the other members are indicated on page 3. The other principal sub-committee is the Education Committee, chaired by Mr Keith Budge, which addresses matters relating to the educational, academic and pastoral agenda. This committee also meets once a term and its members are indicated on page 3.

A sub-committee of F&GP, the Investment Sub-committee, monitors the performance of the School's investments, whose management is delegated to Cazenove Capital Management Ltd, a firm of professional investment managers. It meets immediately before each F&GP meeting and reports to that meeting.

The Audit sub-committee, which is chaired by a Trustee not chairing F&GP, and whose membership excludes the Chair of Trustees, meets once a year. It is responsible for reviewing the financial statements, internal control, risk management, and the external audit, and reports directly to the Trustees.

The International Schools sub-committee, chaired by the Chair of Trustees, monitors progress towards the establishment of Uppingham-branded schools overseas with partnering investors.

The Estates sub-committee monitors the development of the School's Infrastructure Strategy.

The work of implementing most of the Trustees' policies and the day to day running of the School is delegated to the Headmaster and Bursar. The Headmaster and Bursar attend the meetings of the above committees and are supported by the School's executive leadership teams and together this group are the key management personnel.

Remuneration is set by the Headmaster and Bursar and overseen by the Trustees, with the policy objective of providing appropriate incentives to encourage enhanced performance and of rewarding fairly and responsibly individual contributions to the School's success.

# Report of the Trustees

## Directors' Report

The appropriateness and relevance of the remuneration policy is reviewed annually and ensures that the School remains sensitive to the broader issues of pay and employment conditions elsewhere. Delivery of the School's charitable vision and purpose is primarily dependent on its personnel, and staff costs are the largest single element of its charitable expenditure.

### Group structure and Relationships

The School has wholly owned non-charitable subsidiaries, whose activities and trading performance are discussed below: Uppingham School Enterprises Ltd; Uppingham School (Construction) Limited; Uppingham School International Ltd (dormant); Uppingham School (Asia) Ltd; Uppingham School (Selwyn) Ltd; and Uppingham School (Reddall) Ltd.

Uppingham School belongs to several representative bodies in the independent school sector, whose goal is the enhancement of the highest standards of education. We also cooperate with local schools and organisations to widen public access to the schooling we can provide, to optimise the educational use of our cultural and sporting facilities, and to awaken in our pupils, in the public interest, an awareness of the social context of the all-round education they receive at Uppingham School.

### Equality Act

Uppingham School complies with the Equality Act 2010 and is committed to providing equal opportunities in employment. The School's policies seek to avoid unlawful discrimination in all aspects of employment including recruitment, promotion, opportunities for training, pay and benefits, discipline and selection for redundancy. Uppingham is a registered member of Investors in Diversity (IiD), an award run by the National Centre for Diversity, acknowledging a business or organisation's adherence to the Centre's FREDIE values (Fairness, Respect, Equality, Diversity, Inclusion and Engagement).

### **Statement of Trustees' Responsibilities**

The Trustees (who are also directors of the charity for the purposes of company law) are responsible for preparing the Report of the Trustees and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards).

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 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 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;

## Report of the Trustees Directors' Report

- 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 charity and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Trustees confirm that:

- so far as they are aware, there is no relevant audit information of which the company's auditors are unaware, and
- they have taken all the steps that he/she ought to have taken as Trustees to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

# Report of the Trustees

## Strategic Report

### Objectives and Strategies

#### Objectives for the year

The objectives for the year ended 31 August 2022 reflected the School's values of Future Facing and Fearless, Intellectually Inquisitive and Inventive, Collaborative and Connected, and Responsible and Compassionate. The objectives included:

- Delivery of the first-year targets in the 2021-26 Educational Strategic Plan, under the headings of academic and curriculum, pastoral, co-curricular, teacher development, and Sixth Form;
- Delivery of the School's '2021 Forward' Strategic Plan including Educational Plan (as above), addressing the 'fee affordability' gap, widening the socio-economic diversity of the pupil body, and ensuring the School's infrastructure is market leading.
- Revision of the School's 2015 Estate Masterplan.
- Concluding a merger with Maidwell Hall School, a co-educational boarding and day Prep School in north Northamptonshire

#### Strategies to achieve the year's objectives

The 2021-26 Educational Strategic Plan will be achieved by delivering a number of initiatives:

- Academic and curriculum: academic outcomes; the 13-16 curriculum; staffing strategy; assessment and tracking; pupil and staff data; and academic enrichment.
- Pastoral: health and wellbeing; training and development; safeguarding; pastoral structures; and diversity and inclusion.
- Co-curricular: culture and values; experimental and outdoor learning programme; scholarship and further learning programme; creative and physical literacy; pupil enrichment; structures and systems; and co-curricular infrastructure.
- Teacher development: teacher development programme; evidence-based practice; effective collaboration; digital strategy; professional development review system; and teacher development hub.
- Sixth Form: future choices; Sixth Form centre; and post-qualification applications.

Delivery of the '2021 Forward' School Strategic Plan will be achieved by creating an endowment fund, bridging the 11-13 educational gap, generating additional income streams, recruiting a higher proportion of pupils from less advantaged backgrounds, and delivering a far-sighted infrastructure plan. In particular, the School's work on a merger with Maidwell Hall School achieved completion on 30 September 2022.

# Report of the Trustees

## Strategic Report

### Review of achievements and performance for the year

#### Pupil roll

In the year under review, Uppingham School had 830 (2021: 804) pupils, of whom 793 (2021: 781) were boarders and 37 (2021: 23) were day pupils.

#### Operational performance

Following the successful application of the School's strategies and its handling of the Covid-19 pandemic, the School started the new academic year in September 2021 with a record roll of 834 pupils. The School is strongly subscribed for 2022 and 2023, giving confidence that the current pupil roll will be sustained, albeit with a degree of caution over the long-term economic impacts of Covid-19 and Brexit, strong worldwide inflation, looming UK recession, and the very gradual, long-term decline in the UK boarding market.

Examination results in 2022 were very strong, marked by a return to near-normal examination conditions after the Covid-19 pandemic. The A-level pass rate was 100%, with 30% graded A\*, 64% graded A\* or A, and 92% of subjects graded A\*, A or B. The GCSE pass rate was 99% with 30% of subjects graded 9, 53% graded 9 or 8 and 75% graded 9 to 7. This year 89% of leavers went on to higher education. Of this group, 21% gained places at institutions ranked in the global top 50, and 44% ranked in the global top 100. Of these places, 71% were at Russell Group universities.

These academic achievements were accompanied by a full programme of sporting activities and fixtures across a wide range of sports including rugby, hockey, cricket, athletics, lacrosse, tennis, netball, swimming, badminton, basketball, sailing, fencing, football, fives and squash. Uppingham's distinguished reputation for music was maintained by a very busy programme of weekly recitals, and house and School choral and instrumental concerts. As well as music, theatre, drama, art, design and technology all flourish at Uppingham. The fully-equipped 300-seat theatre and Williams studio theatre regularly stage School productions as well as playing host to visiting professional companies.

#### Developments

Planning and listed building consent has been obtained for an enlargement and refurbishment of the School's Grade 2-listed 1st XI cricket pavilion on The Upper. The strategy of integrating new Day pupil spaces within boarding houses has continued, enabling 37 Day-boarder pupils in September 2021 and 52 in September 2022. Elsewhere, the School's infrastructure strategy has faced very high rates of inflation in the construction industry. As a consequence, a plan to create two new boarding houses has been replaced with consideration being given to build a single house for decanting purposes for the future refurbishment of other boarding houses. Similarly, the remodelling of the problematic 17th-19th century Thring building as a Sixth Form Centre has been paused in favour of the possible creation of a Sixth Form hub in an adjoining 17th century listed barn with a modern extension.

#### Fundraising performance

The Foundation had a quieter year in the wake of the pandemic, raising funds for infrastructure projects as well as means-tested bursaries enabling more pupils to benefit from the School's education who otherwise could not afford the fees. Donations totalled £376,555 (2021: £666,114).

# Report of the Trustees

## Strategic Report

Fundraising during the year was carried out solely by the Development team with support from alumni and parents. No external fundraising individuals or companies were employed. The School is signed up to the Fundraising Regulator which oversees the Code of Fundraising Practice and there were no incidences of failures to comply with fundraising standards, nor any complaints received. The School adheres to the new GDPR regulations and contact only those for whom our communications will be relevant and of interest.

### School merger

The School worked on its plan to merge with Maidwell Hall School, which was completed on 30 September 2022. The two schools share an educational ethos of holistic education, broad curriculum, boarding and day provision, and co-education. Maidwell Hall will enable Uppingham to extend its education for bursary pupils from Year 7 as well as continuing to provide a reliable stream of boarders to Uppingham.

### Section 172(1) statement

The Trustees have acted in accordance with their duties codified in law, which include their duty to act in the way in which they consider, in good faith, would be most likely to promote the success of the School for the benefit of its members as a whole, having regard to the stakeholders and matters set out in section 172(1) of the Companies Act 2006.

In discharging their duties above, the Trustees carefully consider, amongst other matters, the impact on and interest of other stakeholders in the School and factor these into their decision-making process.

### Pupils

Boarding and day pupils alike benefit from the School's excellent pastoral provision with staff placing as much importance on pupils' all-round personal development as they do on academic progress. Pupils are actively encouraged to offer suggestions on the operation of the School through committees, houses or tutor meetings, and this pupil voice is actively considered in decisions made by the Uppingham Leadership Team and Trustees.

The pupil-centric focus continued during the Government-mandated closure of the School site in the Spring term of 2021 and provision of 'Virtual Uppingham' online learning, recognising the challenges faced by pupils during lockdown. Staff worked with individuals and groups of pupils to address any concerns and organised online events designed to maintain social interaction and pupil motivation.

### Employees

The School recognises that the qualities, skills and commitment of its employees play a major role in the School's success. Regular briefings keep staff informed of School-wide developments, and wide-ranging employee benefits enhance their quality of life. Staff wellbeing and engagement have continued to be areas of attention, along with equality, diversity and inclusion, and Uppingham working towards accreditation under Investors in Diversity (IiD).

# Report of the Trustees

## Strategic Report

### Parents

The School recognises the many benefits of engaging with parents and reimagined its communications with parents these past twelve months. An historic reliance on written communication has given way to digital innovations such as Headmaster's filmed 'letters', regular Zoom-based interactive forums, online parent teacher meetings, as well as streaming live and recorded audio-visual events and podcasts. Although written communications continue, they are disseminated via a new platform which offers greater interactivity and clarity of communication.

### Community

The School is proud of its place in the local community and conscious that, as the largest employer in the town of Uppingham, it has a significantly beneficial impact on the local economy and on local cultural life. During the Covid-19 crisis the School has sought to keep the local community informed of its plans via social media, hand-delivered written communications to every home in the town, the publication of detailed documentation accessible to all residents, and maintaining close links with Uppingham Town Council and other representative bodies.

The School endeavours wherever possible to enable local schools and sports clubs to benefit from its academic and co-curricular facilities. The pupil 'Upp & Out' programme works with local charities and social organisations to channel pupils' support and assistance to the elderly and disabled, although sadly these activities were curtailed during the pandemic.

### **Financial review and results for the year**

A summary of the results of the year's operations is given in the statement of financial activities on page 24.

School fee income was 10.7% ahead of the previous year due in part to a small fee increase, higher pupil numbers, and the absence of a Covid-19 pandemic-related discount (2021: £1,403,218). There were no pandemic-related income or costs in the year, compared with a net financial cost from Covid-19 of £1,296,421 in the previous year, as reported in Note 4 to the accounts.

The Charity's principal funding sources were School fees (91% of incoming resources), trading turnover (5%), donations (1%), other activities (1%), investment income (1%), and rents, lettings and other income (1%).

Awards totalling £2,168,832 (2021: £2,170,014) were made to pupils for scholarships, bursaries and other grants from unrestricted funds, and further awards from restricted funds amounted to £405,815 (2021: £476,145).

Net incoming resources of £239,883 (2021: outgoing resources of £353,919) included a deficit of £149,510 on restricted income (2021: surplus £76,472), mainly due to Bursary awards exceeding new donations.

The net movement of funds shows an overall increase of £1,664,954 reflecting the above net incoming resources, an actuarial gain on the pension scheme of £4,048,000, offset by net investment losses of £2,622,929.

# Report of the Trustees

## Strategic Report

The School's five-year cash projection is updated termly, and considers cash position, sources of income and planned expenditure. Scenarios considered include reduced pupil numbers, reduced fees and as well as impact of costs of inflation and other economic factors. The results of this cash flow and sensitivity analysis indicate that cash reserves of the Charity are adequate to meet the Charity's obligations as they fall due.

Having regard to the above, the Trustees believe it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

### Fee remissions

The School awarded £2,574,647 (2021: £4,049,377) in fee discounts, scholarships, and means-tested bursaries, of which £NIL (2021: £1,403,218) related to COVID-19 fee discounts. Scholarships are awarded for academic, musical, drama, artistic, sporting and all-round excellence; the accompanying financial discount is a small proportion of the fee. Means-tested bursaries are designed to widen public access to the School's education to those who otherwise could not afford the fees and relieve hardship where the pupil's education and prospects would otherwise be at risk.

There are currently 244 pupils (2021: 234) at Uppingham receiving means-tested bursaries, scholarships and other fee discounts which are financed by the School through general and restricted funds, and 5 (2021: 5) of these pupils also receive remissions funded by third parties.

Means-tested Bursaries were awarded to 77 pupils (2021: 77), worth £1,737,105 (2021: £1,712,223) in fee support. Means-tested Bursaries cover a wide range of remission from 10% up to 100%+ of the fees (in the latter case including support for uniform and additional charges), as follows:

| <b>Means-tested Bursary %</b> | <b>No. of pupils 2021/22</b> | <b>No. of pupils 2020/21</b> |
|-------------------------------|------------------------------|------------------------------|
| 1% - 25%                      | 11                           | 8                            |
| 26% - 50%                     | 15                           | 20                           |
| 51% - 75%                     | 29                           | 27                           |
| 76% - 105%                    | 22                           | 22                           |
|                               | <b>77</b>                    | <b>77</b>                    |

### **UK trading subsidiaries**

The School carries out its UK trading operations through two wholly owned subsidiary companies, Uppingham School Enterprises Limited and Uppingham School (Construction) Limited.

#### Uppingham School Enterprises Ltd

Uppingham School Enterprises Ltd, which runs a programme of summer lettings, the School Shop, and the commercial activities of Uppingham School Sports Centre, had a near normal year. Sales rose to £1,956,161 (2021: £1,072,369) and a profit of £404,758 was made before gift-aid (2021: loss of £111,691). The gift-aid amount to Uppingham School is £288,931.

# Report of the Trustees

## Strategic Report

The Directors are confident that business will remain strong in the year-ended 31 August 2023.

Uppingham School Enterprises Ltd ended the year with net assets of £7,388 (2021: deficit £108,439). The Directors have reviewed the trading and cash flow forecasts for the year ending 31 August 2023 and believe it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

### Uppingham School (Construction) Ltd

Uppingham School (Construction) Limited, which designs and builds new boarding houses, had sales of £234,506 (2021: £454,216) and a net surplus of £6,830 (2021: £13,230) in the year, which was gift aided to Uppingham School

### **International trading operations**

The School's international trading operations are carried out through a wholly owned, dormant subsidiary, Uppingham School International Limited, and its three wholly owned subsidiaries, Uppingham School (Asia) Limited, Uppingham School (Selwyn) Limited and Uppingham School (Reddall) Limited.

### Uppingham School (Asia) Ltd

The company had turnover of £Nil (2021: £370,000) and made a loss of £4,986 (2021: £14,908). The School has provided against the inter-company balance of £4,091 (2021: £105,598).

### Uppingham School (Selwyn) Ltd

The company made a loss of £10,804 (2021: £49,985). The School has provided against the inter-company balance of £57,482 (2021: NIL)

### Uppingham School (Reddall) Ltd

The company had turnover of £200,000 and made a profit of £56,113, which was gift aided to Uppingham School.

### Appropriation of resources

The Trustees recommend that any unrestricted surplus at the end of the year be carried forward.

### Fixed assets

The valuation of the land and buildings of the Charity depends largely on their continued use as a boarding school or similar activity. The Trustees are satisfied that, assuming that they continue to be used for their current purposes, any significant difference between the current market value of the land and buildings and the value at which they are shown in these Financial Statements would have no material impact on the School's operations or financial viability. Changes in fixed assets during the year are set out in Note 9 to the financial statements.

### Reserves policy

Disregarding the notional pension-funding deficit calculated under FRS102 (see below), at 31 August 2022, the total funds of the School were £72,387,596. Of these, £8,939,244 were permanent endowment funds and £1,918,241 were restricted funds. This leaves unrestricted funds of £61,530,111 of which £687,106 has been designated by the Trustees and £74,184,537 are represented by fixed assets. Therefore, the School currently has a surplus on free reserves of £11,178,468

# Report of the Trustees

## Strategic Report

(after taking account of capital borrowings of £24,520,000) which primarily represents funds due to be expended on fixed assets.

Total unrestricted funds as shown in the accounts include a notional funding deficit of £758,000 (2021: deficit £4,822,000) calculated under FRS102 in respect of the Charity's defined benefit pension scheme for support staff. The Trustees believe that this notional funding calculation, which can vary considerably between surplus and deficit according to the assumptions made at each year end, has no material effect on the Charity's cash flows in the short term, and that in the longer term its effects are sustainable out of future income. For this reason, the Trustees consider that it should be disregarded for reserves policy purposes.

The surplus on free reserves is consistent with the Five-year Cash Projection, which is updated and considered by the Trustees on a regular basis. The Trustees are committed to providing an excellent environment for pupils at the School by improving its academic, pastoral and extra-curricular facilities. This programme is reviewed and updated on a regular basis, along with its impact on cash flows. In addition to the improvements programme the School has undertaken a buildings condition survey to ensure that an adequate maintenance programme is in place to protect the School's fabric and plant for the long term. The School's policy is to operate with a deficit on free reserves and, over the foreseeable future, to continue to finance these two programmes through surpluses. This policy is managed prudently by ensuring that cash 'headroom' (defined as cash balances plus available bank overdraft) never falls below £3 million.

The School's management of reserves will be reviewed on an annual basis by the Trustees.

### Investment policy and performance

The Trustees' investment powers are governed by the Articles of Association and by the Trustee Act 2000. The Trustees' policy is to maintain income while building the real value of endowed investments over the long term, and to maximize income on temporarily invested restricted funds.

The School's investments have continued to be managed in conformity with the policy and the Articles of Association. Their performance is measured regularly against a composite benchmark representing a weighting to market indices in line with the long-term strategic asset allocation. The long-term benchmark since the appointment of Cazenove Capital as fund managers in September 2013 was amended from an RPI-related target to CPI + 4.0% in March 2020.

The Scholarship & Prizes portfolio and the General Endowment portfolio were consolidated into one portfolio during the year and is now called the 'Endowed and Restricted' Fund. The consolidated assets returned -3.1%, behind the composite benchmark return of -0.2% and one-year CPI + 4.0% return of 14.3%. Markets struggled over the period with higher levels of inflation forcing central banks to raise rates in an attempt to bring inflation back to target levels. This has had a detrimental impact on economic growth and has led to market expectations of a recession in the developed world over the next 12 months.

# Report of the Trustees

## Strategic Report

### Principal risks and uncertainties

The most significant risks identified by the Trustees are declining fee income (through recession, declining popularity of boarding or fee affordability, political and economic uncertainty; government policy towards independent schools and visas for overseas pupils; pension costs; inadequate strategic planning; insufficient range of skills on the Trustee body; inadequate academic performance; inadequate boarding and teaching facilities; an underfunded bursaries strategy; the affordability of fees; pension commitments; changes in tax legislation; pupil safeguarding issues; increasing energy costs; significant health and safety risks such as a boarding house fire or offsite accident; site security risks; poor catering standards; cyber-security threats and failure of key software or hardware.

The Trustees are responsible for the management of the risks faced by the School. Detailed considerations of risk are delegated to the Finance & General Purposes Committee, which is assisted by the Uppingham Leadership Team. Risks are identified and assessed, and controls established throughout the year. A formal review of the Charity's risk management processes is undertaken on an annual basis.

The key controls used by the Charity include:

- formal agendas for all Committee and Board activity;
- detailed terms of reference for all Committees;
- comprehensive strategic planning, budgeting, management accounting, and cash flow forecasting;
- established organisational structure and lines of reporting;
- formal written policies, including child protection, safeguarding, health and safety, crisis management, and compliance with all relevant legislation applicable to schools;
- clear authorisation and approval levels; and
- vetting procedures as required by law for the protection of children.

Through the risk management processes established for the School, the Trustees are satisfied that the major risks to which the School is exposed have been reviewed and systems or procedures have been established to manage those risks. It is recognised that systems can provide reasonable but not absolute assurance that major risks have been adequately managed.

The Trustees regularly review the effectiveness of current plans and strategies for managing all identified major risks for both the School and its subsidiaries.

# Report of the Trustees

## Strategic Report

### Future Plans

#### Objectives for the forthcoming year

The objectives for the forthcoming year are as follows:

- Delivery of the first-year targets in the new 2021-26 educational strategy, under five sections headed academic and curriculum, pastoral care & safeguarding, co-curriculum, teacher development and Sixth Form;
- Delivery of the School's strategic plan entitled '2021 Forward: thriving in an uncertain world' including the educational strategic plan (above), addressing the affordability gap, widening socio-economic diversity, and ensuring that Uppingham's infrastructure presented the School to good advantage among its peers.
- Ensuring that the merger with Maidwell Hall School, completed on 30 September 2022, provides an excellent, safe and financially secure education for its pupils.

# Report of the Trustees

## Streamlined energy and carbon reporting

### Energy and emissions report

Over the last 12 months, the School has continued with improvements across the estate, based upon the ESOS phase 2.

Boiler replacements remain an important priority for the School, with upgrades to both the Paul David Music School and Woodlands which will see reduced demand and improved control. Plans are progressing for the replacement of the Memorial Hall's boilers.

The ongoing replacement of existing lighting with LED continues and will be progressed throughout the year.

The fabric of existing buildings also remains an important priority with window replacements being carried out at West Deyne boarding house courtyard and games room. The windows were replaced with 38 powder coated aluminium with thermal break, and 11 bespoke double-glazed units to replace the inefficient single glazed units. Any individual units found to require replacement due to damage have also been replaced with more efficient double-glazed units.

The School has measured 'Scope 1' and 'Scope 2' emissions and included 'Scope 3' emissions related to employees' use of their own vehicles on School business (the 'grey fleet'). The intensity ratio chosen is tCO<sub>2</sub>e per pupil (tonne of Carbon Dioxide-equivalent) as it is deemed to be the best metric for use over time, and reflects changes in both energy consumption and operations:

|                                       |                  | 2021/22           |                    |              | 2020/21           |                    |              |
|---------------------------------------|------------------|-------------------|--------------------|--------------|-------------------|--------------------|--------------|
| Type of emission                      | Activity         | kWh               | tCO <sub>2</sub> e | % of total   | kWh               | tCO <sub>2</sub> e | % of total   |
| Scope 1                               | Natural gas      | 10,845,235        | 1,979.0            | 77.5%        | 12,256,624        | 2,245.0            | 77.5%        |
|                                       | Transport (cars) | 156,633           | 38.0               | 1.1%         | 137,711           | 32.0               | 1.1%         |
|                                       | <b>Sub-total</b> | <b>11,001,868</b> | <b>2,017.0</b>     | <b>78.6%</b> | <b>12,394,332</b> | <b>2,277.0</b>     | <b>78.6%</b> |
| Scope 2                               | Electricity      | 3,441,724         | 666.0              | 21.3%        | 2,903,186         | 616.0              | 21.3%        |
|                                       | <b>Sub-total</b> | <b>3,441,724</b>  | <b>666.0</b>       | <b>21.3%</b> | <b>2,903,186</b>  | <b>616.0</b>       | <b>21.3%</b> |
| Scope 3                               | Grey car fleet   | 27,794            | 7.0                | 0.1%         | 8,121             | 2.0                | 0.1%         |
|                                       | <b>Sub-total</b> | <b>27,794</b>     | <b>7.0</b>         | <b>0.1%</b>  | <b>8,121</b>      | <b>2.0</b>         | <b>0.1%</b>  |
| <b>Total gross emissions</b>          |                  | <b>14,471,386</b> | <b>2,690</b>       | <b>100%</b>  | <b>15,305,639</b> | <b>2,895</b>       | <b>100%</b>  |
| Intensity metric:                     |                  |                   |                    |              |                   |                    |              |
| Number of pupils                      |                  |                   |                    | 830          |                   | 801                |              |
| Tonnes of CO <sub>2</sub> e per pupil |                  |                   |                    | 3.24         |                   | 3.62               |              |

## Report of the Trustees

### Streamlined energy and carbon reporting

#### Auditors

Crowe U.K. LLP has indicated its willingness to be reappointed as statutory auditors.

This report, including the Directors' Report and the Strategic Report, was approved by the Board and signed on behalf of the Trustees:

A handwritten signature in black ink, reading 'Barbara Matthews'. The signature is written in a cursive style with a large, looped initial 'B'.

**Barbara Matthews**

Chair of Trustees

3 December 2022

# Independent Auditor's Report to the Members of Uppingham School

## Opinion

We have audited the financial statements of Uppingham School ('the charitable company') and its subsidiaries ('the group') for the year ended 31 August 2022 which comprise Consolidated Statement of Financial Activities, Charity and Consolidated Balance Sheets, Consolidated Cash Flow Statement and notes to the financial statements, including 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 2022 and of the group's 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 charitable 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 Trustees' 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 or the group'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.

# Independent Auditor's Report to the Members of Uppingham School (continued)

## 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.

## 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 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:

- adequate and proper accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

## Responsibilities of Trustees

As explained more fully in the Trustees' responsibilities statement set out on page 7, 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

# Independent Auditor's Report to the Members of Uppingham School (continued)

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.

Details of the extent to which the audit was considered capable of detecting irregularities, including fraud and non-compliance with laws and regulations are set out below.

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

## 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 identified and assessed the risks of material misstatement of the financial statements from irregularities, whether due to fraud or error, and discussed these between our audit team members. We then designed and performed audit procedures responsive to those risks, including obtaining audit evidence sufficient and appropriate to provide a basis for our opinion.

We obtained an understanding of the legal and regulatory frameworks within which the charitable company 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 Companies Act 2006, taxation legislation, 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 charitable company'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

## Independent Auditor's Report to the Members of Uppingham School (continued)

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.

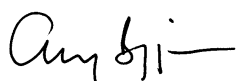
Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the Trustees and other management and inspection of regulatory and legal correspondence, if any.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be with the accuracy of bursaries, scholarships and allowances, and the override of controls by management. Our audit procedures to respond to these risks included enquiries of management, and the Audit & Risk Committee about their own identification and assessment of the risks of irregularities, sample testing on the posting of journals, designing audit procedures over bursaries, scholarships and allowances, reviewing accounting estimates for biases, 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.

### 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 and the charitable company's Trustees 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 GL50 3PR

Date: 07 March 2023

# Consolidated statement of financial activities (including the income and expenditure account) for the year ended 31 August 2022

## INCOMING RESOURCES

|                                         | Notes | Unrestricted      | Restricted     | Permanent Endowment | Total 2022        | Total 2021        |
|-----------------------------------------|-------|-------------------|----------------|---------------------|-------------------|-------------------|
|                                         |       | £                 | £              | £                   | £                 | £                 |
| <b>Charitable Activities</b>            |       |                   |                |                     |                   |                   |
| School fees                             | 2     | 30,534,488        | -              | -                   | <b>30,534,488</b> | 27,622,377        |
| Lettings                                |       | -                 | -              | -                   | -                 | 153,240           |
| Donations                               |       | 107,969           | 268,586        | -                   | <b>376,555</b>    | 666,114           |
| Other activities                        |       | 204,765           | -              | -                   | <b>204,765</b>    | 74,184            |
| <b>Activities for generating funds:</b> |       |                   |                |                     |                   |                   |
| Subsidiary turnover                     | 5     | 1,749,087         | -              | -                   | <b>1,749,087</b>  | 1,034,536         |
| Rents and lettings receivable           |       | 85,548            | -              | -                   | <b>85,548</b>     | 76,549            |
| <b>Investment income</b>                |       | 324,716           | 38,687         | -                   | <b>363,403</b>    | 257,999           |
| <b>Other income</b>                     | 3     | 232,327           | -              | -                   | <b>232,327</b>    | 638,965           |
| <b>Total incoming resources</b>         |       | <b>33,238,900</b> | <b>307,273</b> |                     | <b>33,546,173</b> | <b>30,523,964</b> |

## RESOURCES EXPENDED

### Cost of generating funds:

|                   |   |           |   |   |                  |           |
|-------------------|---|-----------|---|---|------------------|-----------|
| Fundraising costs |   | 264,257   | - | - | <b>264,257</b>   | 271,460   |
| Subsidiary costs  | 5 | 1,220,449 | - | - | <b>1,220,449</b> | 1,265,852 |
| Finance costs     | 6 | 994,330   | - | - | <b>994,330</b>   | 1,003,934 |
|                   |   | 2,479,036 | - | - | <b>2,479,036</b> | 2,541,246 |

### Charitable activities

|                                 |   |                   |                |              |                   |                   |
|---------------------------------|---|-------------------|----------------|--------------|-------------------|-------------------|
| School and grant-making         | 6 | 30,365,072        | 456,783        | 5,399        | <b>30,827,254</b> | 28,336,637        |
| <b>Total resources expended</b> | 6 | <b>32,844,108</b> | <b>456,783</b> | <b>5,399</b> | <b>33,306,290</b> | <b>30,877,883</b> |

### Net incoming resources before fair value movements on financial instruments

|                             |    |             |           |           |                    |           |
|-----------------------------|----|-------------|-----------|-----------|--------------------|-----------|
|                             |    | 394,792     | (149,510) | (5,399)   | <b>239,883</b>     | (353,919) |
| Investment gains and losses | 10 | (2,371,530) | (9,022)   | (242,377) | <b>(2,622,929)</b> | 3,253,987 |

|           |    |       |         |   |   |   |
|-----------|----|-------|---------|---|---|---|
| Transfers | 19 | 3,078 | (3,078) | - | - | - |
|-----------|----|-------|---------|---|---|---|

|                   |  |             |           |           |                    |           |
|-------------------|--|-------------|-----------|-----------|--------------------|-----------|
| <b>Net income</b> |  | (1,973,660) | (161,610) | (247,776) | <b>(2,383,046)</b> | 2,900,068 |
|-------------------|--|-------------|-----------|-----------|--------------------|-----------|

|                               |    |           |   |   |                  |           |
|-------------------------------|----|-----------|---|---|------------------|-----------|
| Pension scheme actuarial gain | 22 | 4,048,000 | - | - | <b>4,048,000</b> | 1,368,000 |
|-------------------------------|----|-----------|---|---|------------------|-----------|

|                              |  |           |           |           |                  |           |
|------------------------------|--|-----------|-----------|-----------|------------------|-----------|
| <b>Net movement of funds</b> |  | 2,074,340 | (161,610) | (247,776) | <b>1,664,954</b> | 4,268,068 |
|------------------------------|--|-----------|-----------|-----------|------------------|-----------|

|                                                |  |            |           |           |                   |            |
|------------------------------------------------|--|------------|-----------|-----------|-------------------|------------|
| Fund balance carried forward at 31 August 2021 |  | 58,697,771 | 2,079,851 | 9,187,020 | <b>69,964,642</b> | 65,696,574 |
|------------------------------------------------|--|------------|-----------|-----------|-------------------|------------|

|                                                |  |            |           |           |                   |            |
|------------------------------------------------|--|------------|-----------|-----------|-------------------|------------|
| Fund balance carried forward at 31 August 2022 |  | 60,772,111 | 1,918,241 | 8,939,244 | <b>71,629,596</b> | 69,964,642 |
|------------------------------------------------|--|------------|-----------|-----------|-------------------|------------|

The notes on pages 28 to 52 form part of these financial statements

# Charity and Consolidated Balance Sheets as at 31 August 2022

|                                                  | Notes  | Group<br>2022<br>£ | Group<br>2021<br>£ | Charity<br>2022<br>£ | Charity<br>2021<br>£ |
|--------------------------------------------------|--------|--------------------|--------------------|----------------------|----------------------|
| <b>FIXED ASSETS</b>                              |        |                    |                    |                      |                      |
| Tangible assets                                  | 9      | 77,016,143         | 77,997,774         | 76,983,732           | 77,988,544           |
| Investments                                      | 10     | 30,436,022         | 32,846,703         | 30,465,586           | 32,876,266           |
|                                                  |        | <u>107,452,165</u> | <u>110,844,477</u> | <u>107,449,318</u>   | <u>110,864,810</u>   |
| <b>CURRENT ASSETS</b>                            |        |                    |                    |                      |                      |
| Stock                                            |        | 200,379            | 277,285            | 63,412               | 53,067               |
| Debtors and prepayments                          | 11     | 1,478,717          | 1,645,955          | 1,689,242            | 1,907,983            |
| Cash at bank and in hand                         |        | 8,287,917          | 8,510,980          | 7,952,913            | 8,417,499            |
|                                                  |        | <u>9,967,013</u>   | <u>10,434,220</u>  | <u>9,705,567</u>     | <u>10,378,549</u>    |
| <b>CREDITORS</b> due within one year             | 12     | (7,858,974)        | (7,875,940)        | (7,566,151)          | (7,650,463)          |
| Fees in advance scheme                           | 14     | (5,144,308)        | (4,750,065)        | (5,144,308)          | (4,750,065)          |
| <b>Net Current Assets</b>                        |        | <u>(3,036,269)</u> | <u>(2,191,785)</u> | <u>(3,004,892)</u>   | <u>(2,021,979)</u>   |
| <b>Total assets less Current Liabilities</b>     |        | <u>104,415,896</u> | <u>108,652,692</u> | <u>104,444,426</u>   | <u>108,842,831</u>   |
| <b>CREDITORS</b> due after more than one year    | 13     | (27,954,392)       | (28,121,527)       | (27,954,392)         | (28,121,527)         |
| Fees in advance scheme                           | 14     | (4,073,908)        | (5,744,523)        | (4,073,908)          | (5,744,523)          |
| <b>Net assets before pension surplus/deficit</b> |        | <u>72,387,596</u>  | <u>74,786,642</u>  | <u>72,416,126</u>    | <u>74,976,781</u>    |
| Pension scheme deficit                           | 22     | (758,000)          | (4,822,000)        | (758,000)            | (4,822,000)          |
| <b>Net assets after pension deficit</b>          |        | <u>71,629,596</u>  | <u>69,964,642</u>  | <u>71,658,126</u>    | <u>70,154,781</u>    |
| <b>FUNDS</b>                                     |        |                    |                    |                      |                      |
| Permanent endowment                              | 18     | 8,939,244          | 9,187,020          | 8,939,244            | 9,187,020            |
| Restricted                                       | 19     | 1,918,241          | 2,079,851          | 1,918,241            | 2,079,851            |
| Unrestricted                                     |        |                    |                    |                      |                      |
| General                                          | 16     | 60,843,005         | 63,121,596         | 60,871,535           | 63,311,735           |
| Designated                                       | 16, 17 | 687,106            | 398,175            | 687,106              | 398,175              |
|                                                  |        | <u>61,530,111</u>  | <u>63,519,777</u>  | <u>61,558,641</u>    | <u>63,709,910</u>    |
| Less – Pension deficit                           | 22     | (758,000)          | (4,822,000)        | (758,000)            | (4,822,000)          |
| <b>Net Unrestricted</b>                          |        | <u>60,772,111</u>  | <u>58,697,777</u>  | <u>60,800,641</u>    | <u>58,887,910</u>    |
| <b>Total Funds</b>                               |        | <u>71,629,596</u>  | <u>69,964,642</u>  | <u>71,658,126</u>    | <u>70,154,781</u>    |

The surplus for the financial year dealt with in the financial statements of the parent charity is £1,503,345 (2021: surplus £4,339,051).

Approved by the Trustees and signed on their behalf:



**Barbara Matthews:**  
Trustee



**Richard Tice:**  
Trustee

3 December 2022

Company registered number: 8013826. The notes on pages 28 to 52 form part of these financial statements.

# Consolidated cash flow statement for the year ended 31 August 2022

|                                                                | Notes | 2022                | 2021                |
|----------------------------------------------------------------|-------|---------------------|---------------------|
|                                                                |       | £                   | £                   |
| <b>Net cash flow from operating activities</b>                 | (i)   | <b>4,043,432</b>    | <b>3,655,104</b>    |
| <b>Returns on investments and servicing of finance</b>         |       |                     |                     |
| Interest paid                                                  |       | (757,680)           | (719,375)           |
| Dividends and interest received                                |       | <u>371,094</u>      | <u>261,947</u>      |
|                                                                |       | <b>(386,586)</b>    | <b>(457,428)</b>    |
| <b>Capital expenditure and financial investment</b>            |       |                     |                     |
| Purchase of tangible fixed assets                              |       | (2,124,291)         | (2,561,480)         |
| Proceeds from sale of tangible fixed assets                    |       | 1,500               | 6,480               |
| Repayment of Endowment Loan                                    |       | (24,100)            | (24,100)            |
| Investment of Cash Funds                                       |       | (2,092)             | (2,469)             |
| Purchase of investments                                        |       | (14,350,793)        | (22,967,098)        |
| Proceeds from sales of investments                             |       | <u>14,160,553</u>   | <u>2,821,770</u>    |
|                                                                |       | <b>(2,335,039)</b>  | <b>(22,726,897)</b> |
| Net cash (outflow)/inflow before financing                     |       | <b>1,321,807</b>    | <b>(19,529,221)</b> |
| <b>Financing</b>                                               |       |                     |                     |
| Net transfers to acceptance deposits                           |       | 211,501             | 651,723             |
| (Decrease) / increase in long term loan                        |       | <b>(480,000)</b>    | <b>6,250,000</b>    |
| Fees in advance schemes:                                       |       |                     |                     |
| New fees in advance money                                      |       | 3,492,934           | 8,571,489           |
| Amounts accrued to contracts                                   |       | 60,007              | 50,351              |
| Amounts utilised                                               |       | (4,816,350)         | (4,667,549)         |
| Amounts repaid                                                 |       | <u>(12,963)</u>     | <u>-</u>            |
|                                                                |       | <b>(1,276,372)</b>  | <b>3,954,291</b>    |
| <b>(Decrease) in cash</b>                                      |       | <b>(223,064)</b>    | <b>(8,673,207)</b>  |
| <b>Reconciliation of net cash flow to movement in net debt</b> | (ii)  |                     |                     |
| (Decrease) in cash                                             |       | (223,064)           | (8,673,207)         |
| Acceptance deposits – net increase                             |       | (211,501)           | (651,723)           |
| Fees in advance schemes – net paid                             |       | 1,276,372           | (3,954,291)         |
| Decrease in endowment loan                                     |       | 24,100              | 24,100              |
| Decrease / (increase) in long term loan                        |       | <u>480,000</u>      | <u>(6,250,000)</u>  |
| Change in net debt from cash flows                             |       | <b>1,345,907</b>    | <b>(19,505,121)</b> |
| Net debt at 1 September 2021                                   |       | <b>(31,642,978)</b> | <b>(12,137,857)</b> |
| Net debt at 31 August 2022                                     |       | <b>(30,297,071)</b> | <b>(31,642,978)</b> |

The notes on pages 28 to 52 form part of these financial statements.

# Consolidated cash flow statement for the year ended 31 August 2022

## (i) Reconciliation of net incoming resources to net cash flow from operation

|                                      | 2022<br>£ | 2021<br>£ |
|--------------------------------------|-----------|-----------|
| Net incoming resources               | 239,883   | (353,919) |
| Depreciation/Impairment              | 3,105,922 | 2,421,582 |
| Net FRS102 costs                     | (16,000)  | 10,000    |
| (Profit) on disposal of fixed assets | (1,500)   | (6,480)   |
| Interest paid                        | 757,680   | 719,375   |
| Dividends and interest receivable    | (371,094) | (261,947) |
| Decrease /(increase) in stock        | 76,905    | (79,355)  |
| Decrease in debtors                  | 143,138   | 9,763     |
| Increase in creditors                | 108,498   | 1,196,085 |
| Net cash inflow from operations      | 4,043,432 | 3,655,104 |

## (ii) Analysis of net debt

|                        | At 31 August<br>2021<br>£ | Cash Flows<br>£ | At 31 August<br>2022<br>£ |
|------------------------|---------------------------|-----------------|---------------------------|
| Cash and bank balances | 8,510,980                 | (223,063)       | 8,287,917                 |
| Long term loan         | (25,000,000)              | 480,000         | (24,520,000)              |
| Endowment loan         | (285,183)                 | 24,100          | (261,083)                 |
| Acceptance deposits    | (4,374,188)               | (211,501)       | (4,585,689)               |
| Fees in advance scheme | (10,494,587)              | 1,276,371       | (9,218,216)               |
|                        | (31,642,978)              | 1,345,907       | (30,297,071)              |

# Accounting Policies for the year ended 31 August 2022

## 1. Accounting Policies

### Company information

The financial statements have been prepared in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS102), 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 (FRS102) – effective 1 January 2015 and updated in 2019. The accounts are drawn up on the historical cost basis of accounting, as modified by the revaluation of investment properties and other investments.

The functional currency of the School is £ sterling because that is the currency of the primary economic environment in which the School operates.

Having reviewed the funding facilities available to the School together with the expected ongoing demand for places and the School's future projected cash flows, the Trustees have a reasonable expectation that the School has adequate resources to continue its activities for the foreseeable future and consider that there were no material uncertainties over the School's financial viability. Accordingly, they also continue to adopt the going concern basis in preparing the financial statements as outlined in the Statement of Trustee Responsibilities on page 7.

The School is a Public Benefit Entity registered as a charity in England and Wales and a company limited by guarantee. The charity was incorporated as a company limited by guarantee on 1 September 2012, named 'Uppingham School' and registered as a Company and a charity.

The accounts present the consolidated statement of financial activities (SOFA), the consolidated cash flow statement and the consolidated and Charity balance sheets, comprising the consolidation of the School and its wholly owned subsidiaries, Uppingham School Enterprises Limited (USE Ltd - registered company number 01130851), Uppingham School (Asia) Limited (US(A) Ltd - registered company number 11334333), Uppingham School (Selwyn) Limited (US(S) Ltd - registered company number 12141906), Uppingham School (Reddall) Limited (US(R) Ltd - registered company number 13682206) and Uppingham School (Construction) Limited (US(C) Ltd - registered company number 12373636). All of the subsidiaries have the registered office as Uppingham School, Uppingham, Rutland, LE15 9QD. Uppingham School International Limited (company number 09895518) has not been consolidated into these accounts as it has remained dormant during the year.

No separate Statement of Financial Activities of the Company has been presented, as permitted by s408 of the Companies Act 2006.

All the undertakings of the School were transferred across to the company on 1 September 2012, with the exception of endowed properties ('specie' land) and assets. These continued to be held in the Trust, which was renamed the Archdeacon Robert Johnson Trust. A 'Uniting Order' was obtained from the Charity Commission, removing the need to prepare separate accounts for both company and trust.

# Accounting Policies for the year ended 31 August 2022 (continued)

## Critical accounting judgements and key sources of estimation uncertainty

In the application of the accounting policies, Trustees are required to make judgement, estimates and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affected current and future periods.

In the view of the Trustees, no assumptions concerning the future or estimation uncertainty affecting assets or liabilities at the balance sheet date are likely to result in a material adjustment to their carrying amounts in the next financial year.

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding year, is set out below:

a) Fees Receivable

Fees receivable are accounted for in the year in which the service is provided after deducting bursaries, scholarships and other remissions granted by the school, but include contributions received from Restricted Funds for scholarships, bursaries and other grants.

b) Rents Receivable, Summer School Income and Investment Income

Rents receivable, Summer School income and investment income are accounted for on an accruals basis.

c) Donations

Donations are accounted for as and when entitlement arises, the amount can be reliably quantified, and the economic benefit to the School is considered probable.

Donations received for the general purposes of the Charity are credited to unrestricted funds. Donations subject to specific wishes of the donors are carried to relevant restricted funds, or to endowed funds where the amount is required to be held as permanent capital.

Gifts in kind are valued at estimated open market value at the date of the gift, in the case of assets for retention or consumption, or at the value to the School in the case of donated services or facilities.

d) Trading income

Trading income is income arising from the non-academic enterprises of Uppingham School including the School Shop and Sports Centre and the letting of school buildings.

e) Resources Expended

Resources expended are accounted for on an accruals basis as soon as a liability is considered probable, discounted to present value for longer-term liabilities. Expenditure is allocated to expense headings on direct cost basis except for central costs, which are apportioned on the basis of the Trustees'

## Accounting Policies for the year ended 31 August 2022 (continued)

estimate of time spent on the relevant function. Support costs include expenses which enable charitable activities and fund generating to be undertaken. Governance costs include expenditure on management, and compliance with constitutional and statutory requirements. The irrecoverable element of VAT is included with the item of expense to which it relates. Termination payments are accounted for as soon as the school is aware of the obligations to make payments.

### f) Tangible Fixed Assets

The School land, together with original School buildings (some of which are Grade I and Grade II listed properties) were purchased beginning with the inception of the School in 1584. These assets, both land and buildings, were revalued on 31 August 1992 at £31,486,000 and disposals have subsequently been removed. With effect from 1 September 2014, the freehold building element of the valuation is depreciated at the rates indicated below. The Charity is responsible for keeping the original buildings in fit and useful condition, and these costs are written off as incurred.

Depreciation is provided in equal annual instalments at the following annual rates, in order to write off the cost of all relevant tangible fixed assets less estimated residual value based on current market prices, over their expected useful economic lives, as follows:

|                                   |                            |
|-----------------------------------|----------------------------|
| Freehold Buildings                | 1-10% on cost or valuation |
| Fittings, furniture and equipment | 2-20% on cost              |
| Motor Vehicles                    | 20% on cost                |
| Computers and IT infrastructure   | 4-33% on cost              |

Assets under construction are not depreciated until the assets are brought into use.

Assets over a value of £3,000 are capitalised individually. New IT additions with a value of less than £3,000 are capitalised as a "bulk" asset, depreciated over 4 years and disposed of after 5 years.

### g) Investments

Investments are carried at market value. Any change in market value between financial years (or from the date of purchase if purchased during the year) is shown as unrealised gains or losses.

Realised gains or losses on disposals are calculated as the difference between the opening market value of the disposed item and disposal proceeds received during the year. Realised and unrealised gains and losses are included in the Statement of Financial Activities. Investments in subsidiaries are valued at cost less provision for impairment.

## Accounting Policies for the year ended 31 August 2022 (continued)

### h) Fees in Advance Schemes

#### Standard

The School has accepted composition sums in respect of certain pupils and in return has undertaken to discharge defined amounts of the fees chargeable in respect of those pupils subsequent to 31 August 2022. In the event of a pupil's withdrawal from the School before all the agreed amounts have been credited, the School has agreed to return a proportionate part of the composition sum, or to transfer the defined fixed amounts to another School.

The School's liability in respect of advance fees which it has accepted has been brought into these accounts as the liability which would arise if all the pupils covered by such arrangements completed the full term period of the contract entered into.

#### Inflation free

The School has also accepted deposits that guarantee fees payable up to the amount deposited, which are fixed at the 2020-21 fee rate over 5 years from 2021-22. In the event of a pupil's withdrawal from the School before all the amounts have been credited, the balance remaining will be returned.

The liability recognised in respect of this Scheme is considered to be a non-basic financial instrument and has therefore been classified as a financial liability measured at fair value through profit or loss.

### i) Pensions

The School contributes to the Teachers' Pension Defined Benefits Scheme at rates set by the Scheme Actuary and advised to the Board by the Scheme Administrator. The scheme is a multi-employer pension scheme and it is not possible to identify the assets and liabilities of the scheme which are attributable to the School. In accordance with FRS102 therefore, the scheme is accounted for as a defined contribution scheme.

The School contributes to a Defined Benefits pension scheme for support staff, although this is closed to new members and future accrual. Rates are set by the Scheme Actuary and advised to the School by the Scheme Administrator. This scheme is being accounted for under FRS102, with the annually calculated notional surplus or deficit on the funding of the Scheme shown in the accounts as a designated fund entitled 'Pensions Reserve', which is deducted from Unrestricted Funds in the balance sheet.

The School also contributes to a defined contribution Group Pension Scheme for support staff, which was set up shortly after the defined benefits scheme was closed to new members. Contributions are invested by its members, and therefore do not appear on the School's balance sheet.

## Accounting Policies for the year ended 31 August 2022 (continued)

j) Finance and Operating Leases

Where assets are financed by leasing arrangements that give rights approximating to ownership (finance leases), the assets are treated as if they had been purchased outright and the corresponding liability to the leasing company is included as an obligation under finance leases. Depreciation on leased assets is charged to the Statement of Financial Activities on the same basis as above. Leasing payments are treated as consisting of capital and interest elements and the interest is charged to the expenditure over the period of the lease.

All other leases are operating leases and the annual rentals payable are charged to expenditure on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term.

k) Stock

Stocks are valued at the lower of cost and net realisable value.

l) 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 and other taxes and provisions.

Assets and liabilities held in foreign currency are translated into GBP at the balance sheet date at an appropriate year end exchange rate.

Non-basic financial instruments are recognised at fair value at the balance sheet date, and changes in fair value are recognised in the Statement of Financial Activities.

m) Going concern

The Charity currently holds significant cash balances, supplemented, if needed, by an overdraft facility. Demand for school places remains strong, with record numbers enrolled for the academic year 2022/23. Conservative cashflow modelling with sensitivity analysis indicates that the cash reserves of the Charity are adequate to meet the charity's obligations as they fall due. Accordingly, the Trustees believe the School's financial resources are sufficient to ensure the School will continue as a going concern for the foreseeable future, being at least 12 months from the date of approval of the financial statements and have therefore prepared the financial statements on a going concern basis.

# Notes to the financial statements for the year ended 31 August 2022

## 2. SCHOOL FEES

|                                                                 | 2022<br>£   | 2021<br>£   |
|-----------------------------------------------------------------|-------------|-------------|
| The School's fee income comprised:                              |             |             |
| Gross fees                                                      | 32,703,320  | 31,195,609  |
| Less: total bursaries, grants and allowances                    | (2,574,647) | (2,646,159) |
| Less: COVID-19 discount on fees                                 | -           | (1,403,218) |
| Net fees receivable                                             | 30,128,673  | 27,146,232  |
| Add back: Scholarships, Grants etc paid for by Restricted Funds | 405,815     | 476,145     |
|                                                                 | 30,534,488  | 27,622,377  |

## 3. OTHER INCOME

|                                    | 2022<br>£ | 2021<br>£ |
|------------------------------------|-----------|-----------|
| Government Furlough Grant          | -         | 427,875   |
| Interest due on overdue fees       | 26,924    | 21,639    |
| Forfeited deposits                 | 33,815    | 45,530    |
| Registration fees                  | 142,919   | 126,282   |
| Theatre/Music event income         | 25,569    | 29        |
| Profit on disposal of fixed assets | 1,500     | 6,480     |
| Other                              | 1,600     | 1,130     |
|                                    | 232,327   | 638,965   |

## 4. EXCEPTIONAL ITEMS RELATING TO THE COVID-19 PANDEMIC

|                                            | 2022<br>£ | 2021<br>£   |
|--------------------------------------------|-----------|-------------|
| <b>Net fee income</b>                      |           |             |
| COVID-19 discount on fees                  | -         | (1,403,218) |
| <b>Other income</b>                        |           |             |
| Government Furlough/Business Support Grant | -         | 437,875     |
| <b>Charitable Expenditure</b>              |           |             |
| Welfare                                    | -         | (331,078)   |

# Notes to the financial statements for the year ended 31 August 2022

## 5. INCOME FROM THE SUBSIDIARIES' TRADING ACTIVITIES

The Charity owns the whole of the share capital of Uppingham School Enterprises Limited (USE Ltd), Company Number 01130851, which carried out the business of retailing and non-academic ventures for Uppingham School. Its trading results for the year, as extracted from the audited accounts, are summarised below, together with the School's own results for the year to distinguish them from the group results in the consolidated Statement of Financial Activities:

The results of material entities in the group are as follows:

|                                                                 | USE Ltd<br>2022<br>£ | 2021<br>£ | Charity<br>2022<br>£ | 2021<br>£    |
|-----------------------------------------------------------------|----------------------|-----------|----------------------|--------------|
| Turnover, grants and fee income                                 | <b>1,956,161</b>     | 1,072,369 | <b>31,115,808</b>    | 28,515,915   |
| Cost of sales: subsidiary                                       | <b>(707,395)</b>     | (460,986) | -                    | -            |
| Gross profit: subsidiary                                        | <b>1,248,766</b>     | 611,383   | <b>31,115,808</b>    | 28,515,915   |
| Administration: subsidiary                                      | <b>(844,008)</b>     | (723,074) | -                    | -            |
| Other income                                                    | -                    | -         | <b>449,854</b>       | 656,833      |
| Investment income receivable                                    | -                    | -         | <b>371,096</b>       | 261,947      |
| Net income for year                                             | <b>404,758</b>       | (111,691) | <b>31,936,758</b>    | 29,434,695   |
| Gift Aid donation                                               | <b>(288,931)</b>     | -         | <b>288,931</b>       | -            |
| Gross incoming resources: Charity                               |                      |           | <b>32,225,689</b>    | 29,434,695   |
| Costs of Charitable Activities                                  | -                    | -         | <b>(30,827,254)</b>  | (28,336,638) |
| Costs of Generating Funds: Charity                              | -                    | -         | <b>(1,320,161)</b>   | (1,380,993)  |
| Net income before fair value movements on financial instruments | <b>115,827</b>       | (111,691) | <b>78,274</b>        | (282,936)    |

The net assets of USE Ltd at 31 August 2022 were £7,388, made up of losses of (£22,172) offset by funds of £29,560 (2021: net liabilities £108,439 made up of losses of (£137,999) offset by funds of £29,560).

Other income and administration include £76,729 (2021: £66,219) in respect of rent and interest from USE Ltd. Sales from USE Ltd to the School amount to £270,017 (2021: £271,882) and within the subsidiary departments £109 (2021: £510).

The Charity owns the whole of the share capital of Uppingham School (Construction) Limited, company number 12373636, a design and build company set up to build new Boarding Houses. Other income includes £6,830 (2021: £13,229) in respect of its gift-aided profit to the School.

The Charity also owns the whole of the share capital of Uppingham School International Limited, company number 09895518, which is dormant. In turn, Uppingham School International Limited owns the whole of the share capital of Uppingham School (Asia) Limited, company number 11334333, Uppingham School (Selwyn) Limited, company number 12141906 and Uppingham School (Reddall) Limited, company number 13682206.

Other income includes £NIL (2021: £15,000) in respect of trademark, branding and premises licence fees from Uppingham School (Asia) Ltd. It had a turnover of £NIL (2021: £370,000) and made a loss of £4,986 (2021: £14,908). The School has provided against the intercompany balance arising in the year of £4,091 (2021: provided £105,599) resulting in net liabilities of £3,050 (2021: £2,155).

# Notes to the financial statements for the year ended 31 August 2022

## 5. INCOME FROM THE SUBSIDIARIES' TRADING ACTIVITIES (continued)

Uppingham School (Selwyn) Ltd made a loss of £10,804 (2021: £49,985). The School has provided against the intercompany balance of £57,482 resulting in net liabilities of £3,306 (2021: £49,984).

Uppingham School (Reddall) Ltd had income of £200,000 and made a profit of £56,113, all of which has been gift-aided to the School.

## 6. ANALYSIS OF TOTAL RESOURCES EXPENDED

|                               | Staff costs | Other      | Depreciation | Total<br>2022 | Total<br>2021 |
|-------------------------------|-------------|------------|--------------|---------------|---------------|
|                               | £           | £          | £            | £             | £             |
| Cost of generating funds:     |             |            |              |               |               |
| Fundraising costs             | 211,747     | 52,510     | -            | 264,257       | 271,460       |
| Finance costs (see below)     | -           | 994,330    | -            | 994,330       | 1,003,934     |
| <b>Total for Charity</b>      | 211,747     | 1,046,840  | -            | 1,258,587     | 1,275,394     |
| Trading costs of subsidiaries | 858,265     | 358,788    | 3,396        | 1,220,449     | 1,265,852     |
| <b>Total for Group</b>        | 1,070,012   | 1,405,628  | 3,396        | 2,479,036     | 2,541,246     |
| Charitable activities:        |             |            |              |               |               |
| Teaching                      | 10,338,058  | 1,959,590  | 1,536,250    | 13,833,898    | 11,813,709    |
| Welfare of pupils             | 2,186,890   | 3,632,004  | -            | 5,818,894     | 4,993,736     |
| Premises                      | 1,865,833   | 3,535,722  | 1,566,276    | 6,967,831     | 7,550,476     |
| Summer School costs           | -           | -          | -            | -             | 114,670       |
| Support                       | 1,910,311   | 1,673,965  | -            | 3,584,276     | 3,236,785     |
| Grants, awards & prizes       | -           | 405,815    | -            | 405,815       | 476,144       |
|                               | 16,301,092  | 11,207,096 | 3,102,526    | 30,610,714    | 28,185,520    |
| Governance costs              | -           | 216,540    | -            | 216,540       | 151,117       |
| <b>Total</b>                  | 16,301,092  | 11,423,636 | 3,102,526    | 30,827,254    | 28,336,637    |
| <b>Total expended: Group</b>  | 17,371,104  | 12,829,264 | 3,105,922    | 33,306,290    | 30,877,883    |
| <b>Charity</b>                | 16,512,839  | 12,470,476 | 3,102,526    | 32,085,841    | 29,612,031    |

## Finance costs

|                                                | 2022    | 2021      |
|------------------------------------------------|---------|-----------|
|                                                | £       | £         |
| Interest on loan from BAE Systems Pension Fund | 757,680 | 719,375   |
| Fees in advance                                | 101,994 | 109,977   |
| Pension Scheme financing cost (FRS102)         | 81,000  | 104,000   |
| Bad Debt Provision                             | 26,758  | 45,106    |
| Other costs                                    | 26,898  | 25,476    |
|                                                | 994,330 | 1,003,934 |

# Notes to the financial statements for the year ended 31 August 2022

## 7. STAFF COSTS

|                                                                                                      | <b>Avg</b> | <b>2022<br/>No.<br/>FTE</b> | <b>Avg</b> | <b>2021<br/>No.<br/>FTE</b> |
|------------------------------------------------------------------------------------------------------|------------|-----------------------------|------------|-----------------------------|
| The average headcount and full-time equivalent numbers employed within each category of persons was: |            |                             |            |                             |
| Teaching                                                                                             | 239        | 166                         | 232        | 156                         |
| Welfare of pupils                                                                                    | 130        | 78                          | 146        | 89                          |
| Others                                                                                               | 172        | 117                         | 157        | 115                         |
|                                                                                                      | <b>541</b> | <b>361</b>                  | <b>535</b> | <b>360</b>                  |

|                                                        | <b>2022<br/>£</b> | <b>2021<br/>£</b> |
|--------------------------------------------------------|-------------------|-------------------|
| The costs incurred in respect of these employees were: |                   |                   |
| Wages and salaries                                     | 13,967,887        | 13,013,324        |
| Social Security costs                                  | 1,353,272         | 1,234,024         |
| Pension costs                                          | 2,049,945         | 1,981,312         |
|                                                        | <b>17,371,104</b> | <b>16,228,660</b> |

|                                                         |                  |                  |
|---------------------------------------------------------|------------------|------------------|
| Aggregate employee benefits of key management personnel | <b>2,031,111</b> | <b>2,058,379</b> |
|---------------------------------------------------------|------------------|------------------|

|                                                                           | <b>2022<br/>No.</b> | <b>2021<br/>No.</b> |
|---------------------------------------------------------------------------|---------------------|---------------------|
| Number of employees earning over £60,000 during the year were as follows: |                     |                     |
| £60,001 - £70,000                                                         | 27                  | 22                  |
| £70,001 - £80,000                                                         | 12                  | 13                  |
| £80,001 - £90,000                                                         | 6                   | 6                   |
| £90,001 - £100,000                                                        | 2                   | 4                   |
| £100,001 - £110,000                                                       | 1                   | -                   |
| £170,001 - £180,000                                                       | -                   | 1                   |
| £200,001 - £210,000                                                       | 1                   | -                   |
| £230,001 - £240,000                                                       | -                   | 1                   |
| £240,001 - £250,000                                                       | 1                   | -                   |

During the year there were termination payments which amounted to £33,221 (2021: £108,977).  
There was £NIL (2021: NIL) outstanding at the year-end.

Uppingham School is committed to providing job security for its staff but if, following all reasonable efforts to avoid them, redundancy or termination payments are necessary, these are negotiated with regard both to legal guidelines and the particular circumstances of each case.

## 8. FEES PAID TO AUDITORS

|                                          | <b>2022<br/>£</b> | <b>2021<br/>£</b> |
|------------------------------------------|-------------------|-------------------|
| Expenditure includes (exclusive of VAT): |                   |                   |
| Audit fee                                | 36,065            | 33,774            |
| Auditor other services                   | 18,934            | 21,088            |

# Notes to the financial statements for the year ended 31 August 2022

## 9. FIXED ASSETS GROUP

|                                   | Freehold<br>Property | Assets<br>under<br>construction | Fittings<br>Furniture &<br>Equipment | Motor<br>Vehicles | Computers<br>& Office<br>Equipment | Total                     |
|-----------------------------------|----------------------|---------------------------------|--------------------------------------|-------------------|------------------------------------|---------------------------|
| Cost                              | £                    | £                               | £                                    | £                 | £                                  | £                         |
| 1 September 2021                  | 89,149,578           | 812,806                         | 9,201,891                            | 806,209           | 1,179,009                          | <b>101,149,493</b>        |
| Additions in year                 | (67,221)             | 643,515                         | 986,459                              | 79,538            | 482,000                            | <b>2,124,291</b>          |
| Transfer                          | -                    | (272,545)                       | 45,597                               | 16,314            | 210,634                            | -                         |
| Disposals                         | -                    | (818,959)                       | (6,301)                              | (69,669)          | (464,800)                          | <b>(1,359,729)</b>        |
|                                   | <u>89,082,357</u>    | <u>364,817</u>                  | <u>10,227,646</u>                    | <u>832,392</u>    | <u>1,406,843</u>                   | <b><u>101,914,055</u></b> |
| <b>Depreciation/Impairment</b>    |                      |                                 |                                      |                   |                                    |                           |
| 1 September 2021                  | 16,563,618           | -                               | 5,061,986                            | 668,788           | 857,327                            | <b>23,151,719</b>         |
| Charge for year                   | 1,566,276            | -                               | 500,028                              | 68,229            | 152,430                            | <b>2,286,963</b>          |
| Impairment (see below)            | -                    | 818,959                         | -                                    | -                 | -                                  | <b>818,959</b>            |
| Disposals                         | -                    | (818,959)                       | (6,301)                              | (69,669)          | (464,800)                          | <b>(1,359,729)</b>        |
|                                   | <u>18,129,894</u>    | <u>-</u>                        | <u>5,555,713</u>                     | <u>667,348</u>    | <u>544,957</u>                     | <b><u>24,897,912</u></b>  |
| <b>Net book value 31 Aug 2022</b> | <u>70,952,463</u>    | <u>364,817</u>                  | <u>4,671,933</u>                     | <u>165,044</u>    | <u>861,886</u>                     | <b><u>77,016,143</u></b>  |
| <i>31 August 2021</i>             | <u>72,585,960</u>    | <u>812,806</u>                  | <u>4,139,905</u>                     | <u>137,421</u>    | <u>321,682</u>                     | <b><u>77,997,774</u></b>  |

## FIXED ASSETS CHARITY

|                                   |                   |                |                   |                |                  |                           |
|-----------------------------------|-------------------|----------------|-------------------|----------------|------------------|---------------------------|
| <b>Cost</b>                       |                   |                |                   |                |                  |                           |
| 1 September 2021                  | 89,149,578        | 812,806        | 9,193,654         | 806,209        | 1,109,546        | <b>101,071,793</b>        |
| Additions in year                 | (67,221)          | 643,515        | 986,459           | 79,538         | 455,423          | <b>2,097,714</b>          |
| Transfer                          | -                 | (272,545)      | 45,597            | 16,314         | 210,634          | -                         |
| Disposals                         | -                 | (818,959)      | (5,363)           | (69,669)       | (437,214)        | <b>(1,331,205)</b>        |
|                                   | <u>89,082,357</u> | <u>364,817</u> | <u>10,220,347</u> | <u>832,392</u> | <u>1,338,389</u> | <b><u>101,838,302</u></b> |
| <b>Depreciation/Impairment</b>    |                   |                |                   |                |                  |                           |
| 1 September 2021                  | 16,563,617        | -              | 5,055,181         | 668,788        | 795,663          | <b>23,083,249</b>         |
| Charge for year                   | 1,566,277         | -              | 499,281           | 68,229         | 149,780          | <b>2,283,567</b>          |
| Impairment (see below)            | -                 | 818,959        | -                 | -              | -                | <b>818,959</b>            |
| Disposals                         | -                 | (818,959)      | (5,363)           | (69,669)       | (437,214)        | <b>(1,331,205)</b>        |
|                                   | <u>18,129,894</u> | <u>-</u>       | <u>5,549,099</u>  | <u>667,348</u> | <u>508,229</u>   | <b><u>24,854,570</u></b>  |
| <b>Net book value 31 Aug 2022</b> | <u>70,952,463</u> | <u>364,817</u> | <u>4,671,248</u>  | <u>165,044</u> | <u>830,160</u>   | <b><u>76,983,732</u></b>  |
| <i>31 August 2021</i>             | <u>72,585,961</u> | <u>812,806</u> | <u>4,138,473</u>  | <u>137,241</u> | <u>313,883</u>   | <b><u>77,988,544</u></b>  |

All fixed assets are used for direct charitable use. The impairment during the year was due to a change in infrastructure strategy requiring the write off of design fees of discontinued projects.

### Inalienable and historic assets

In addition to the capitalised fixed assets held for its own use since its inception in 1584, the School has also been bequeathed artefacts whose intrinsic value is bound up with the School's history. The Trustees consider that these assets are held in accordance with the School's charitable objects

as a vital part of its history and heritage and, where relevant, as a resource for the advancement of education.

As they are not held principally for their contribution to knowledge and culture, they do not meet the definition of Heritage Assets in SORP FRS 102 "Heritage Assets" and hence are considered as assets in use under Tangible Fixed Assets. The majority of these historic assets have been held for many years and accurate historic cost information is not available for these assets. However, the Trustees consider that their historical cost less depreciation would not be material.

# Notes to the financial statements for the year ended 31 August 2022

## 10. INVESTMENTS GROUP

| At Market Value                    | Permanent<br>Endowment<br>£ | Restricted<br>Fund<br>£ | Unrestricted<br>Fund<br>£ | Total<br>£        |
|------------------------------------|-----------------------------|-------------------------|---------------------------|-------------------|
| 1 September 2021                   | 6,111,130                   | 94,599                  | 26,640,974                | 32,846,703        |
| Purchases at cost                  | 5,263,447                   | -                       | 9,087,346                 | 14,350,793        |
| Disposal proceeds                  | (5,263,447)                 | -                       | (8,897,106)               | (14,160,553)      |
| Cash transfer to investments       | -                           | (2,092)                 | -                         | (2,092)           |
| Loan repayments                    | 24,100                      | -                       | -                         | 24,100            |
| Gain/(loss) on investments:        |                             |                         |                           |                   |
| Realised                           | (323,989)                   | -                       | (432,935)                 | (756,924)         |
| Unrealised                         | 81,612                      | (9,022)                 | (1,938,595)               | (1,866,005)       |
| 31 August 2022                     | <b>5,892,853</b>            | <b>83,485</b>           | <b>24,459,684</b>         | <b>30,436,022</b> |
| Listed on UK Stock Exchanges       | 5,860,440                   | 75,523                  | 24,240,974                | 30,176,937        |
| Cash deposits                      | 32,413                      | 7,962                   | 218,710                   | 259,085           |
| At historical cost:                |                             |                         |                           |                   |
| <b>31 August 2022</b>              | <b>5,443,855</b>            | -                       | <b>24,939,981</b>         | <b>30,383,836</b> |
| <i>31 August 2021</i>              | <i>4,879,253</i>            | -                       | <i>24,180,158</i>         | <i>29,059,411</i> |
| <b>CHARITY:</b> as above           |                             |                         |                           | 30,436,022        |
| Investment in subsidiary companies |                             |                         |                           | 29,564            |
|                                    |                             |                         |                           | <b>30,465,586</b> |

All investments (other than cash) are quoted on a recognised UK Stock Exchange or are valued by reference to investments listed on a recognised Stock Exchange.

| 11. DEBTORS                      | Group<br>2022<br>£ | 2021<br>£ | Charity<br>2022<br>£ | 2021<br>£ |
|----------------------------------|--------------------|-----------|----------------------|-----------|
| Fee debtors                      | <b>213,309</b>     | 249,616   | <b>213,309</b>       | 249,616   |
| Other debtors                    | <b>498,757</b>     | 586,699   | <b>242,501</b>       | 429,763   |
| Loans                            | <b>20,190</b>      | 24,662    | <b>20,190</b>        | 24,662    |
| Endowment loan                   | <b>261,083</b>     | 285,183   | <b>261,083</b>       | 285,183   |
| Prepayments and Accrued income   | <b>485,378</b>     | 499,795   | <b>469,512</b>       | 490,119   |
| Uppingham School Subsidiaries    | -                  | -         | <b>81,184</b>        | 48,605    |
| Uppingham School Enterprises Ltd | -                  | -         | <b>401,463</b>       | 380,035   |
| Balance Sheet                    | <b>1,478,717</b>   | 1,645,955 | <b>1,689,242</b>     | 1,907,983 |

The loans are made to Houseparents to assist them perform their duties and are interest-free.

The School borrowed £482,000 from the Endowed Funds with the permission of the Charity Commission. This is repayable through a Recoupment Order, which began in July 2013, over a 20-year period. The amount receivable after more than one year is £236,983 (2021: £261,083).

# Notes to the financial statements for the year ended 31 August 2022

## 12. CREDITORS:

### amounts falling due within one year

|                                         | Group<br>2022<br>£ | 2021<br>£        | Charity<br>2022<br>£ | 2021<br>£        |
|-----------------------------------------|--------------------|------------------|----------------------|------------------|
| Trade creditors                         | 917,242            | 1,000,908        | 854,334              | 855,070          |
| Fees received in respect of Autumn Term | 3,015,628          | 2,686,531        | 3,015,628            | 2,686,531        |
| Acceptance deposits held                | 908,280            | 1,033,743        | 908,280              | 1,033,743        |
| Social Security and Other Taxes         | 464,771            | 362,411          | 350,998              | 306,222          |
| Loan repayments                         | 504,100            | 504,100          | 504,100              | 504,100          |
| Other creditors                         | 974,920            | 1,299,032        | 894,814              | 1,237,123        |
| Accruals                                | 1,074,033          | 989,215          | 1,037,997            | 962,529          |
| Uppingham School (Construction) Ltd     | -                  | -                | -                    | 65,145           |
| Balance Sheet                           | <u>7,858,974</u>   | <u>7,875,940</u> | <u>7,566,151</u>     | <u>7,650,463</u> |

Fees received in respect of Autumn Term vary considerably depending on whether the start of term falls in August or September. Fees in Advance Scheme deposits have been split between amounts falling due within one year and amounts falling due after more than one year.

## Borrowing Facilities

On 3 November 2017 the School agreed a £25m 31-year fixed interest unsecured private placement with BAE Systems Pension Fund for a blended rate of 3.075%, and the Note Purchase Agreement was signed by the parties on 10 November 2017. The loan is repayable from November 2021 over the life of the loan, except for a £12 million bullet payment in 2048.

As at 31 August 2022, a total of £25.00m (2021: £18.75m) of the loan facility had been drawn down. The bank finance was secured to provide the balance of funding for the Boarding House Modernisation programme and other infrastructure strategy projects.

## 13. CREDITORS:

### Amounts falling due after more than one year

|                              | 2022<br>£         | 2021<br>£         |
|------------------------------|-------------------|-------------------|
| Long term loan (see note 12) | 24,040,000        | 24,520,000        |
| Loan from Endowment Fund     | 236,983           | 261,083           |
| Acceptance deposits          | 3,677,409         | 3,340,444         |
| Balance Sheet                | <u>27,954,392</u> | <u>28,121,527</u> |

# Notes to the financial statements for the year ended 31 August 2022

## 14. CREDITORS:

### Fees in Advance Schemes

|                | 2022             | 2021              |
|----------------|------------------|-------------------|
|                | £                | £                 |
| Standard       | 5,000,992        | 4,611,108         |
| Inflation Free | 4,217,224        | 5,883,480         |
|                | <u>9,218,216</u> | <u>10,494,588</u> |

Assuming pupils will remain in the School, fees in advance will be applied as follows:

#### Within one year:

|                |                  |                  |
|----------------|------------------|------------------|
| Standard       | 3,441,176        | 3,046,933        |
| Inflation Free | <u>1,703,132</u> | <u>1,703,132</u> |
| Balance Sheet  | <u>5,144,308</u> | <u>4,750,065</u> |

#### After more than one year:

|                |                  |                  |
|----------------|------------------|------------------|
| Standard       | 1,559,815        | 1,564,175        |
| Inflation Free | <u>2,514,093</u> | <u>4,180,348</u> |
| Balance sheet  | <u>4,073,908</u> | <u>5,744,523</u> |

### Standard

|                                      | 2022             | 2021             |
|--------------------------------------|------------------|------------------|
|                                      | £                | £                |
| Balance 1 September 2020             | 4,611,108        | 6,264,385        |
| New deposits                         | 3,492,934        | 2,688,009        |
| Discounts given on new deposits      | 60,007           | 50,351           |
| Fee payments                         | (3,084,976)      | (4,257,422)      |
| Discount written off during the year | (65,118)         | (79,897)         |
| Refunds                              | <u>(12,963)</u>  | <u>(54,318)</u>  |
|                                      | <u>5,000,992</u> | <u>4,611,108</u> |

The Standard fees in advance scheme represents cash received in advance for fees which will be applied against fees chargeable in the future. The scheme offers a discount on fees charged, included in the amount due shown above, which for future years amounts to £77,287 (2021: £82,474).

### Inflation Free

|                                                              | 2022             | 2021             |
|--------------------------------------------------------------|------------------|------------------|
|                                                              | £                | £                |
| Balance 1 September 2021                                     | 5,883,480        | 275,911          |
| New Deposits                                                 | -                | 5,883,480        |
| Fee payments                                                 | (1,703,132)      | (305,991)        |
| Refunds to parents                                           | -                | -                |
| Fair value movement on liability recognized in finance costs | 36,876           | 30,080           |
|                                                              | <u>4,217,224</u> | <u>5,883,480</u> |

Places in the Inflation Free Fees in Advance Scheme were offered to parents in September 2020, based on fees frozen at 2020-21 rates, and attracted total funds of £5,883,480 which will be released over 5 years from September 2021 to August 2026.

# Notes to the financial statements for the year ended 31 August 2022

## 14. CREDITORS:

### Fees in Advance Schemes (continued)

In the event of a pupil withdrawing from the School and a period of one term's notice being given, all remaining deposit amounts will be refunded to the parents or guardians.

The fair value of the scheme liability reflects the present value of the future expected fee income, where the discount rate used represents the financial effect of the expected fee increases foregone, spread over the term of the arrangement. This fair value has been estimated by allocating the expected future fee increases over the arrangement term on a straight-line basis. These estimated future fee increases are reviewed and revised where appropriate on an annual basis. At the year-end the annualised expected future fee increase over the next 5 years was 3%. In the view of the Trustees this approach results in a carrying value which is materially consistent with that which would be generated by a more detailed fair value calculation. The maximum cash refundable, assuming all pupils gave notice to leave the scheme at the year-end, would have been £9,140,929 (2021: £10,412,114).

## 15. FINANCIAL INSTRUMENTS

|                                                                         | 2022                | 2021         |
|-------------------------------------------------------------------------|---------------------|--------------|
|                                                                         | £                   | £            |
| Financial asset measured at fair value through profit or loss (a)       | <b>30,436,022</b>   | 32,846,703   |
| Financial liabilities measured at fair value through profit or loss (b) | <b>(8,802,913)</b>  | (10,257,667) |
| Financial assets measured at amortised cost (c)                         | <b>9,020,173</b>    | 9,371,957    |
| Financial liabilities measured at amortised cost (d)                    | <b>(34,689,865)</b> | (34,882,763) |

- a) Financial assets include assets held as investments
- b) Financial liabilities include Inflation Free Fees in Advance and acceptance deposits
- c) Financial assets include cash, trade debtors, other debtors and staff loans
- d) Financial liabilities include a loan, trade creditors, other creditors, loan repayments, Standard Fees in Advance

# Notes to the financial statements for the year ended 31 August 2022

## 16. ANALYSIS OF NET ASSETS OF CHARITY AND GROUP BETWEEN FUNDS

|                                                     | Unrestricted<br>Funds<br>£ | Restricted<br>£  | Permanent<br>Endowment<br>£ | 2022<br>Total<br>£ |
|-----------------------------------------------------|----------------------------|------------------|-----------------------------|--------------------|
| Fund balances at 31 August 2022 are represented by: |                            |                  |                             |                    |
| Tangible Fixed Assets*                              | 74,184,537                 | 13,887           | 2,785,308                   | 76,983,732         |
| Investments                                         | 24,489,249                 | 83,484           | 5,892,853                   | 30,465,586         |
| Current Assets                                      | 7,623,614                  | 1,820,870        | 261,083                     | 9,705,567          |
| Current Liabilities                                 | (12,710,459)               | -                | -                           | (12,710,459)       |
| Long Term Liabilities                               | (32,028,300)               | -                | -                           | (32,028,300)       |
| <b>Charity (see below)</b>                          | <b>61,558,641</b>          | <b>1,918,241</b> | <b>8,939,244</b>            | <b>72,416,126</b>  |
| Subsidiary's reserves                               | (28,530)                   | -                | -                           | (28,530)           |
| <b>Group (see below)</b>                            | <b>61,530,111</b>          | <b>1,918,241</b> | <b>8,939,244</b>            | <b>72,387,596</b>  |
| Pension surplus/(deficit)                           | (758,000)                  | -                | -                           | (758,000)          |
| <b>Group (see below)</b>                            | <b>61,530,111</b>          | <b>1,918,241</b> | <b>8,939,244</b>            | <b>71,629,596</b>  |

\* Unrestricted fixed assets include £3,078 (2021: £66,312) of assets purchased during the year from restricted funds (see note 19), which have fulfilled the restriction and been released to unrestricted.

### Unrestricted funds

| Charity:        |                   | Group:          |                   |
|-----------------|-------------------|-----------------|-------------------|
| General         | 60,871,535        | General         | 60,843,005        |
| Designated      | 687,106           | Designated      | 687,106           |
| Pension deficit | (758,000)         | Pension deficit | (758,000)         |
|                 | <u>60,800,641</u> |                 | <u>60,772,111</u> |

Fund balances at 31 August 2021 are represented by:

|                           | Unrestricted<br>Funds<br>£ | Restricted<br>£ | Permanent<br>Endowment<br>£ | 2021<br>Total<br>£ |
|---------------------------|----------------------------|-----------------|-----------------------------|--------------------|
| Tangible Fixed Assets     | 75,197,837                 | -               | 2,790,707                   | 77,988,544         |
| Investments               | 26,670,538                 | 94,598          | 6,111,130                   | 32,876,266         |
| Current Assets            | 8,108,113                  | 1,985,253       | 285,183                     | 10,378,549         |
| Current Liabilities       | (12,400,528)               | -               | -                           | (12,400,528)       |
| Long Term Liabilities     | (33,866,050)               | -               | -                           | (33,866,050)       |
| Charity (see below)       | 63,709,910                 | 2,079,851       | 9,187,020                   | 74,976,781         |
| Subsidiary's reserves     | (190,139)                  | -               | -                           | (190,139)          |
| Group (see below)         | 63,519,771                 | 2,079,851       | 9,187,020                   | 74,786,642         |
| Pension surplus/(deficit) | (4,822,000)                | -               | -                           | (4,822,000)        |
| Group (see below)         | 58,697,771                 | 2,079,851       | 9,187,020                   | 69,964,642         |

### Unrestricted funds

| Charity:        |                   | Group:          |                   |
|-----------------|-------------------|-----------------|-------------------|
| General         | 63,311,735        | General         | 63,121,596        |
| Designated      | 398,175           | Designated      | 398,175           |
| Pension deficit | (4,822,000)       | Pension deficit | (4,822,000)       |
|                 | <u>58,887,910</u> |                 | <u>58,697,771</u> |

# Notes to the financial statements for the year ended 31 August 2022

## 17. UNRESTRICTED FUNDS

Unrestricted funds include an asset valuation of £24,791,500 (2021: £24,791,500) for all assets held without restriction regarding use or disposal. Details of the valuation are held in Note 1(f).

With the exception of the Boarding House Improvement Fund (see below), the Trustees do not maintain designated funds as all unrestricted funds are held at the discretion of the Trustees year by year as regards capital and income.

The Boarding House Improvement Fund represents the Gift Aid paid to the School by the trading subsidiary USE Ltd and the profit of the Summer School. This is allocated by the Trustees for the purpose of improving the School's boarding houses on an annual rolling programme.

|                                 | 1 September<br>2021<br>£ | Designated<br>Funds<br>£ | Expenditure<br>£ | 31 August<br>2022<br>£ |
|---------------------------------|--------------------------|--------------------------|------------------|------------------------|
| Boarding House Improvement Fund | <u>398,175</u>           | <u>288,931</u>           | <u>-</u>         | <u>687,106</u>         |
|                                 | 1 September<br>2020<br>£ | Designated<br>Funds<br>£ | Expenditure<br>£ | 31 August<br>2021<br>£ |
| Boarding House Improvement Fund | <u>359,606</u>           | <u>38,569</u>            | <u>-</u>         | <u>398,175</u>         |

# Notes to the financial statements for the year ended 31 August 2022

## 18. PERMANENT ENDOWMENT FUND

### Fixed Assets

The following assets are permanently endowed:

| Building        | Land 1992 Value<br>£ | Building 1992 Value<br>£ | Accumulated Depreciation<br>£ | Building Net Book Value<br>£ | Total Asset Value<br>£ |
|-----------------|----------------------|--------------------------|-------------------------------|------------------------------|------------------------|
| Chapel          | 1,764,300            | 311,400                  | 24,912                        | 286,488                      | 2,050,788              |
| Old School Room | 449,700              | 79,400                   | 6,352                         | 73,048                       | 522,748                |
| Pine House      | 74,600               | 149,100                  | 11,928                        | 137,172                      | 211,772                |
|                 | <u>2,288,600</u>     | <u>539,900</u>           | <u>43,192</u>                 | <u>496,708</u>               | <u>2,785,308</u>       |

### Endowment Fund

The Trustees are restricted to using only the income earned from the investment of endowed donations for the general purposes of the School.

### Scholarship and Prize Fund

The Trustees are restricted to using the fund for the purposes of financing scholarships and prizes awarded.

The movements for the year are as follows:

|                                           | Endowments<br>£  | Scholarship & Prize Fund<br>£ | Total<br>£       |
|-------------------------------------------|------------------|-------------------------------|------------------|
| Balance at 1 September 2021               | 6,322,048        | 2,864,972                     | 9,187,020        |
| Depreciation in the year                  | (5,399)          | -                             | (5,399)          |
| Merge Funds                               | 2,864,972        | (2,864,972)                   | -                |
| Realised surplus from sale of investments | (323,989)        | -                             | (323,989)        |
| Unrealised gain on investments for year   | 81,612           | -                             | 81,612           |
| 31 August 2022                            | <u>8,939,244</u> | <u>-</u>                      | <u>8,939,244</u> |
| Balance at 1 September 2020               | 5,820,849        | 2,453,556                     | 8,274,414        |
| Depreciation in the year                  | (5,399)          | -                             | (5,399)          |
| Realised surplus from sale of investments | 52,001           | 43,362                        | 95,363           |
| Realised gain on Investments for year     | 454,597          | 368,045                       | 822,642          |
| 31 August 2021                            | <u>6,322,048</u> | <u>2,864,972</u>              | <u>9,187,020</u> |

| Funds at 31 August 2022 are represented by:             | Endowed & Restricted Total<br>£ |
|---------------------------------------------------------|---------------------------------|
| Investments at market value including cash with brokers | 5,892,853                       |
| Property                                                | 2,785,308                       |
| Owed to Funds through Recoupment Order (note 11)        | 261,083                         |
|                                                         | <u>8,939,244</u>                |

|                                                       |           |
|-------------------------------------------------------|-----------|
| Investments at book value including cash with brokers | 5,443,856 |
|-------------------------------------------------------|-----------|

# Notes to the financial statements for the year ended 31 August 2022

## 19. RESTRICTED FUNDS

### Bursary Funds

The Trustees are restricted to using the funds to help provide an Uppingham education to children who would not otherwise be able to afford one. The total amount is made up of a number of named funds, including Reeves Trust, Chetwode Foundation, Peter Mason Bequest, Richard Harman Foundation Award, 1584 fund and the Stephen Pearson Fund.

### Gaffikin Fund

The Trustees are restricted to using the funds to promote education at Uppingham School by providing training opportunities for teachers.

### Other Restricted Funds

These consist of covenants and donations received for specific projects. As projects are completed and the particular assets are brought into use (and the restrictions fulfilled), the funds representing those assets are transferred from restricted to unrestricted.

The transfer relates to capital items that have met their restriction.

| Movements for the year are as follows: | 1 Sept 2021      | Investment Income | Investment Gains | Donations      | Awards           | Transfer       | 31 Aug 2022             |
|----------------------------------------|------------------|-------------------|------------------|----------------|------------------|----------------|-------------------------|
|                                        | £                | £                 | £                | £              | £                | £              | £                       |
| Bursary Funds                          | 1,801,800        | 35,341            | -                | 170,138        | (405,815)        | -              | <b>1,601,464</b>        |
| Western Quad                           | -                | -                 | -                | 3,078          | -                | (3,078)        | -                       |
| Gaffikin                               | 102,649          | 3,346             | (9,022)          | -              | (4,650)          | -              | <b>92,323</b>           |
| Upper Pavilion                         | 31,250           | -                 | -                | -              | -                | -              | <b>31,250</b>           |
| Golf Simulator                         | -                | -                 | -                | 13,887         | -                | -              | <b>13,887</b>           |
| Other                                  | 144,152          | -                 | -                | 81,483         | (46,318)         | -              | <b>179,317</b>          |
|                                        | <u>2,079,851</u> | <u>38,687</u>     | <u>(9,022)</u>   | <u>268,586</u> | <u>(456,783)</u> | <u>(3,078)</u> | <b><u>1,918,241</u></b> |

|                       | 1 Sept 2020      | Investment Income | Investment Gains | Donations      | Awards           | Transfer        | 31 Aug 2021             |
|-----------------------|------------------|-------------------|------------------|----------------|------------------|-----------------|-------------------------|
|                       | £                | £                 | £                | £              | £                | £               | £                       |
| Bursary Funds         | 1,773,332        | 33,571            | -                | 471,041        | (476,144)        | -               | <b>1,801,800</b>        |
| Western Quad          | -                | -                 | -                | 3,360          | -                | (3,360)         | -                       |
| Gaffikin              | 82,541           | 2,469             | 17,639           | -              | -                | -               | <b>102,649</b>          |
| Upper Pavilion        | 31,250           | -                 | -                | -              | -                | -               | <b>31,250</b>           |
| West Deyne Hard Court | 35,508           | -                 | -                | 5,200          | -                | (40,708)        | -                       |
| Boarding Houses       | -                | -                 | -                | -              | -                | -               | -                       |
| Other                 | 129,421          | -                 | -                | 41,776         | (4,801)          | (22,244)        | <b>144,152</b>          |
|                       | <u>2,052,052</u> | <u>36,040</u>     | <u>17,639</u>    | <u>521,377</u> | <u>(480,945)</u> | <u>(66,312)</u> | <b><u>2,079,851</u></b> |

Restricted Funds at 31 August 2022 represented by:

|                  | Total 2022              | Total 2021       |
|------------------|-------------------------|------------------|
|                  | £                       | £                |
| Cash with School | <b><u>1,918,241</u></b> | <u>2,079,851</u> |

# Notes to the financial statements for the year ended 31 August 2022

## 20. FINANCIAL COMMITMENTS

|                                                                                                       | 2022<br>£        | 2021<br>£        |
|-------------------------------------------------------------------------------------------------------|------------------|------------------|
| a) <u>Future Capital Expenditure</u>                                                                  |                  |                  |
| Contracted for but not provided for                                                                   | <u>349,617</u>   | <u>1,176,572</u> |
| b) <u>Operating Leases</u>                                                                            |                  |                  |
| At 31 August 2022 the School had commitments under non-cancellable operating leases as set out below: |                  |                  |
| Buildings and Equipment operating leases that expire:                                                 |                  |                  |
| Within one year                                                                                       | 13,540           | 20,093           |
| In the second to fifth years                                                                          | 339,808          | 497,443          |
| After fifth year                                                                                      | <u>1,061,762</u> | <u>1,086,144</u> |
|                                                                                                       | <u>1,415,110</u> | <u>1,603,680</u> |

## 21. RELATED PARTIES

No Trustee received any remuneration for services as a Trustee. The Charity Commission has confirmed that Trustees who undertake professional services for the School may be paid the normal charges associated with such services.

The School paid Pickering Lifts Ltd £13,465 (2021: £15,714) in respect of maintenance of the School lifts, under an arms-length agreement. Pickering Lifts Ltd is owned by one of the Trustees, who had no involvement in the award of the contract.

The School paid F A N Grounds £4,669 (2021: £149) in respect of floral displays, under an arms-length agreement. F A N Grounds is the husband of one of the School's key management personnel, who does not manage the contractual relationship.

During the year 3 (2021: NIL) Trustees received reimbursement of meeting expenses of £1,210 (2021: £NIL) in total.

## 22. PENSION SCHEMES

### Teaching Staff

The School participates in the Teachers' Pension Scheme ("the TPS") for its teaching staff. The pension charge for the year includes contributions payable to the TPS of £1,555,175 (2021: £1,462,603) and at the year-end £180,043 (2021: £176,090) 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.

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.

### Support Staff

The School runs a Scheme for its support staff, the Uppingham School Group Pension Plan (USSGPP) which is a defined contribution scheme. This is open to members above the age of 16 who have completed the necessary probation period. Employer contributions paid over to the Scheme in the year amounted to £494,770 (2021: £518,709).

The School ran a Scheme for support staff which was a defined benefits scheme. This scheme is now closed to future accrual. The charge for the year, including employer contributions paid over to the Scheme Trustees in the year amounting to £96,820 (2021: £94,000), together with the actuarial gains and losses on the Scheme for the year, is recognised in the Statement of Financial Activities in accordance with FRS102.

# Notes to the financial statements for the year ended 31 August 2022

## 22. PENSION SCHEMES (continued)

### Support Staff

A full actuarial valuation of the scheme was last carried out at 1 September 2019 and updated to 31 August 2022 by a qualified independent actuary. The major assumptions adopted by the actuary as at 31 August 2022 were:

|                                                 | 31 August 2022 | 31 August 2021 |
|-------------------------------------------------|----------------|----------------|
| Discount rate                                   | 4.2%           | 1.7%           |
| Retail price inflation                          | 3.7%           | 3.6%           |
| Consumer price inflation                        | 3.2%           | 3.1%           |
| Salary increase rate                            | 4.9%           | 4.8%           |
| Pension increases – LPI maximum 5%              | 3.1%           | 3.0%           |
| Pension increases – PLI maximum 2.5%            | 2.2%           | 2.1%           |
| Deferred pension revaluation – LPI maximum 5%   | -              | 3.1%           |
| Deferred pension revaluation – LPI maximum 2.5% | -              | 2.5%           |
| Assumed life expectations on retirement age 65: |                |                |
| Retiring today – males                          | 21.3           | 21.2           |
| Retiring in 20 years – males                    | 23.0           | 22.9           |
| Retiring today – females                        | 23.3           | 23.2           |
| Retiring in 20 years – females                  | 25.1           | 25.0           |

The School is committed to paying ex gratia pensions each year which are internally funded. The amount paid for the year to 31 August 2022 was £4,649 (2021: £5,640).

The amounts recognised in the balance sheet are as follows:

|                                     | Year to 31<br>August 2022<br>£ | Year to 31<br>August 2021<br>£ |
|-------------------------------------|--------------------------------|--------------------------------|
| Fair value of plan assets           | 13,024,000                     | 17,507,000                     |
| Value of money purchase liabilities | (100,000)                      | (100,000)                      |
| Value of final salary liabilities   | (13,682,000)                   | (22,229,000)                   |
| Deficit                             | (758,000)                      | (4,822,000)                    |
| Amounts in the balance sheet        |                                |                                |
| Liabilities                         | (758,000)                      | (4,822,000)                    |
| Assets                              | -                              | -                              |
| Net liability                       | (758,000)                      | (4,822,000)                    |

# Notes to the financial statements for the year ended 31 August 2022

## 22. PENSION SCHEMES (continued)

|                                                                                | Year to 31<br>August 2022 | Year to 31<br>August 2021 |
|--------------------------------------------------------------------------------|---------------------------|---------------------------|
|                                                                                | £                         | £                         |
| Changes in the present value of the defined benefit obligation are as follows: |                           |                           |
| Opening defined benefit obligation                                             | 22,329,000                | 22,092,000                |
| Interest cost                                                                  | 377,000                   | 371,000                   |
| Actuarial (gains) / losses                                                     | (8,627,000)               | 782,000                   |
| Benefits paid                                                                  | (297,000)                 | (916,000)                 |
| Closing defined benefit obligation                                             | 13,782,000                | 22,329,000                |

|                                                                 | Year to 31<br>August 2022 | Year to 31<br>August 2021 |
|-----------------------------------------------------------------|---------------------------|---------------------------|
|                                                                 | £                         | £                         |
| Changes in the fair values of the scheme assets are as follows: |                           |                           |
| Opening fair value of scheme assets                             | 17,507,000                | 15,912,000                |
| Interest income                                                 | 296,000                   | 267,000                   |
| Actuarial (losses) / gains                                      | (4,579,000)               | 2,150,000                 |
| Contributions                                                   | 97,000                    | 94,000                    |
| Benefits paid                                                   | (297,000)                 | (916,000)                 |
| Closing fair value of plan assets                               | 13,024,000                | 17,507,000                |

The employer expects to contribute £99,725 to this defined benefit pension plan in the year to 31 August 2023.

|                                                                                    | Year to 31<br>August 2022 | Year to 31<br>August 2021 |
|------------------------------------------------------------------------------------|---------------------------|---------------------------|
|                                                                                    | %                         | £                         |
| The amounts included within the Statement of Financial Activities are as follows:: |                           |                           |
| Net interest expense                                                               | 81,000                    | 104,000                   |
| Total operating charge                                                             | 81,000                    | 104,000                   |
| Employee contribution to be set off                                                | -                         | -                         |

|                                                                                              | Year to 31<br>August 2022 | Year to 31<br>August 2021 |
|----------------------------------------------------------------------------------------------|---------------------------|---------------------------|
|                                                                                              | %                         | %                         |
| The major categories of scheme assets as a percentage of total Scheme assets are as follows: |                           |                           |
| Diversified Funds                                                                            | 52                        | -                         |
| Equities                                                                                     | 23                        | 59                        |
| Bonds                                                                                        | 1                         | 12                        |
| Insured pensions                                                                             | 4                         | 5                         |
| Cash                                                                                         | 1                         | 2                         |
| Alternatives                                                                                 | 1                         | 4                         |
| LDI                                                                                          | 18                        | 18                        |
|                                                                                              | 100                       | 100                       |

# Notes to the financial statements for the year ended 31 August 2022

## 22. PENSION SCHEMES (continued)

|                                                                                                        | Year to 31<br>August 2022<br>£ | Year to 31<br>August 2021<br>£ |
|--------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------|
| <u>Analysis of the amount recognised in statement of total<br/>recognised gains and losses (SOFA):</u> |                                |                                |
| Actual return less interest income recognised in SOFA                                                  | (4,579,000)                    | 2,150,000                      |
| Experience gains on benefit obligation                                                                 | -                              | 332,000                        |
| Effect of assumption changes on benefit obligation                                                     | 8,627,000                      | (1,114,000)                    |
| Actuarial gain recognised in SOFA                                                                      | 4,048,000                      | 1,368,000                      |
|                                                                                                        |                                |                                |
|                                                                                                        | Year to<br>31 August 2022      | Year to<br>31 August 2021      |
| History of experience gains and losses                                                                 |                                |                                |
| Differences between the asset return and the interest<br>income recognised in the SOFA                 | (4,579,000)                    | 2,150,000                      |
| - as % of scheme assets                                                                                | 35%                            | 12%                            |
| Experience gains/losses on obligation                                                                  | -                              | 332,000                        |
| - as % of liabilities                                                                                  | -                              | 2%                             |
| Total amount recognised in SOFA                                                                        | (4,048,000)                    | (1,368,000)                    |
| - as % of liabilities                                                                                  | 29%                            | 6%                             |

|                                                                                          |             |             |             |             |             |
|------------------------------------------------------------------------------------------|-------------|-------------|-------------|-------------|-------------|
| The amounts for the current and<br>previous years are as follows:                        | 2022<br>£   | 2021<br>£   | 2020<br>£   | 2019<br>£   | 2018<br>£   |
| Value of funded obligations                                                              | 13,782,000  | 22,329,000  | 22,092,000  | 19,806,000  | 15,973,000  |
| Fair value of plan assets                                                                | 13,024,000  | 17,507,000  | 15,912,000  | 15,152,000  | 14,525,000  |
| (Deficit) / surplus                                                                      | (758,000)   | (4,822,000) | (6,180,000) | (4,654,000) | (1,448,000) |
| Experience gains on obligation                                                           | -           | 332,000     | (1,431,000) | 53,000      | 294,000     |
| Difference between the asset return<br>and the interest income recognised in<br>the SOFA | (4,579,000) | 2,150,000   | 507,000     | 59,000      | 105,000     |

# Notes to the financial statements for the year ended 31 August 2022

## 23. CONSOLIDATED STATEMENT OF FINANCIAL ACTIVITIES – COMPARATIVE FIGURES BY FUND TYPE.

### Year ended 31 August 2021

#### Incoming Resources

##### Charitable Activities

|                                  | Unrestricted<br>£ | Restricted<br>£ | Permanent<br>Endowment<br>£ | Total<br>2021<br>£ |
|----------------------------------|-------------------|-----------------|-----------------------------|--------------------|
| School fees                      | 27,622,377        | -               | -                           | 27,622,377         |
| Lettings                         | 153,240           | -               | -                           | 153,240            |
| Donations                        | 144,737           | 521,377         | -                           | 666,114            |
| Other activities                 | 74,184            | -               | -                           | 74,184             |
| Activities for generating funds: |                   |                 |                             |                    |
| Subsidiary turnover              | 1,034,536         | -               | -                           | 1,034,536          |
| Rents and lettings receivable    | 76,549            | -               | -                           | 76,549             |
| Investment income                | 221,959           | 36,040          | -                           | 257,999            |
| Other income                     | 638,965           | -               | -                           | 638,965            |
| Total incoming resources         | 29,966,547        | 557,417         | -                           | 30,523,964         |

#### Resources Expended

##### Cost of generating funds:

|                   |           |   |   |           |
|-------------------|-----------|---|---|-----------|
| Fundraising costs | 271,460   | - | - | 271,460   |
| Subsidiary costs  | 1,265,852 | - | - | 1,265,852 |
| Finance costs     | 1,003,934 | - | - | 1,003,934 |
|                   | 2,541,246 | - | - | 2,541,246 |

##### Charitable activities

|                          |            |         |       |            |
|--------------------------|------------|---------|-------|------------|
| School and grant-making  | 27,850,293 | 480,945 | 5,399 | 28,336,637 |
| Total resources expended | 30,391,539 | 480,945 | 5,399 | 30,877,883 |

##### Net outgoing resources before fair value movements on financial instruments

|  |           |        |         |           |
|--|-----------|--------|---------|-----------|
|  | (424,992) | 76,472 | (5,399) | (353,919) |
|--|-----------|--------|---------|-----------|

|                             |           |          |         |           |
|-----------------------------|-----------|----------|---------|-----------|
| Investment gains and losses | 2,318,343 | 17,639   | 918,005 | 3,253,987 |
| Transfers                   | 66,312    | (66,312) | -       | -         |

|                                      |           |        |         |           |
|--------------------------------------|-----------|--------|---------|-----------|
| Net income                           | 1,959,663 | 27,799 | 912,606 | 2,900,068 |
| Pension scheme actuarial gain/(loss) | 1,368,000 | -      | -       | 1,368,000 |

|                                                |            |           |           |            |
|------------------------------------------------|------------|-----------|-----------|------------|
| Net movement of funds                          | 3,327,663  | 27,799    | 912,606   | 4,268,068  |
| Fund balance carried forward at 31 August 2020 | 53,370,108 | 2,052,052 | 8,274,414 | 65,696,574 |
| Fund balance carried forward at 31 August 2021 | 58,697,771 | 2,079,851 | 9,187,020 | 69,964,642 |

# Notes to the financial statements for the year ended 31 August 2022

## 24. POST BALANCE SHEET EVENT

On 30 September 2022, the assets and liabilities of Maidwell Hall School (company number 00577217) were transferred to the School by way of a charitable merger. Based in north Northamptonshire, Maidwell Hall School is a co-educational boarding and day Prep School for pupils aged between 4 and 13.

The merger will be accounted for in the School's financial statements for the year ended 31 August 2023, with the value of net assets transferred being approximately £1m.

Uppingham School  
Uppingham, Rutland LE15 9QE  
United Kingdom

Switchboard: +44 (0)1572 822216  
[www.uppingham.co.uk](http://www.uppingham.co.uk)

# UPPINGHAM

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# Accounts

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Uppingham School

# Consolidated Financial Statements

for the year ended 31 August 2021

Charity number: 1147280  
Company number: 8013826  
[www.uppingham.co.uk](http://www.uppingham.co.uk)

UPPINGHAM

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## Trustees and Officers

|                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Chair of Trustees</b>            | B M Matthews MBE BSc * <sup>◊</sup>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Vice-Chairs</b>                  | R J S Tice BSc *<br>K J Budge MA (Oxon) PGCE <sup>◊</sup>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Trustees</b>                     | The Very Revd The Dean of Peterborough (Ex officio)<br>The Lord Lieutenant of Rutland (Ex officio) <sup>◊</sup><br>A J D Locke MA (Oxon) * (retired 19/06/21)<br>Dr S J Goss MA DPhil <sup>◊</sup> (retired 20/03/21)<br>R N J S Price *<br>S A Humphrey LLB *<br>K J Gaine MA (Oxon) <sup>◊</sup><br>C F Ewbank MA (Cantab) MBA *<br>Professor J J A Scott BSc PhD <sup>◊</sup><br>D L C Wallis BA (Hons) (Oxon) *<br>D R Fothergill MA (Oxon) MBA *<br>C P M King MA <sup>◊</sup><br>L J Womack BA (Hons) <sup>◊</sup><br>A E Timpson CBE MP <sup>◊</sup><br>C E V Colacicchi MA (Oxon)* (appointed 05/10/21)<br>A W Y To BSc MHKIS (Associate International Trustee) |
| <b>Headmaster</b>                   | Dr R J Maloney MTheol MA PhD                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Bursar and Clerk to Trustees</b> | S C Taylor Esq MA (Cantab) ACA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Registered Office</b>            | Uppingham School, Uppingham, Rutland LE15 9QD                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Company Number</b>               | 8013826                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Charity Number</b>               | 1147280                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

## Advisors

|                            |                                                                                              |
|----------------------------|----------------------------------------------------------------------------------------------|
| <b>Bankers</b>             | NatWest Bank Plc, 7 High Street, Melton Mowbray, Leicestershire LE13 0TT                     |
| <b>Solicitors</b>          | Farrer & Co LLP, 66 Lincoln's Inn Fields, Holborn, London WC2A 3LH                           |
| <b>Auditor</b>             | Crowe U.K. LLP, 4th Floor, St James House, St James Square, Cheltenham GL50 3PR              |
| <b>Investment Managers</b> | Cazenove Capital Management Ltd, 1 London Wall Place, London Wall, Barbican, London EC2Y 5AU |
| <b>Insurance Brokers</b>   | Berkeley Insurance Group, 2 Colton Square, Regent Street, Leicester LE1 1QH                  |

\* Member of the Finance and General Purposes Committee

<sup>◊</sup> Member of the Education Committee

# Report of the Trustees

## Year ended 31 August 2021

### Directors' Report

The Trustees, who are also directors, present their Annual Report for the year ended 31 August 2021 under the Charities Act 2011 and under the Companies Act 2006, including the Directors' and Strategic Reports and the audited financial statements for the year.

#### Objects, aims, objectives and activities

##### Charitable Objects

The objects of the Charity, as outlined in its Articles of Association, are "to advance the education of boys and girls by the provision of a boarding and/or day school or schools in or near Uppingham and by the provision of ancillary or incidental educational activities or other associated activities for the benefit of the community".

##### Public Benefit Aims and Intended Impact

Within this object, it is our aim to benefit the public by promoting a truly holistic education, pioneered at Uppingham in the 19th Century, where young people attain the highest academic levels balanced with an extensive co-curricular programme, which aims to develop life-long interests, promote pupils' well-being, and cultivate a desire to contribute to their communities. Uppingham is a full boarding school in which pupils are engaged in a broad educational programme seven days a week, and, accordingly, has an unequivocal commitment to excellence and innovation in the pastoral care of pupils.

Uppingham School is committed to benefitting the public, both through its charitable object, and in a broader context as a good neighbour and as a thriving economic entity. In the furtherance of these aims the Trustees have approved a Public Benefit policy and complied with the duty under s.17 of the Charities Act 2011 to have due regard to the Charity Commission's published general and relevant sector-specific guidance concerning the operation of the Public Benefit requirement under that Act.

Uppingham currently has a record number of 831 pupils, who come from all over the country and abroad. Founded in 1584 by Archdeacon Robert Johnson and raised to its present eminence in the 19th Century by the great educationalist Edward Thring, Uppingham continues to flourish today. Originally a boys' school, girls were first accepted into the Sixth Form in 1975 and the School has been fully co-educational since 2001. High academic standards are a priority to the School and in addition there is a strong commitment to music, drama, art, design, technology and sports. The all-round education, for which Thring made Uppingham famous, is further enhanced by pupil involvement in the 'Upp & Out' community service programme, the Duke of Edinburgh Award Scheme, expeditions and many other activities.

##### Educational outreach and community involvement

The School sits at the heart of a small market town and is committed to working closely both with local schools and the local community. In addition to providing means-tested bursaries for local children to attend the School, the public benefits through educational outreach which includes pupil-led tuition in Latin and Maths, providing classroom assistance, joint pedagogical projects with subject leaders in state maintained schools, leading community music programmes in primary schools, helping run extra-curricular school clubs, practice for university interviews, staging musical concerts, and supporting mental health programmes for schoolchildren in Rutland. These activities were curtailed in 2020 and early 2021 due to the closure of schools during the COVID-19 pandemic.

# Report of the Trustees

## Directors' Report

The School has a relationship of mutually beneficial co-operation with several state-maintained schools, including the David Ross Educational Trust, with which the School has signed a Memorandum of Understanding supported by annually agreed plans of action. Uppingham continues to support individual DRET schools by engaging in areas such as music, community service, CCF, arts, sports, pastoral care, higher education and careers advice, residential experiences, curriculum development, as well as providing subject-specialist masterclasses. At present, Uppingham is strategising long-term educational projects with DRET with the intention of transforming the lives of young people across the East Midlands. Uppingham is in the process of forming a partnership with Beauchamp City Sixth Form to support the aspiration of BCFS pupils to elite universities; establish subject networks for teacher development; to create student-led community projects between partner school.

The 'Upp & Out' community service programme runs alongside the Duke of Edinburgh Award Scheme and Combined Cadet Force, in which pupils regularly visit elderly people, work in local schools and help with the disabled. The School's sporting facilities are made available to schools, clubs and teams in the area and the public enjoy access to the School's 59 acres of playing fields. Other School facilities are made available to local societies, schools and clubs for educational purposes and performances and shows, and the Estates department gives assistance to the town of Uppingham on technical and horticultural matters. Pupils and staff from the School perform weekly lunchtime concerts in the town's church.

### Structure, Governance and Management

#### Governing documents

Uppingham School is a registered charity (number 1147280) and is incorporated as a company limited by guarantee (company number 08013826). The company is governed by Articles of Association. The company's charitable objects are "to advance the education of boys and girls by the provision of a boarding and/or day school or schools in or near Uppingham and by the provision of ancillary or incidental educational activities or other associated activities for the benefit of the community".

All the undertakings of the School were transferred across to the company upon incorporation on 1 September 2012, with the exception of endowed properties ('specie' land) and assets, which continue to be held in the Archdeacon Robert Johnson Trust. A 'Uniting Order' from the Charity Commission removes the need to prepare separate accounts for both company and trust.

#### Appointment and induction of Trustees

The Trustees who served during the year and since the year-end are shown on page 3. Under the Articles of Association, Trustees must not number fewer than seven nor more than twenty-one persons: two ex-officio, two appointed, and between five and seventeen co-optative Trustees. Appointed Trustees are appointed by the Hospital of St John and St Anne in Oakham, and by the Headmaster and teaching staff of the School. Co-optative Trustees are appointed by fellow Trustees exercising a majority opinion.

Trustees are recruited as much as possible to represent a cross-section of skills and experience considered most useful in addressing the issues facing the

# Report of the Trustees

## Directors' Report

School. A Nominations Committee maintains a shortlist of potential Trustees. The Chair interviews all proposed Trustees and presents their credentials to the Trustee board, whose approval is required before they are invited to join it. In addition to key documents, including the AGBIS Guidelines for Governors, Trustee induction includes child protection training, a pupil tour of the School, lesson observation, meetings with Headmaster and Bursar, and usually a lunch with pupils in a boarding house. Ongoing training of Trustees on topical subjects is made available on a regular basis, and a programme of annual Trustee day-long observations of the workings of the School is in place (albeit interrupted during the COVID-19 pandemic).

Trustees carry out a governance self-evaluation exercise every two years. The seven principles in The Charity Governance Code published in July 2017 are reflected in that exercise.

### Organisational management

The Trustees of the Charity are responsible for the overall management and control of the School and meet three times a year.

There are two principal Trustee sub-committees. The Finance and General Purposes Committee (F&GP) meets two weeks before each meeting of the full Trustees, and addresses matters relating to finance, operations, estate, and investments. The F&GP works under the chairmanship of Mr Richard Tice, and the other members are indicated on page 3. The other principal sub-committee is the Education Committee, chaired by Mr Keith Budge, which addresses matters relating to the educational, academic and pastoral agenda. This committee also meets once a term and its members are indicated on page 3.

A sub-committee of F&GP, the Investment Sub-committee, monitors the performance of the School's investments, whose management is delegated to Cazenove Capital Management Ltd, a firm of professional investment managers. It meets immediately before each F&GP meeting and reports to that meeting.

The Audit sub-committee, which is chaired by a Trustee not chairing F&GP, and whose membership excludes the Chair of Trustees, meets once a year. It is responsible for reviewing the financial statements, internal control, risk management, and the external audit, and reports directly to the Trustees.

The International Schools sub-committee, chaired by the Chair of Trustees, monitors progress towards the establishment of Uppingham-branded schools overseas with partnering investors.

The Estates sub-committee monitors the development of the School's Infrastructure Strategy.

The work of implementing most of the Trustees' policies and the day to day running of the School is delegated to the Headmaster and Bursar. The Headmaster and Bursar attend the meetings of the above committees and are supported by the School's executive leadership teams and together this group are the key management personnel.

Remuneration is set by the Headmaster and Bursar and overseen by the Trustees, with the policy objective of providing appropriate incentives to encourage

# Report of the Trustees

## Directors' Report

enhanced performance and of rewarding fairly and responsibly individual contributions to the School's success.

The appropriateness and relevance of the remuneration policy is reviewed annually and ensures that the School remains sensitive to the broader issues of pay and employment conditions elsewhere. Delivery of the School's charitable vision and purpose is primarily dependent on its personnel, and staff costs are the largest single element of its charitable expenditure.

### Group structure and Relationships

The School has wholly owned non-charitable subsidiaries, whose activities and trading performance are discussed below: Uppingham School Enterprises Ltd; Uppingham School International Ltd (dormant); Uppingham School (Asia) Ltd; Uppingham School (Selwyn) Ltd; and Uppingham School (Construction) Ltd.

Uppingham School belongs to several representative bodies in the independent school sector, whose goal is the enhancement of the highest standards of education. We also cooperate with local schools and organisations to widen public access to the schooling we can provide, to optimise the educational use of our cultural and sporting facilities, and to awaken in our pupils, in the public interest, an awareness of the social context of the all-round education they receive at Uppingham School

### Equality Act

Uppingham School complies with the Equality Act 2010 and is committed to providing equal opportunities in employment. The School's policies seek to avoid unlawful discrimination in all aspects of employment including recruitment, promotion, opportunities for training, pay and benefits, discipline and selection for redundancy.

### **Statement of Trustees' Responsibilities**

The Trustees (who are also directors of the charity for the purposes of company law) are responsible for preparing the Report of the Trustees and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards).

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 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 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

## Report of the Trustees Directors' Report

- 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 charity and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Trustees confirm that:

- so far as they are aware, there is no relevant audit information of which the company's auditors are unaware, and
- they have taken all the steps that he/she ought to have taken as Trustees to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

# Report of the Trustees

## Strategic Report

### Objectives and Strategies

#### Objectives for the year

The objectives for the year ended 31 August 2021 included:

- Delivery of the final-year targets in the educational strategy, under the headings of academic performance, curriculum reform, teacher development, pastoral improvement, 'whole person' co-curricular development, and culture and values;
- Delivery of the School's 'Beyond 2020' strategic plan including educational strategy (as above), affordability and socio-economic diversity, funding streams, size and shape of the School, infrastructure and people strategy.
- Trustee approval of the Educational Strategic Plan for the years 2021-26.
- Trustee approval of the School's second strategic plan entitled '2021 Forward: thriving in an uncertain world'.
- Revision of the School's 2015 Estate Masterplan.
- Managing the impact on the School of the COVID-19 pandemic, with protocols and plans under the banner of the public document 'Keeping Uppingham Safe'.

#### Strategies to achieve the year's objectives

The educational strategy's final year included (inter alia) the finalisation of the holistic Professional Development Review system for teachers to include a mentoring process, further development of the role of the tutor, work on equality, diversity and inclusion, further consideration of pupil wellbeing tracking systems, continued refinements to already excellent safeguarding practices, introduction of an Academic Information Management System ('AIMS') to sit alongside its pastoral counterpart ('PIMS'), the continued development of the 'whole person' co-curricular programme and the application of software to help manage it, and workshops to draft a new five-year educational strategic plan (2021-26) for approval by the Trustees.

The School's strategies for handling the worldwide COVID-19 pandemic included the implementation of Covid protocols and plans under 'Keeping Uppingham Safe', the continued refinement of the School's successful online 'Virtual Uppingham' education during the second shutdown of schools mandated by the Government in the Spring of 2021, a successful programme of online audio-visual communications with parents and pupils from the Headmaster and events from the Music and Drama departments, the provision of quarantine facilities for incoming overseas pupils and an isolation facility for Covid-positive pupils, transparent communication of the School's Covid protocols under 'Keeping Uppingham Safe' to Uppingham Town Council, the provision of a fee discount in Spring 2021 and payment support for parents whose livelihoods were affected by the pandemic, a nimble response to the pandemic by Trustees which included a total of 43 Trustee meetings in calendar year 2020, and a fair and robust system of pupil assessment towards the issuance of 'Teacher-Assessed Grades' ('TAGs') for GCSE and A Level examination results in the summer of 2021.

# Report of the Trustees

## Strategic Report

The School's strategic plan was furthered by resumption of the infrastructure strategy, including the design of two new boarding houses and design work to unlock the potential of a 17th-19th Century mansion as a new Sixth Form Centre, the provision of a secondary fibre-optic network across the School site, Trustee strategy sessions on income streams and extending the School's educational reach, progress on the potential for opening Uppingham international schools despite the pandemic, and progress with the People Strategy in the areas of wellbeing and equality, diversity and inclusion (albeit somewhat held back by the pandemic's second shutdown and furloughed staff).

### Review of achievements and performance for the year

#### Pupil roll

In the year under review, Uppingham School had 804 (2020: 793) pupils, of whom 781 (2020: 777) were boarders and 23 (2020: 16) were day pupils.

#### Operational performance

Following the successful application of the School's strategies and its handling of the COVID-19 pandemic, the School started the new academic year in September 2021 with a record roll of 834 pupils. The School is strongly subscribed for 2022 and 2023, giving confidence that the current pupil roll will be sustained, albeit with a degree of caution over the long-term economic impacts of COVID-19 and Brexit, and the very gradual, long-term decline in the UK boarding market.

Examination results in 2021 were very strong, based this year on the School's rigorous system of pupil assessment to produce Teacher-Assessed Grades ('TAGs'), mandated by the Government instead of normal exams. The A-level pass rate was 100%, with 52% graded A\*, 85% graded A\* or A, and 97% of subjects graded A\*, A or B. The GCSE pass rate was 100% with 37% of subjects graded 9, 66% graded 9 or 8 and 86% graded 9 to 7. This year 92% of leavers went on to higher education. Of this group, 28% gained places at institutions ranked in the global top 50, and 52% ranked in the global top 100. Of these places, 75% were at Russell Group universities.

Due to the COVID-19 pandemic, these academic achievements were not accompanied by the normal programme of sporting activities, with fixtures recommencing only in the summer term of 2021, constraining the normal range of sports (including rugby, hockey, cricket, athletics, lacrosse, tennis, netball, swimming, badminton, basketball, sailing, fencing, football, fives and squash) to internal training sessions.

Uppingham's distinguished reputation for music was maintained by a series of remotely-recorded online concerts and recitals, but sadly without any public performances until the summer term of 2021.

As well as music, theatre, drama, art, design and technology all continued to flourish at Uppingham despite the pandemic, despite more limited use of the School's 300-seat theatre and Williams studio theatre.

#### Developments

The School's infrastructure strategy, which was temporarily paused due to the pandemic during 2020, was recommenced in early 2021 and includes the creation of two new boarding houses, which will release a house for decanting

# Report of the Trustees

## Strategic Report

purposes for the future refurbishment of other boarding houses, the configuration of additional day places, the provision of a secondary fail-safe fibre-optic network throughout the School site, and the remodelling of the problematic 17th-19th century Thring building into a modern Sixth Form Centre. Design work on the boarding houses and Sixth Form Centre has begun.

### Fundraising performance

The Foundation had a successful year despite constraints imposed by the pandemic, raising funds primarily for means-tested bursaries enabling more pupils to benefit from the School's education who otherwise could not afford the fees. Donations totalled £666,114 (2020: £800,069).

Fundraising during the year was carried out solely by the Development team with support from alumni and parents. No external fundraising individuals or companies were employed. The School is signed up to the Fundraising Regulator which oversees the Code of Fundraising Practice and there were no incidences of failures to comply with fundraising standards, nor any complaints received. The School adheres to the new GDPR regulations and contact only those for whom our communications will be relevant and of interest.

### Section 172(1) statement

The Trustees have acted in accordance with their duties codified in law, which include their duty to act in the way in which they consider, in good faith, would be most likely to promote the success of the School for the benefit of its members as a whole, having regard to the stakeholders and matters set out in section 172(1) of the Companies Act 2006.

In discharging their duties above, the Trustees carefully consider, amongst other matters, the impact on and interest of other stakeholders in the School and factor these into their decision-making process.

### Pupils

Boarding and day pupils alike benefit from the School's excellent pastoral provision with staff placing as much importance on pupils' all-round personal development as they do on academic progress. Pupils are actively encouraged to offer suggestions on the operation of the School through committees, houses or tutor meetings, and this pupil voice is actively considered in decisions made by the Uppingham Leadership Team and Trustees.

The pupil-centric focus continued during the Government-mandated closure of the School site in the Spring term of 2021 and provision of 'Virtual Uppingham' online learning, recognising the challenges faced by pupils during lockdown. Staff worked with individuals and groups of pupils to address any concerns and organised online events designed to maintain social interaction and pupil motivation.

# Report of the Trustees

## Strategic Report

### Employees

The School recognises that the qualities, skills and commitment of its employees play a major role in the School's success. Regular briefings keep staff informed of School-wide developments, and wide-ranging employee benefits enhance their quality of life. Staff wellbeing has been a key focus this year and will be a continued area of attention, along with equality, diversity and inclusion. Furloughed staff were successfully re-integrated as they returned from an extended period of absence from the site.

### Parents

The School recognises the many benefits of engaging with parents and reimagined its communications with parents these past twelve months. An historic reliance on written communication has given way to digital innovations such as Headmaster's filmed 'letters', regular Zoom-based interactive forums, online parent teacher meetings, as well as streaming live and recorded audio-visual events and podcasts. Although written communications continue, they are disseminated via a new platform which offers greater interactivity and clarity of communication.

### Community

The School is proud of its place in the local community and conscious that, as the largest employer in the town of Uppingham, it has a significantly beneficial impact on the local economy and on local cultural life. During the COVID-19 crisis the School has sought to keep the local community informed of its plans via social media, hand-delivered written communications to every home in the Town, the publication of detailed documentation accessible to all residents, and maintaining close links with Uppingham Town Council and other representative bodies.

The School endeavours wherever possible to enable local schools and sports clubs to benefit from its academic and co-curricular facilities. The pupil 'Upp & Out' programme works with local charities and social organisations to channel pupils' support and assistance to the elderly and disabled, although sadly these activities were curtailed during the pandemic.

## **Financial review and results for the year**

A summary of the results of the year's operations is given in the statement of financial activities on page 24.

School fee income is 6.2% ahead of the previous year despite a £Nil increase in the fees because, for several reasons, the discount of 15% granted to parents for the Spring Term 2021 due the Government-mandated closure of the School was half the 30% discount granted for the Summer term of 2020 in the previous year. The cost of the discount was £1,403,218 (2020: £2,810,499).

The net financial impact of the COVID-19 pandemic was a loss of £1,296,421 (2020: £1,545,403), as reported in Note 4 to the accounts. This exceptional loss consisted of the Spring Term fee discount of £1,403,218 (2020: £2,810,499) and operating costs of £331,078 (2020: £105,840), offset by Government Furlough and Business Support grants of £437,875 (2020: £1,370,936). Operating costs included mass-PCR testing for staff, the provision of an isolation unit for pupils with COVID-19 or awaiting the results of PCR tests, PPE equipment, antiviral

## Report of the Trustees Strategic Report

cleaning products and signage. These losses did not affect the School's ability to meet the interest cover covenant in its Note Purchase Agreement with BAE Pension Funds.

The School's cash reserves at the year-end were boosted by the final drawdown of £6.25m in November 2020 of a £25m fixed-interest loan from BAE Pension Funds arranged in 2017. At the same time, however, premises costs were significantly higher than the previous year because postponed repair and refurbishment works were recommenced in 2021, and also brought forward from future years to take advantage of an empty School site in the Spring of 2021.

A number of scenarios have been prepared which consider cash position, sources of income and planned expenditure. This includes the impact of COVID-19 on operations, together with assumptions around recovery thereafter. These scenarios consider reduced pupil numbers, delayed fee payment, reduced fees and potential bad debts as well as impact on costs from the measures taken so far. Sensitivity around these assumptions has also been considered in forecasting. Results of this cash flow and sensitivity analysis indicate that cash reserves of the Charity are adequate to meet the Charity's obligations as they fall due.

Having regard to the above, the Trustees believe it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

Awards totalling £2,170,014 (2020: £2,087,084) were made to pupils for scholarships, bursaries, and other grants from unrestricted funds, and further awards from restricted funds amounted to £476,145 (2020: £321,258).

The Charity's principal funding sources were School fees (91% of incoming resources), trading turnover (3%), donations (2%), other activities (1%), investment income (1%), and rents, lettings and other income (2%).

Net outgoing resources of (£353,919) included a surplus of £76,472 of restricted income, mainly due to new donations exceeding Bursary awards.

The net movement of funds shows an overall increase of £4,268,068 reflecting the above net outgoing resources offset by net investment gains of £3,253,987, and a £1,368,000 actuarial gain on the pension scheme.

The School carries out its UK trading operations through a wholly owned subsidiary company, Uppingham School Enterprises Limited (USE Ltd). The company made a loss of £111,691 due to the national lockdown and other measures introduced by the Government to curb the COVID-19 pandemic. No lettings could take place at Easter and only a much-reduced programme over the Summer, and although the School Shop was reopened in a new central and re-branded location in early 2021 the Sports Centre was unable to reopen to the public until July 2021.

The School's international trading operations are carried out through two wholly owned subsidiaries, Uppingham School (Asia) Limited and Uppingham School (Selwyn) Limited. Both companies made losses of £14,908 and £49,985 respectively.

# Report of the Trustees

## Strategic Report

The School has a wholly owned subsidiary, Uppingham School (Construction) Limited, the purpose of which is to design and build new Boarding Houses. The company made a profit of £13,230, all of which has been gift-aided to Uppingham School.

### Fee remissions

The School awarded £4,049,377 (2020: £5,218,842) in fee discounts, scholarships, and means-tested bursaries, of which £1,403,218 (2020: £2,810,499) related to COVID-19 fee discounts. Scholarships are awarded for academic, musical, drama, artistic, sporting and all-round excellence; the accompanying financial discount is a small proportion of the fee. Means-tested bursaries are designed to widen public access to the School's education to those who otherwise could not afford the fees and relieve hardship where the pupil's education and prospects would otherwise be at risk.

There are currently 234 pupils (2020: 226) at Uppingham receiving means-tested bursaries, scholarships and other fee discounts which are financed by the School through general and restricted funds, and 5 (2020: 4) of these pupils also receive remissions funded by third parties.

Means-tested Bursaries were awarded to 77 pupils (2020: 74), worth £1,712,223 (2020: £1,433,181) in fee support. Means-tested Bursaries cover a wide range of remission from 10% up to 100%+ of the fees (in the latter case including support for uniform and additional charges), as follows:

| <b>Means-tested Bursary %</b> | <b>No. of pupils 2020/21</b> | <b>No. of pupils 2019/20</b> |
|-------------------------------|------------------------------|------------------------------|
| 1% - 25%                      | 8                            | 12                           |
| 26% - 50%                     | 20                           | 23                           |
| 51% - 75%                     | 27                           | 27                           |
| 76% - 105%                    | 22                           | 12                           |
|                               | <b>77</b>                    | <b>74</b>                    |

### **UK trading subsidiaries**

#### Uppingham School Enterprises Ltd

The School's UK trading subsidiary, Uppingham School Enterprises Ltd, which runs a programme of summer lettings, the School Shop, and the commercial activities of Uppingham School Sports Centre, had a difficult year as a result of the pandemic (see note 5 to the financial statements). Sales fell to £1,072,369 (2020: £1,158,069) and a loss of £111,691 was incurred (2020: loss of £157,436).

The Directors are confident that, pandemic permitting, business will resume in the year-ended 31 August 2022: the School Shop was successfully reopened in early 2021 in new premises closer to the heart of the School, and lettings business is expected to return in the Easter and Summer of 2022. The Sports Centre will, pandemic permitting, have a full year of trading in the year to August 2022.

# Report of the Trustees

## Strategic Report

Uppingham School Enterprises Ltd ended the year with a net deficit on reserves of £108,439. The Directors have reviewed the trading and cash flow forecasts for the year ending 31 August 2022 and believe it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

### Uppingham School (Construction) Ltd

In February 2021, the School's design and build subsidiary, Uppingham School (Construction) Ltd, commenced trading in order to undertake the design and build of two new boarding houses. The company had sales of £454,216 and a net surplus of £13,230 in the year, which was gift aided to Uppingham School.

### Uppingham School (Asia) Ltd

The company had turnover of £370,000 (2020: £Nil) and made a loss of £14,908 (2020: £92,847). The School has provided against the inter-company balance of £105,509.

### Uppingham School (Selwyn) Ltd

The company made a loss of £49,985 (2020: £Nil).

### Appropriation of resources

The Trustees recommend that any unrestricted surplus at the end of the year be carried forward.

### Fixed assets

The valuation of the land and buildings of the Charity depends largely on their continued use as a boarding school or similar activity. The Trustees are satisfied that, assuming that they continue to be used for their current purposes, any significant difference between the current market value of the land and buildings and the value at which they are shown in these Financial Statements would have no material impact on the School's operations or financial viability. Changes in fixed assets during the year are set out in Note 9 to the financial statements.

### Reserves policy

Disregarding the notional pension-funding deficit calculated under FRS102 (see below), at 31 August 2021, the total funds of the School were £74,976,781. Of these, £9,187,020 were permanent endowment funds and £2,079,851 were restricted funds. This leaves unrestricted funds of £63,709,910 of which £398,175 has been designated by the Trustees and £75,197,837 are represented by fixed assets. Therefore, the School currently has a surplus on free reserves of £13,113,898 (after taking account of capital borrowings of £25,000,000) which primarily represents funds due to be expended on fixed assets.

Total unrestricted funds as shown in the accounts include a notional funding deficit of £4,822,000 (2020: deficit £6,180,000) calculated under FRS102 in respect of the Charity's defined benefit pension scheme for support staff. The Trustees believe that this notional funding calculation, which can vary considerably between surplus and deficit according to the assumptions made at each year end, has no material effect on the Charity's cash flows in the short term, and that in the longer term its effects are sustainable out of future income. For this reason, the Trustees consider that it should be disregarded for reserves policy purposes.

# Report of the Trustees

## Strategic Report

The surplus on free reserves is consistent with the Five-year Cash Projection, which is updated and considered by the Trustees on a regular basis. The Trustees are committed to providing an excellent environment for pupils at the School by improving its academic, pastoral and extra-curricular facilities. This programme is reviewed and updated on a regular basis, along with its impact on cash flows. In addition to the improvements programme the School has undertaken a buildings condition survey to ensure that an adequate maintenance programme is in place to protect the School's fabric and plant for the long term. The School's policy is to operate with a deficit on free reserves and, over the foreseeable future, to continue to finance these two programmes through surpluses. This policy is managed prudently by ensuring that cash 'headroom' (defined as cash balances plus available bank overdraft) never falls below £3 million.

The School's management of reserves will be reviewed on an annual basis by the Trustees

### Investment policy and performance

The Trustees' investment powers are governed by the Articles of Association and by the Trustee Act 2000. The Trustees' policy is to maintain income while building the real value of endowed investments over the long term, and to maximize income on temporarily invested restricted funds.

The School's investments have continued to be managed in conformity with the policy and the Articles of Association. Their performance is measured regularly against a composite benchmark representing a weighting to market indices in line with the long-term strategic asset allocation. The long-term benchmark since the appointment of Cazenove Capital as fund managers in September 2013 was amended from an RPI-related target to CPI + 4.0% in March 2020.

For the period under review, the Scholarship & Prizes portfolio and the General Endowment portfolio both returned 18.8%, ahead of the composite benchmark return of 17.7% and one-year CPI + 4.0% return of 7.3%. Equity markets were particularly strong over the period fuelled by the vaccine rollout and economies beginning to reopen. Overseas equities, particularly the US, led performance, along with our exposure to technology. Gold and our longer-dated fixed income holdings were modest detractors as yields rose.

### **Principal risks and uncertainties**

The most significant risks identified by the Trustees are declining fee income (through recession, declining popularity of boarding or fee affordability, particularly in the wake of COVID-19 and Brexit); political and economic uncertainty; government policy towards independent schools and visas for overseas pupils; pension costs; inadequate strategic planning; insufficient range of skills on the Trustee body; inadequate academic performance; inadequate boarding and teaching facilities; an underfunded bursaries strategy; the affordability of fees; pension commitments; changes in tax legislation; pupil safeguarding issues; increasing energy costs; significant health and safety risks such as a boarding house fire or offsite accident; site security risks; poor catering standards; cyber-security threats and failure of key software or hardware.

# Report of the Trustees

## Strategic Report

The Trustees are responsible for the management of the risks faced by the School. Detailed considerations of risk are delegated to the Finance & General Purposes Committee, which is assisted by the Uppingham Leadership Team. Risks are identified and assessed, and controls established throughout the year. A formal review of the Charity's risk management processes is undertaken on an annual basis.

The key controls used by the Charity include:

- formal agendas for all Committee and Board activity;
- detailed terms of reference for all Committees;
- comprehensive strategic planning, budgeting, management accounting, and cash flow forecasting;
- established organisational structure and lines of reporting;
- formal written policies, including child protection, safeguarding, health and safety, crisis management, and compliance with all relevant legislation applicable to schools;
- clear authorisation and approval levels; and
- vetting procedures as required by law for the protection of children.

Through the risk management processes established for the School, the Trustees are satisfied that the major risks to which the School is exposed have been reviewed and systems or procedures have been established to manage those risks. It is recognised that systems can provide reasonable but not absolute assurance that major risks have been adequately managed.

The Trustees regularly review the effectiveness of current plans and strategies for managing all identified major risks for both the School and its subsidiaries.

### Future Plans

#### Objectives for the forthcoming year

The objectives for the forthcoming year are as follows:

- Delivery of the first-year targets in the new 2021-26 educational strategy, under five sections headed academic and curriculum, pastoral care & safeguarding, co-curriculum, teacher development and Sixth Form;
- Delivery of the School's strategic plan entitled '2021 Forward: thriving in an uncertain world' including the educational strategic plan (above), addressing the affordability gap, widening socio-economic diversity, and ensuring that Uppingham's infrastructure presented the School to good advantage among its peers.

## Report of the Trustees

### Streamlined energy and carbon reporting

#### Energy and emissions report

During the year, the School has continued to implement changes and improvements in energy efficiency and environmental actions across the estate, using the Energy Saving Opportunities (ESOS Phase 2) energy surveys and condition data as its basis. This included replacing lighting within a further three of the fifteen boarding houses (five in total) with energy-efficient LED lighting. This replacement programme has also extended to academic buildings and will progress during the next academic year. In addition, we have re-assessed the replacement and maintenance programme for existing heating installations, providing improved local control and an increased level of energy monitoring across the estate. Approximately 22 buildings account for 90% of energy consumption and therefore improvements continue to be focused in these areas.

Notably, the plantroom replacement within the Chapel (approximate value £200,000) consisted of the removal of the existing plant and replacement with a higher capacity, programmable and more efficient system including reduced overall servicing costs and boiler maintenance. The new system includes a separate control for each of the three main areas served by the plantroom (Tercentenary Block, Chapel and Old School Rooms) together with an intelligent management system which ensures that heating is managed based upon the building use, need and occupancy level. A further plantroom replacement project was completed with the Brooklands Boarding House which replicated the works completed within the Lodge Plant room during 2019.20 (approximate value £200,000). In addition, existing boilers were also replaced with energy efficient boilers to five residential units and to two further boarding houses (Constables Plant Room 1 and New House). Further improvements have been made to existing plantrooms to increase the lagging of pipework and reduce heat loss. The combined approach of maintenance and the use of energy efficient plant and fittings will have a positive effect on reducing our building emissions in the year ahead.

In addressing the fabric of the existing buildings, a window replacement programme has commenced which includes the replacement of poor quality and single glazed window units with new aluminium or PVCu thermally broken windows which not only reduce heat loss but improve overall performance of the fabric. The window replacement programmed was completed a West Deyne boarding house and four units of residential accommodation (Pine House).

We continue to work hard to increase staff awareness across the School both in terms of energy usage, waste and environmental good practice. Following the lockdown periods of 2019/20, due to the COVID-19 pandemic, on-site operations continue to return to typical levels and this can be seen in the year on year comparison.

We have measured scope 1 and 2 emissions and included scope 3 emissions related to employee use of their own vehicles, where they claim mileage allowance ('grey fleet'). The intensity ratio chosen was tCO<sub>2</sub>e per pupil (tonne of Carbon Dioxide-equivalent) as it was deemed to be the best metric which could be used constantly over time and would reflect changes in both energy consumption and operations:

## Report of the Trustees

### Streamlined energy and carbon reporting

We have measured scope 1 and 2 emissions and included scope 3 emissions related to employee use of their own vehicles, where they claim mileage allowance ('grey fleet'). The intensity ratio chosen was tCO<sub>2</sub>e per pupil (tonne of Carbon Dioxide-equivalent) as it was deemed to be the best metric which could be used constantly over time and would reflect changes in both energy consumption and operations:

|                                       |                  | 2020/21           |                    |              | 2019/20           |                    |              |
|---------------------------------------|------------------|-------------------|--------------------|--------------|-------------------|--------------------|--------------|
| Type of emission                      | Activity         | kWh               | tCO <sub>2</sub> e | % of total   | kWh               | tCO <sub>2</sub> e | % of total   |
| Scope 1                               | Natural gas      | 12,256,621        | 2,245.0            | 77.5%        | 11,260,837        | 2070.5             | 74.2%        |
|                                       | Transport (cars) | 137,711           | 32.0               | 1.1%         | 139,408           | 32.0               | 1.1%         |
|                                       | <b>Sub-total</b> | <b>12,394,332</b> | <b>2,277.0</b>     | <b>78.6%</b> | <b>11,400,245</b> | <b>2102.5</b>      | <b>75.3%</b> |
| Scope 2                               | Electricity      | 2,903,186         | 616.0              | 21.3%        | 2,934,098         | 684.1              | 24.5%        |
|                                       | <b>Sub-total</b> | <b>2,903,186</b>  | <b>616.0</b>       | <b>21.3%</b> | <b>2,934,098</b>  | <b>684.1</b>       | <b>24.5%</b> |
| Scope 3                               | Grey car fleet   | 8,121             | 2.0                | 0.1%         | 21,490            | 5.3                | 0.2%         |
|                                       | <b>Sub-total</b> | <b>8,121</b>      | <b>2.0</b>         | <b>0.1%</b>  | <b>21,490</b>     | <b>5.3</b>         | <b>0.2%</b>  |
| <b>Total gross emissions</b>          |                  | <b>15,305,639</b> | <b>2,895</b>       | <b>100%</b>  | <b>14,355,833</b> | <b>2,792</b>       | <b>100%</b>  |
| Intensity metric:                     |                  |                   |                    |              |                   |                    |              |
| Number of pupils                      |                  |                   |                    | 801          |                   | 793                |              |
| Tonnes of CO <sub>2</sub> e per pupil |                  |                   |                    | 3.62         |                   | 3.52               |              |

#### Auditors

Crowe U.K. LLP has indicated its willingness to be reappointed as statutory auditors.

This report, including the Directors' Report and the Strategic Report, was approved by the Board and signed on behalf of the Trustees:



**Barbara Matthews**

Chair of Trustees

4 December 2021

# Independent Auditor's Report to the Members of Uppingham School

## Opinion

We have audited the financial statements of Uppingham School ('the charitable company') and its subsidiaries ('the group') for the year ended 31 August 2021 which comprise Consolidated Statement of Financial Activities, Charity and Consolidated Balance Sheets, Consolidated Cash Flow Statement and notes to the financial statements, including 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 2021 and of the group's 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 charitable 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 Trustees' 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 or the group'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.

# Independent Auditor's Report to the Members of Uppingham School (continued)

## 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.

## 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 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:

- adequate and proper accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

## Responsibilities of Trustees

As explained more fully in the Trustees' responsibilities statement set out on page 7, 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

# Independent Auditor's Report to the Members of Uppingham School (continued)

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.

Details of the extent to which the audit was considered capable of detecting irregularities, including fraud and non-compliance with laws and regulations are set out below.

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

## 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 identified and assessed the risks of material misstatement of the financial statements from irregularities, whether due to fraud or error, and discussed these between our audit team members. We then designed and performed audit procedures responsive to those risks, including obtaining audit evidence sufficient and appropriate to provide a basis for our opinion.

We obtained an understanding of the legal and regulatory frameworks within which the charitable company 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 Companies Act 2006, taxation legislation, 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 charitable company'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

## Independent Auditor's Report to the Members of Uppingham School (continued)

and regulations we considered in this context for the UK operations were The Education (Independent School Standards) Regulations 2014.

Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the 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 non-fee income, and the override of controls by management. Our audit procedures to respond to these risks included enquiries of management, and the Audit & Risk Committee about their own identification and assessment of the risks of irregularities, sample testing on the posting of journals, designing audit procedures over income, reviewing accounting estimates for biases, 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.

### 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 and the charitable company's Trustees 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  
GL50 3PR

Date: 21 December 2021

# Consolidated statement of financial activities (including the income and expenditure account) for the year ended 31 August 2021

| <b>INCOMING RESOURCES</b>                                                          | Notes | Unrestricted       | Restricted       | Permanent Endowment | <b>Total 2021</b> | <i>Total 2020</i>  |
|------------------------------------------------------------------------------------|-------|--------------------|------------------|---------------------|-------------------|--------------------|
|                                                                                    |       | £                  | £                | £                   | £                 | £                  |
| <b>Charitable Activities</b>                                                       |       |                    |                  |                     |                   |                    |
| School fees                                                                        | 2     | 27,622,377         | -                | -                   | <b>27,622,377</b> | 25,999,467         |
| Lettings                                                                           |       | 153,240            | -                | -                   | <b>153,240</b>    | 51,501             |
| Donations                                                                          |       | 144,737            | 521,377          | -                   | <b>666,114</b>    | 800,069            |
| Other activities                                                                   |       | 74,184             | -                | -                   | <b>74,184</b>     | 247,848            |
| <b>Activities for generating funds:</b>                                            |       |                    |                  |                     |                   |                    |
| Subsidiary turnover                                                                | 5     | 1,034,536          | -                | -                   | <b>1,034,536</b>  | 687,426            |
| Rents and lettings receivable                                                      |       | 76,549             | -                | -                   | <b>76,549</b>     | 56,690             |
| <b>Investment income</b>                                                           |       | 221,959            | 36,040           | -                   | <b>257,999</b>    | 210,410            |
| <b>Other income</b>                                                                | 3     | 638,965            | -                | -                   | <b>638,965</b>    | 1,699,421          |
| <b>Total incoming resources</b>                                                    |       | <b>29,966,547</b>  | <b>557,417</b>   |                     | <b>30,523,964</b> | <b>29,752,832</b>  |
| <b>RESOURCES EXPENDED</b>                                                          |       |                    |                  |                     |                   |                    |
| <b>Cost of generating funds:</b>                                                   |       |                    |                  |                     |                   |                    |
| Fundraising costs                                                                  |       | 271,460            | -                | -                   | <b>271,460</b>    | 272,197            |
| Subsidiary costs                                                                   | 5     | 1,265,852          | -                | -                   | <b>1,265,852</b>  | 1,133,151          |
| Finance costs                                                                      | 6     | 1,003,934          | -                | -                   | <b>1,003,934</b>  | 771,623            |
|                                                                                    |       | 2,541,246          | -                | -                   | <b>2,541,246</b>  | 2,176,971          |
| <b>Charitable activities</b>                                                       |       |                    |                  |                     |                   |                    |
| School and grant-making                                                            | 6     | 27,850,293         | 480,945          | 5,399               | <b>28,336,637</b> | 27,815,884         |
| <b>Total resources expended</b>                                                    | 6     | <b>30,391,539</b>  | <b>480,945</b>   | <b>5,399</b>        | <b>30,877,883</b> | <b>29,992,855</b>  |
| <b>Net incoming resources before fair value movements on financial instruments</b> |       | <b>(424,992)</b>   | <b>76,472</b>    | <b>(5,399)</b>      | <b>(353,919)</b>  | <b>(240,023)</b>   |
| Investment gains and losses                                                        | 10    | 2,318,343          | 17,639           | 918,005             | <b>3,253,987</b>  | 160,892            |
| Transfers                                                                          | 19    | 66,312             | (66,312)         | -                   | -                 | -                  |
| <b>Net income</b>                                                                  |       | <b>1,959,663</b>   | <b>27,799</b>    | <b>912,606</b>      | <b>2,900,068</b>  | <b>(79,131)</b>    |
| Pension scheme actuarial (loss)/gain                                               | 22    | 1,368,000          | -                | -                   | <b>1,368,000</b>  | <b>(1,417,000)</b> |
| <b>Net movement of funds</b>                                                       |       | <b>(3,327,663)</b> | <b>27,799</b>    | <b>912,606</b>      | <b>4,268,068</b>  | <b>(1,496,131)</b> |
| Fund balance carried forward at 31 August 2020                                     |       | 55,370,108         | 2,052,052        | 8,274,414           | <b>65,696,574</b> | 67,192,705         |
| Fund balance carried forward at 31 August 2021                                     |       | <b>58,697,771</b>  | <b>2,079,851</b> | <b>9,187,020</b>    | <b>69,964,642</b> | <b>65,696,574</b>  |

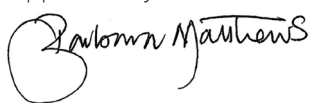
The notes on pages 28 to 51 form part of these financial statements

# Charity and Consolidated Balance Sheets as at 31 August 2021

|                                                  | Notes  | Group<br>2021<br>£ | Group<br>2020<br>£ | Charity<br>2021<br>£ | Charity<br>2020<br>£ |
|--------------------------------------------------|--------|--------------------|--------------------|----------------------|----------------------|
| <b>FIXED ASSETS</b>                              |        |                    |                    |                      |                      |
| Tangible assets                                  | 9      | 77,997,774         | 77,857,876         | 77,988,544           | 77,847,921           |
| Investments                                      | 10     | 32,846,703         | 9,420,820          | 32,876,266           | 9,450,381            |
|                                                  |        | <u>110,844,477</u> | <u>87,278,696</u>  | <u>110,864,810</u>   | <u>87,298,302</u>    |
| <b>CURRENT ASSETS</b>                            |        |                    |                    |                      |                      |
| Stock                                            |        | 277,285            | 197,930            | 53,067               | 30,310               |
| Debtors and prepayments                          | 11     | 1,645,955          | 1,655,718          | 1,907,983            | 1,967,136            |
| Cash at bank and in hand                         |        | 8,510,980          | 17,184,187         | 8,417,499            | 16,932,234           |
|                                                  |        | <u>10,434,220</u>  | <u>19,037,835</u>  | <u>10,378,549</u>    | <u>18,929,680</u>    |
| <b>CREDITORS</b> due within one year             | 12     | (7,875,940)        | (5,838,972)        | (7,650,463)          | (5,631,267)          |
| Fees in advance scheme                           | 14     | (4,750,065)        | (4,199,216)        | (4,750,065)          | (4,199,216)          |
| <b>Net Current Assets</b>                        |        | <u>(2,191,785)</u> | <u>8,999,647</u>   | <u>(2,021,979)</u>   | <u>9,099,197</u>     |
| <b>Total assets less current liabilities</b>     |        | <u>108,652,692</u> | <u>96,278,343</u>  | <u>108,842,831</u>   | <u>96,397,499</u>    |
| <b>CREDITORS</b> due after more than one year    | 13     | (28,121,527)       | (22,060,689)       | (28,121,527)         | (22,060,689)         |
| Fees in advance scheme                           | 14     | (5,744,523)        | (2,341,080)        | (5,744,523)          | (2,341,080)          |
| <b>Net assets before pension surplus/deficit</b> |        | <u>74,786,642</u>  | <u>71,876,574</u>  | <u>74,976,781</u>    | <u>71,955,730</u>    |
| Pension scheme deficit                           | 22     | (4,822,000)        | (6,180,000)        | (4,822,000)          | (6,180,000)          |
| <b>Net assets after pension deficit</b>          |        | <u>69,964,642</u>  | <u>65,696,574</u>  | <u>70,154,781</u>    | <u>65,815,730</u>    |
| <b>FUNDS</b>                                     |        |                    |                    |                      |                      |
| Permanent endowment                              | 18     | 9,187,020          | 8,274,414          | 9,187,020            | 8,274,414            |
| Restricted                                       | 19     | 2,079,851          | 2,052,052          | 2,079,851            | 2,052,052            |
| Unrestricted                                     |        |                    |                    |                      |                      |
| General                                          | 16     | 63,121,596         | 61,190,502         | 63,311,735           | 61,309,658           |
| Designated                                       | 16, 17 | 398,175            | 359,606            | 398,175              | 359,606              |
|                                                  |        | <u>63,519,771</u>  | <u>61,550,108</u>  | <u>63,709,910</u>    | <u>61,669,264</u>    |
| Less – Pension deficit                           | 22     | (4,822,000)        | (6,180,000)        | (4,822,000)          | (6,180,000)          |
| <b>Net Unrestricted</b>                          |        | <u>58,697,771</u>  | <u>55,370,108</u>  | <u>58,887,910</u>    | <u>55,489,264</u>    |
| <b>Total Funds</b>                               |        | <u>69,964,642</u>  | <u>65,696,574</u>  | <u>70,154,781</u>    | <u>65,815,730</u>    |

The deficit for the financial year dealt with in the financial statements of the parent charity is £4,339,051 (2020: deficit £1,316,283).

Approved by the Trustees and signed on their behalf:



Barbara Matthews:  
Trustee



Richard Tice:  
Trustee

4 December 2021

Company registered number: 8013826.

The notes on pages 28 to 51 form part of these financial statements.

# Consolidated cash flow statement for the year ended 31 August 2021

|                                                                | Notes | 2021                | 2020                |
|----------------------------------------------------------------|-------|---------------------|---------------------|
|                                                                |       | £                   | £                   |
| <b>Net cash flow from operating activities</b>                 | (i)   | <b>3,655,104</b>    | <b>(1,158,643)</b>  |
| <b>Returns on investments and servicing of finance</b>         |       |                     |                     |
| Interest paid                                                  |       | (719,375)           | (571,250)           |
| Dividends and interest received                                |       | <u>261,947</u>      | <u>210,410</u>      |
|                                                                |       | <b>(457,428)</b>    | <b>(360,840)</b>    |
| <b>Capital expenditure and financial investment</b>            |       |                     |                     |
| Purchase of tangible fixed assets                              |       | (2,561,480)         | (2,034,702)         |
| Proceeds from sale of tangible fixed assets                    |       | 6,480               | 12,945              |
| Repayment of Endowment Loan                                    |       | (24,100)            | (24,100)            |
| Investment of Cash Funds                                       |       | (2,469)             | (3,631)             |
| Purchase of investments                                        |       | (22,967,098)        | (2,950,833)         |
| Proceeds from sales of investments                             |       | <u>2,821,770</u>    | <u>2,950,833</u>    |
|                                                                |       | <b>(22,726,897)</b> | <b>(2,049,488)</b>  |
| Net cash (outflow)/inflow before financing                     |       | <b>(19,529,221)</b> | <b>(3,568,971)</b>  |
| <b>Financing</b>                                               |       |                     |                     |
| Net transfers to acceptance deposits                           |       | 651,723             | 396,021             |
| Increase in long term loan                                     |       | 6,250,000           | -                   |
| Fees in advance schemes:                                       |       |                     |                     |
| New fees in advance money                                      |       | 8,571,489           | 2,710,030           |
| Amounts accrued to contracts                                   |       | 50,351              | 48,635              |
| Amounts utilised                                               |       | (4,667,549)         | (6,126,870)         |
| Amounts repaid                                                 |       | <u>-</u>            | <u>(85,250)</u>     |
|                                                                |       | <b>3,954,291</b>    | <b>(3,453,455)</b>  |
| <b>(Decrease) / Increase in cash</b>                           |       | <b>(8,673,207)</b>  | <b>(6,626,405)</b>  |
| <b>Reconciliation of net cash flow to movement in net debt</b> | (ii)  |                     |                     |
| (Decrease)/increase in cash                                    |       | (8,673,207)         | (6,626,405)         |
| Acceptance deposits – net increase                             |       | (651,723)           | (396,021)           |
| Fees in advance schemes – net paid out                         |       | (3,954,291)         | 3,453,455           |
| Decrease in endowment loan                                     |       | 24,100              | 24,100              |
| Increase in long term loan                                     |       | <u>(6,250,000)</u>  | <u>-</u>            |
| Change in net debt from cash flows                             |       | <b>(19,505,121)</b> | <b>(3,544,871)</b>  |
| Net debt at 1 September 2020                                   |       | <b>(12,137,857)</b> | <b>(8,592,986)</b>  |
| Net debt at 31 August 2021                                     |       | <b>(31,642,978)</b> | <b>(12,137,857)</b> |

The notes on pages 28 to 51 form part of these financial statements.

# Consolidated cash flow statement for the year ended 31 August 2021

## (i) Reconciliation of net incoming resources to net cash flow from operation

|                                           | 2021<br>£ | 2020<br>£   |
|-------------------------------------------|-----------|-------------|
| Net incoming resources                    | (353,919) | (240,023)   |
| Depreciation                              | 2,421,582 | 2,318,045   |
| Net FRS102 costs                          | 10,000    | 109,000     |
| (Profit) on disposal of fixed assets      | (6,480)   | (12,945)    |
| Interest paid                             | 719,375   | 571,250     |
| Dividends and interest receivable         | (261,947) | (210,410)   |
| (Increase)/decrease in stock              | (79,355)  | (61,183)    |
| Decrease/(increase) in debtors            | 9,763     | 261,054     |
| (Decrease)/increase in creditors          | 1,196,085 | (3,893,431) |
| Net cash (outflow)/inflow from operations | 3,655,104 | (1,158,643) |

## (ii) Analysis of net debt

|                        | At 31 August<br>2020<br>£ | Cash Flows<br>£ | At 31 August<br>2021<br>£ |
|------------------------|---------------------------|-----------------|---------------------------|
| Cash and bank balances | 17,184,187                | (8,673,207)     | 8,510,980                 |
| Long term loan         | (18,750,000)              | (6,250,000)     | (25,000,000)              |
| Endowment loan         | (309,283)                 | 24,100          | (285,183)                 |
| Acceptance deposits    | (3,722,465)               | (651,723)       | (4,374,188)               |
| Fees in advance scheme | (6,540,296)               | (3,954,291)     | (10,494,587)              |
|                        | (12,137,857)              | (19,505,121)    | (31,642,978)              |

# Accounting Policies for the year ended 31 August 2021

## 1. Accounting Policies

### Company information

The financial statements have been prepared in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS102), 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 (FRS102) – effective 1 January 2015. The accounts are drawn up on the historical cost basis of accounting, as modified by the revaluation of investment properties and other investments.

The functional currency of the School is £ sterling because that is the currency of the primary economic environment in which the School operates.

Having reviewed the funding facilities available to the School together with the expected ongoing demand for places and the School's future projected cash flows, the Trustees have a reasonable expectation that the School has adequate resources to continue its activities for the foreseeable future and consider that there were no material uncertainties over the School's financial viability. Accordingly, they also continue to adopt the going concern basis in preparing the financial statements as outlined in the Statement of Trustee Responsibilities on pages 7-8.

The School is a Public Benefit Entity registered as a charity in England and Wales and a company limited by guarantee. The charity was incorporated as a company limited by guarantee on 1 September 2012, named 'Uppingham School' and registered as a Company and a charity.

The accounts present the consolidated statement of financial activities (SOFA), the consolidated cash flow statement and the consolidated and Charity balance sheets, comprising the consolidation of the School and its wholly owned subsidiaries, Uppingham School Enterprises Limited (USE Ltd - registered company number 01130851), Uppingham School (Asia) Limited (US(A) Ltd - registered company number 11334333), Uppingham School (Selwyn) Limited (US(S) Ltd - registered company number 12141906) and Uppingham School (Construction) Limited (US(C) Ltd - registered company number 12373636). All of the subsidiaries have the registered office as Uppingham School, Uppingham, Rutland, LE15 9QD. Uppingham School International Limited (company number 09895518) has not been consolidated into these accounts as it has remained dormant during the year.

No separate Statement of Financial Activities of the Company has been presented, as permitted by s408 of the Companies Act 2006.

All the undertakings of the School were transferred across to the company on 1 September 2012, with the exception of endowed properties ('specie' land) and assets. These continued to be held in the Trust, which was renamed the Archdeacon Robert Johnson Trust. A 'Uniting Order' was obtained from the Charity Commission, removing the need to prepare separate accounts for both company and trust.

## Accounting Policies for the year ended 31 August 2021 (continued)

### Critical accounting judgements and key sources of estimation uncertainty

In the application of the accounting policies, Trustees are required to make judgement, estimates and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affected current and future periods.

In the view of the Trustees, no assumptions concerning the future or estimation uncertainty affecting assets or liabilities at the balance sheet date are likely to result in a material adjustment to their carrying amounts in the next financial year.

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding year, is set out below:

a) Fees Receivable

Fees receivable are accounted for in the year in which the service is provided after deducting bursaries, scholarships and other remissions granted by the School, but include contributions received from Restricted Funds for scholarships, bursaries and other grants.

b) Rents Receivable, Summer School Income and Investment Income

Rents receivable, Summer School income and investment income are accounted for on an accruals basis.

c) Donations

Donations are accounted for as and when entitlement arises, the amount can be reliably quantified, and the economic benefit to the School is considered probable.

Donations received for the general purposes of the Charity are credited to unrestricted funds. Donations subject to specific wishes of the donors are carried to relevant restricted funds, or to endowed funds where the amount is required to be held as permanent capital.

Gifts in kind are valued at estimated open market value at the date of the gift, in the case of assets for retention or consumption, or at the value to the School in the case of donated services or facilities.

d) Trading income

Trading income is income arising from the non-academic enterprises of Uppingham School including the School Shop and Sports Centre and the letting of school buildings.

e) Resources Expended

Resources expended are accounted for on an accruals basis as soon as a liability is considered probable, discounted to present value for longer-term liabilities. Expenditure is allocated to expense headings on direct cost basis except for central costs, which are apportioned on the basis of the Trustees'

## Accounting Policies for the year ended 31 August 2021 (continued)

estimate of time spent on the relevant function. Support costs include expenses which enable charitable activities and fund generating to be undertaken. Governance costs include expenditure on management, and compliance with constitutional and statutory requirements. The irrecoverable element of VAT is included with the item of expense to which it relates. Termination payments are accounted for as soon as the School is aware of the obligations to make payments.

### f) Tangible Fixed Assets

The School land, together with original School buildings (some of which are Grade I and Grade II listed properties) were purchased beginning with the inception of the School in 1584. These assets, both land and buildings, were revalued on 31 August 1992 at £31,486,000. In accordance with the transitional provisions of Financial Reporting Standard 15, this valuation has not been updated, although disposals have been removed. With effect from 1 September 2014, the freehold building element of the valuation is depreciated at the rates indicated below. The Charity is responsible for keeping the original buildings in fit and useful condition, and these costs are written off as incurred.

Depreciation is provided in equal annual instalments at the following annual rates, in order to write off the cost of all relevant tangible fixed assets less estimated residual value based on current market prices, over their expected useful economic lives, as follows:

|                                   |                           |
|-----------------------------------|---------------------------|
| Freehold Buildings                | 1-4% on cost or valuation |
| Fittings, furniture and equipment | 5-20% on cost             |
| Motor Vehicles                    | 20% on cost               |
| Computers and IT infrastructure   | 10-33% on cost            |

Assets under construction are not depreciated until the assets are brought into use.

Assets over a value of £3,000 are capitalised individually. New IT additions with a value of less than £3,000 are capitalised as a "bulk" asset, depreciated over four years and disposed of after five years.

### g) Investments

Investments are carried at market value. Any change in market value between financial years (or from the date of purchase if purchased during the year) is shown as unrealised gains or losses.

Realised gains or losses on disposals are calculated as the difference between the opening market value of the disposed item and disposal proceeds received during the year. Realised and unrealised gains and losses are included in the Statement of Financial Activities. Investments in subsidiaries are valued at cost less provision for impairment.

## Accounting Policies for the year ended 31 August 2021 (continued)

### h) Fees in Advance Schemes

#### Standard

The School has accepted composition sums in respect of certain pupils and in return has undertaken to discharge defined amounts of the fees chargeable in respect of those pupils subsequent to 31 August 2021. In the event of a pupil's withdrawal from the School before all the agreed amounts have been credited, the School has agreed to return a proportionate part of the composition sum, or to transfer the defined fixed amounts to another School.

The School's liability in respect of advance fees which it has accepted has been brought into these accounts as the liability which would arise if all the pupils covered by such arrangements completed the full term period of the contract entered into.

#### Inflation free

The School has also accepted deposits that guarantee fees payable up to the amount deposited, some of which are fixed at the 2013-14 fee rate over five years from 2014-15 and others are fixed at the 2015-16 fee rate over five years from 2016-17. In the event of a pupil's withdrawal from the School before all the amounts have been credited, the balance remaining will be returned.

The liability recognised in respect of this Scheme is considered to be a non-basic financial instrument and has therefore been classified as a financial liability measured at fair value through profit or loss.

### i) Pensions

The School contributes to the Teachers' Pension Defined Benefits Scheme at rates set by the Scheme Actuary and advised to the Board by the Scheme Administrator. The scheme is a multi-employer pension scheme and it is not possible to identify the assets and liabilities of the scheme which are attributable to the School. In accordance with FRS102 therefore, the scheme is accounted for as a defined contribution scheme.

The School contributes to a Defined Benefits pension scheme for support staff, although this is closed to new members. Rates are set by the Scheme Actuary and advised to the School by the Scheme Administrator. This scheme is being accounted for under FRS102, with the annually calculated notional surplus or deficit on the funding of the Scheme shown in the accounts as a designated fund entitled 'Pensions Reserve', which is deducted from Unrestricted Funds in the balance sheet.

The School also contributes to a defined contribution Group Pension Scheme for support staff, which was set up shortly after the defined benefits scheme was closed to new members. Contributions are invested by its members, and therefore do not appear on the School's balance sheet.

## Accounting Policies for the year ended 31 August 2021 (continued)

### j) Finance and Operating Leases

Where assets are financed by leasing arrangements that give rights approximating to ownership (finance leases), the assets are treated as if they had been purchased outright and the corresponding liability to the leasing company is included as an obligation under finance leases. Depreciation on leased assets is charged to the Statement of Financial Activities on the same basis as above. Leasing payments are treated as consisting of capital and interest elements and the interest is charged to the expenditure over the period of the lease.

All other leases are operating leases and the annual rentals payable are charged to expenditure on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term.

### k) Stock

Stocks are valued at the lower of cost and net realisable value.

### l) 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 and other taxes and provisions.

Assets and liabilities held in foreign currency are translated into GBP at the balance sheet date at an appropriate year end exchange rate.

Non-basic financial instruments are recognised at fair value at the balance sheet date, and changes in fair value are recognised in the Statement of Financial Activities.

### m) Going concern

At the time of approval of the Annual Report, the COVID-19 pandemic continues to evolve and its long-term impact on the Charity, in common with other businesses, is unknown. The Trustees have reviewed the position carefully with a view to ensuring the ongoing provision of schooling for pupils as well as employment of staff. The Charity currently holds significant cash balances, supplemented, if needed, by an overdraft facility. Demand for school places remains strong, with record numbers enrolled for the academic year 2021/22. Conservative cashflow modelling with sensitivity analysis indicates that the cash reserves of the Charity are adequate to meet the Charity's obligations as they fall due. Accordingly, the Trustees believe the School's financial resources are sufficient to ensure the School will continue as a going concern for the foreseeable future, being at least 12 months from the date of approval of the financial statements and have therefore prepared the financial statements on a going concern basis.

# Notes to the financial statements for the year ended 31 August 2021

## 2. SCHOOL FEES

|                                                                 | 2021<br>£   | 2020<br>£   |
|-----------------------------------------------------------------|-------------|-------------|
| The School's fee income comprised:                              |             |             |
| Gross fees                                                      | 31,195,609  | 30,897,050  |
| Less: total bursaries, grants and allowances                    | (2,646,159) | (2,408,342) |
| Less: COVID-19 discount on fees                                 | (1,403,218) | (2,810,499) |
| Net fees receivable                                             | 27,146,232  | 25,678,209  |
| Add back: Scholarships, Grants etc paid for by Restricted Funds | 476,145     | 321,258     |
|                                                                 | 27,622,377  | 25,999,467  |

## 3. OTHER INCOME

|                                    |         |           |
|------------------------------------|---------|-----------|
| Government Furlough Grant          | 437,875 | 1,345,936 |
| Lease surrender income             | -       | 108,619   |
| Business Support Grant             | -       | 25,000    |
| Interest due on overdue fees       | 21,639  | 5,996     |
| Donated deposits                   | 45,530  | 57,341    |
| Registration fees                  | 126,282 | 123,464   |
| Theatre income                     | 29      | 19,178    |
| Profit on disposal of fixed assets | 6,480   | 12,945    |
| Other                              | 1,130   | 942       |
|                                    | 638,965 | 1,699,421 |

## 4. EXCEPTIONAL ITEMS RELATING TO THE COVID-19 PANDEMIC

|                                            | 2021<br>£   | 2020<br>£   |
|--------------------------------------------|-------------|-------------|
| <b>Net fee income</b>                      |             |             |
| COVID-19 discount on fees                  | (1,403,218) | (2,810,499) |
| <b>Other income</b>                        |             |             |
| Government Furlough/Business Support Grant | 437,875     | 1,370,936   |
| <b>Charitable Expenditure</b>              |             |             |
| Teaching                                   | -           | (14,450)    |
| Welfare                                    | (331,078)   | (17,890)    |
| Premises                                   | -           | (55,108)    |
| Support                                    | -           | (18,392)    |
|                                            | (331,078)   | (105,840)   |

# Notes to the financial statements for the year ended 31 August 2021

## 5. INCOME FROM THE SUBSIDIARY'S TRADING ACTIVITIES

The Charity owns the whole of the share capital of Uppingham School Enterprises Limited (USE Ltd), Company Number 01130851, which carried out the business of retailing and non-academic ventures for Uppingham School. Its trading results for the year, as extracted from the audited accounts, are summarised below, together with the School's own results for the year to distinguish them from the group results in the consolidated Statement of Financial Activities:

The results of material entities in the group are as follows:

|                                                                 | USE Ltd<br>2021<br>£ | 2020<br>£ | Charity<br>2021<br>£ | 2020<br>£    |
|-----------------------------------------------------------------|----------------------|-----------|----------------------|--------------|
| Turnover, grants and fee income                                 | <b>1,072,369</b>     | 1,158,069 | <b>28,515,915</b>    | 27,098,885   |
| Cost of sales: subsidiary                                       | <b>(460,986)</b>     | (477,531) | -                    | -            |
| Gross profit: subsidiary                                        | <b>611,383</b>       | 680,538   | <b>28,515,915</b>    | 27,098,885   |
| Administration: subsidiary                                      | <b>(723,074)</b>     | (837,974) | -                    | -            |
| Other income                                                    | -                    | -         | <b>656,833</b>       | 1,634,209    |
| Investment income receivable                                    | -                    | -         | <b>261,947</b>       | 210,410      |
| Net income for year                                             | <b>(111,691)</b>     | (157,436) | <b>29,434,695</b>    | 28,943,504   |
| Gift Aid donation                                               | -                    | 70,435    | -                    | (143,275)    |
| Gross incoming resources: Charity                               |                      |           | <b>29,434,695</b>    | 28,800,229   |
| Costs of Charitable Activities                                  | -                    | -         | <b>(28,336,638)</b>  | (27,815,252) |
| Costs of Generating Funds: Charity                              | -                    | -         | <b>(1,380,993)</b>   | (1,043,809)  |
| Net income before fair value movements on financial instruments | <b>(111,691)</b>     | (87,001)  | <b>(282,936)</b>     | (58,832)     |

The net deficit of USE Ltd at 31 August 2021 was £108,439 (2020: net assets £3,251).

Other income and administration include £66,219 (2020: £68,823) in respect of rent and interest from USE Ltd. Sales from USE Ltd to the School amount to £271,882 (2020: £264,217) and within the subsidiary departments £510 (2020: £42).

The Charity owns the whole of the share capital of Uppingham School (Construction) Limited, company number 12373636, a design and build company set up in February 2021 to build new Boarding Houses. Other income includes £13,229 (2020: £Nil) in respect of its gift-aided profit to the School.

The Charity also owns the whole of the share capital of Uppingham School International Limited, company number 09895518, which is dormant. In turn, Uppingham School International Limited owns the whole of the share capital of Uppingham School (Asia) Limited, company number 11334333, and Uppingham School (Selwyn) Limited, company number 12141906.

Other income includes £15,000 (2020: £15,000) in respect of trademark, branding and premises licence fees from Uppingham School (Asia) Ltd. It had a turnover of £370,000 (2020: £Nil) and made a loss of £14,908 (2020: £92,847). The School has provided against the inter company balance of £105,599 resulting in a net deficit of £2,155 (2020: £92,846). Uppingham School (Selwyn) Ltd made a loss of £49,985 (2020: £Nil) and had a net deficit of £49,984 (2020: £Nil).

# Notes to the financial statements for the year ended 31 August 2021

## 6. ANALYSIS OF TOTAL RESOURCES EXPENDED

|                               | Staff costs       | Other             | Depreciation     | Total<br>2021     | Total<br>2020     |
|-------------------------------|-------------------|-------------------|------------------|-------------------|-------------------|
|                               | £                 | £                 | £                | £                 | £                 |
| Cost of generating funds:     |                   |                   |                  |                   |                   |
| Fundraising costs             | 231,984           | 39,476            | -                | <b>271,460</b>    | 272,197           |
| Finance costs (see below)     | -                 | 1,003,934         | -                | <b>1,003,934</b>  | 771,623           |
| <b>Total for Charity</b>      | <b>231,984</b>    | <b>1,043,410</b>  | <b>-</b>         | <b>1,275,394</b>  | <b>1,043,820</b>  |
| Trading costs of subsidiaries | 741,838           | 518,288           | 5,726            | <b>1,265,852</b>  | 1,133,151         |
| <b>Total for Group</b>        | <b>973,822</b>    | <b>1,561,698</b>  | <b>5,726</b>     | <b>2,541,246</b>  | <b>2,176,971</b>  |
| Charitable activities:        |                   |                   |                  |                   |                   |
| Teaching                      | 9,505,339         | 1,472,710         | 835,660          | <b>11,813,709</b> | 12,143,108        |
| Welfare of pupils             | 2,075,261         | 2,918,475         | -                | <b>4,993,736</b>  | 4,625,607         |
| Premises                      | 1,829,531         | 4,140,749         | 1,580,196        | <b>7,550,476</b>  | 7,155,883         |
| Summer School costs           | 56,094            | 58,576            | -                | <b>114,670</b>    | 45,899            |
| Support                       | 1,788,613         | 1,448,172         | -                | <b>3,236,785</b>  | 3,409,285         |
| Grants, awards & prizes       | -                 | 476,144           | -                | <b>476,144</b>    | 321,258           |
|                               | <b>15,254,838</b> | <b>10,514,826</b> | <b>2,415,856</b> | <b>28,185,520</b> | <b>27,701,040</b> |
| Governance costs              | -                 | 151,117           | -                | <b>151,117</b>    | 114,844           |
| <b>Total</b>                  | <b>15,254,838</b> | <b>10,665,943</b> | <b>2,415,856</b> | <b>28,336,637</b> | <b>27,815,884</b> |
| <b>Total expended: Group</b>  | <b>16,228,660</b> | <b>12,227,641</b> | <b>2,421,582</b> | <b>30,877,883</b> | <b>29,992,855</b> |
| <b>Charity</b>                | <b>15,486,822</b> | <b>11,709,353</b> | <b>2,415,856</b> | <b>29,612,031</b> | <b>28,859,705</b> |

- -

## Finance costs

|                                                | 2021             | 2020           |
|------------------------------------------------|------------------|----------------|
|                                                | £                | £              |
| Interest on loan from BAE Systems Pension Fund | <b>719,375</b>   | 571,250        |
| Fees in advance                                | <b>109,977</b>   | 107,921        |
| Pension Scheme financing cost (FRS102)         | <b>104,000</b>   | 84,000         |
| Bad Debt Provision                             | <b>45,106</b>    | (1,438)        |
| Other costs                                    | <b>25,476</b>    | 9,890          |
|                                                | <b>1,003,934</b> | <b>771,623</b> |

# Notes to the financial statements for the year ended 31 August 2021

## 7. STAFF COSTS

|                                                                                                      | <b>Avg</b> | <b>2021<br/>No.<br/>FTE</b> | <b>Avg</b> | <b>2020<br/>No.<br/>FTE</b> |
|------------------------------------------------------------------------------------------------------|------------|-----------------------------|------------|-----------------------------|
| The average headcount and full-time equivalent numbers employed within each category of persons was: |            |                             |            |                             |
| Teaching                                                                                             | <b>232</b> | <b>156</b>                  | 245        | 159                         |
| Welfare of pupils                                                                                    | <b>146</b> | <b>89</b>                   | 144        | 87                          |
| Others                                                                                               | <b>157</b> | <b>115</b>                  | 171        | 130                         |
|                                                                                                      | <b>535</b> | <b>360</b>                  | 560        | 376                         |

|                                                        | <b>2021<br/>£</b> | <b>2020<br/>£</b> |
|--------------------------------------------------------|-------------------|-------------------|
| The costs incurred in respect of these employees were: |                   |                   |
| Wages and salaries                                     | <b>13,013,324</b> | 13,293,075        |
| Social Security costs                                  | <b>1,234,024</b>  | 1,257,195         |
| Pension costs                                          | <b>1,981,312</b>  | 2,210,815         |
|                                                        | <b>16,228,660</b> | 16,761,085        |

|                                                         |                  |           |
|---------------------------------------------------------|------------------|-----------|
| Aggregate employee benefits of key management personnel | <b>2,058,379</b> | 2,301,298 |
|---------------------------------------------------------|------------------|-----------|

|                                                                           | <b>2021<br/>No.</b> | <b>2020<br/>No.</b> |
|---------------------------------------------------------------------------|---------------------|---------------------|
| Number of employees earning over £60,000 during the year were as follows: |                     |                     |
| £60,001 - £70,000                                                         | <b>22</b>           | 24                  |
| £70,001 - £80,000                                                         | <b>13</b>           | 14                  |
| £80,001 - £90,000                                                         | <b>6</b>            | 5                   |
| £90,001 - £100,000                                                        | <b>4</b>            | 4                   |
| £160,001 - £170,000                                                       | <b>-</b>            | 1                   |
| £170,001 - £180,000                                                       | <b>1</b>            | -                   |
| £220,001 - £230,000                                                       | <b>-</b>            | 1                   |
| £230,001 - £240,000                                                       | <b>1</b>            | -                   |

During the year there were redundancy or termination payments which amounted to £108,977 (2020: £194,254). There was £Nil (2020: £Nil) outstanding at the year-end.

Uppingham School is committed to providing job security for its staff but if, following all reasonable efforts to avoid them, redundancy or termination payments are necessary, these are negotiated with regard both to legal guidelines and the particular circumstances of each case.

## 8. FEES PAID TO AUDITORS

|                                          | <b>2021<br/>£</b> | <b>2020<br/>£</b> |
|------------------------------------------|-------------------|-------------------|
| Expenditure includes (exclusive of VAT): |                   |                   |
| Audit fee                                | <b>34,724</b>     | 32,159            |
| Auditor other services                   | <b>21,088</b>     | 23,453            |

# Notes to the financial statements for the year ended 31 August 2021

## 9. FIXED ASSETS GROUP

|                                   | Freehold<br>Property | Assets<br>under<br>construction | Fittings<br>Furniture &<br>Equipment | Motor<br>Vehicles | Computers<br>& Office<br>Equipment | Total                     |
|-----------------------------------|----------------------|---------------------------------|--------------------------------------|-------------------|------------------------------------|---------------------------|
| Cost                              | £                    | £                               | £                                    | £                 | £                                  | £                         |
| 1 September 2020                  | 88,616,054           | 555,145                         | 7,851,913                            | 801,503           | 1,200,355                          | <b>99,024,970</b>         |
| Additions in year                 | 466,097              | 713,261                         | 1,161,363                            | 27,000            | 193,759                            | <b>2,561,480</b>          |
| Transfer                          | 67,427               | (287,846)                       | 220,419                              | -                 | -                                  | -                         |
| Disposals                         | -                    | (167,754)                       | (31,804)                             | (22,294)          | (215,105)                          | <b>(436,957)</b>          |
|                                   | <u>89,149,578</u>    | <u>812,806</u>                  | <u>9,201,891</u>                     | <u>806,209</u>    | <u>1,179,009</u>                   | <b><u>101,149,493</u></b> |
| <b>Depreciation/Impairment</b>    |                      |                                 |                                      |                   |                                    |                           |
| 1 September 2020                  | 14,983,421           | -                               | 4,652,541                            | 624,836           | 906,296                            | <b>21,167,094</b>         |
| Charge for year                   | 1,580,197            | 167,754                         | 441,249                              | 66,246            | 166,136                            | <b>2,421,582</b>          |
| Transfer                          | -                    | -                               | -                                    | -                 | -                                  | -                         |
| Disposals                         | -                    | (167,754)                       | (31,804)                             | (22,294)          | (215,105)                          | <b>(436,957)</b>          |
|                                   | <u>16,563,618</u>    | <u>-</u>                        | <u>5,061,986</u>                     | <u>668,788</u>    | <u>857,327</u>                     | <b><u>23,151,719</u></b>  |
| <b>Net book value 31 Aug 2021</b> | <u>72,585,960</u>    | <u>812,806</u>                  | <u>4,139,905</u>                     | <u>137,421</u>    | <u>321,682</u>                     | <b><u>77,997,774</u></b>  |
| 31 August 2020                    | <u>73,632,633</u>    | <u>555,145</u>                  | <u>3,199,372</u>                     | <u>176,667</u>    | <u>294,059</u>                     | <b><u>77,857,876</u></b>  |

## FIXED ASSETS CHARITY

|                                   |                   |                |                  |                |                  |                           |
|-----------------------------------|-------------------|----------------|------------------|----------------|------------------|---------------------------|
| <b>Cost</b>                       |                   |                |                  |                |                  |                           |
| 1 September 2020                  | 88,616,054        | 555,145        | 7,816,692        | 801,503        | 1,135,893        | <b>98,925,287</b>         |
| Additions in year                 | 466,097           | 713,261        | 1,161,363        | 27,000         | 188,758          | <b>2,556,479</b>          |
| Transfer                          | 67,427            | (287,846)      | 220,419          | -              | -                | -                         |
| Disposals                         | -                 | (167,754)      | (4,820)          | (22,294)       | (215,105)        | <b>(409,973)</b>          |
|                                   | <u>89,149,578</u> | <u>812,806</u> | <u>9,193,654</u> | <u>806,209</u> | <u>1,109,546</u> | <b><u>101,071,793</u></b> |
| <b>Depreciation/Impairment</b>    |                   |                |                  |                |                  |                           |
| 1 September 2020                  | 14,983,420        | -              | 4,620,093        | 624,836        | 849,016          | <b>21,077,365</b>         |
| Charge for year                   | 1,580,197         | 167,754        | 439,908          | 66,246         | 161,752          | <b>2,415,857</b>          |
| Transfer                          | -                 | -              | -                | -              | -                | -                         |
| Disposals                         | -                 | (167,754)      | (4,820)          | (22,294)       | (215,105)        | <b>(409,973)</b>          |
|                                   | <u>16,563,617</u> | <u>-</u>       | <u>5,055,181</u> | <u>668,788</u> | <u>795,663</u>   | <b><u>23,083,249</u></b>  |
| <b>Net book value 31 Aug 2021</b> | <u>72,585,961</u> | <u>812,806</u> | <u>4,138,473</u> | <u>137,421</u> | <u>313,883</u>   | <b><u>77,988,544</u></b>  |
| 31 August 2020                    | <u>73,632,634</u> | <u>555,145</u> | <u>3,196,599</u> | <u>176,667</u> | <u>286,876</u>   | <b><u>77,847,921</u></b>  |

All fixed assets are used for direct charitable use.

### Inalienable and historic assets

In addition to the capitalised fixed assets held for its own use since its inception in 1584, the School has also been bequeathed artefacts whose intrinsic value is bound up with the School's history. The Trustees consider that these assets are held in accordance with the School's charitable objects as a vital part of its history and heritage and, where relevant, as a resource for the advancement of education.

As they are not held principally for their contribution to knowledge and culture, they do not meet the definition of Heritage Assets in SORP FRS 102 "Heritage Assets" and hence are considered as assets in use under Tangible Fixed Assets. The majority of these historic assets have been held for many years and accurate historic cost information is not available for these assets. However, the Trustees consider that their historical cost less depreciation would not be material.

# Notes to the financial statements for the year ended 31 August 2021

## 10. INVESTMENTS GROUP

| At Market Value                    | Permanent<br>Endowment<br>£ | Restricted<br>Fund<br>£ | Unrestricted<br>Fund<br>£ | Total<br>£        |
|------------------------------------|-----------------------------|-------------------------|---------------------------|-------------------|
| 1 September 2020                   | 5,169,025                   | 74,491                  | 4,177,304                 | 9,420,820         |
| Purchases at cost                  | 1,475,433                   | -                       | 21,491,665                | 22,967,098        |
| Disposal proceeds                  | (1,475,433)                 | -                       | (1,346,338)               | (2,821,770)       |
| Cash transfer to investments       | -                           | 2,469                   | -                         | 2,469             |
| Loan repayments                    | 24,100                      | -                       | -                         | 24,100            |
| Gain/(loss) on investments:        |                             |                         |                           |                   |
| Realised                           | 95,364                      | -                       | 90,396                    | 185,760           |
| Unrealised                         | 822,641                     | 17,639                  | 2,227,947                 | 3,068,227         |
| 31 August 2021                     | <b>6,111,130</b>            | <b>94,599</b>           | <b>26,640,974</b>         | <b>32,846,703</b> |
| Listed on UK Stock Exchanges       | 5,976,480                   | 86,548                  | 26,570,234                | 32,633,262        |
| Cash deposits                      | 134,650                     | 8,051                   | 70,740                    | 213,441           |
| At historical cost:                |                             |                         |                           |                   |
| <b>31 August 2021</b>              | <b>4,879,253</b>            | -                       | <b>24,180,158</b>         | <b>29,059,411</b> |
| <i>31 August 2020</i>              | <i>4,552,302</i>            | -                       | <i>4,000,000</i>          | <i>8,552,302</i>  |
| <b>CHARITY:</b> as above           |                             |                         |                           | 32,846,703        |
| Investment in subsidiary companies |                             |                         |                           | 29,563            |
|                                    |                             |                         |                           | <b>32,876,266</b> |

All investments (other than cash) are quoted on a recognised UK Stock Exchange or are valued by reference to investments listed on a recognised Stock Exchange.

| 11. DEBTORS                            | Group<br>2021<br>£ | 2020<br>£ | Charity<br>2021<br>£ | 2020<br>£ |
|----------------------------------------|--------------------|-----------|----------------------|-----------|
| Fee debtors                            | <b>249,616</b>     | 248,381   | <b>249,616</b>       | 248,381   |
| Other debtors                          | <b>586,699</b>     | 591,950   | <b>429,763</b>       | 549,026   |
| Loans                                  | <b>24,662</b>      | 29,606    | <b>24,662</b>        | 29,606    |
| Endowment loan                         | <b>285,183</b>     | 309,283   | <b>285,183</b>       | 309,283   |
| Prepayments and Accrued income         | <b>499,795</b>     | 476,498   | <b>490,119</b>       | 462,825   |
| Uppingham School (Asia) / (Selwyn) Ltd | -                  | -         | <b>48,605</b>        | 161,875   |
| Uppingham School Enterprises Ltd       | -                  | -         | <b>380,035</b>       | 206,140   |
| Balance Sheet                          | <b>1,645,955</b>   | 1,655,718 | <b>1,907,983</b>     | 1,967,136 |

The loans are made to Houseparents to assist them perform their duties and are interest-free.

The School borrowed £482,000 from the Endowed Funds with the permission of the Charity Commission. This is repayable through a Recoupment Order, which began in July 2013, over a 20-year period. The amount receivable after more than one year is £261,083 (2020: £285,183).

# Notes to the financial statements for the year ended 31 August 2021

## 12. CREDITORS:

### amounts falling due within one year

|                                             | Group<br>2021<br>£ | 2020<br>£ | Charity<br>2021<br>£ | 2020<br>£ |
|---------------------------------------------|--------------------|-----------|----------------------|-----------|
| Trade creditors                             | 1,000,908          | 641,601   | 855,070              | 551,508   |
| Fees received in respect of Autumn Term     | 2,686,531          | 1,955,017 | 2,686,531            | 1,955,017 |
| Acceptance deposits held                    | 1,033,743          | 696,959   | 1,033,743            | 696,959   |
| Social Security and Other Taxes capitalised | 362,411            | 328,870   | 306,222              | 318,908   |
| Loan repayments                             | 504,100            | 24,100    | 504,100              | 24,100    |
| Other creditors                             | 1,299,032          | 1,527,408 | 1,237,123            | 1,430,098 |
| Accruals                                    | 989,215            | 665,017   | 962,529              | 654,677   |
| Uppingham School (Construction) Ltd         | -                  | -         | 65,145               | -         |
| Balance Sheet                               | 7,875,940          | 5,838,972 | 7,650,463            | 5,631,267 |

Fees received in respect of Autumn Term vary considerably depending on whether the start of term falls in August or September. Fees in Advance Scheme deposits have been split between amounts falling due within one year and amounts falling due after more than one year.

## Borrowing Facilities

On 3 November 2017 the School agreed a £25m 31-year fixed interest unsecured private placement with BAE Systems Pension Fund for a blended rate of 3.075%, and the Note Purchase Agreement was signed by the parties on 10 November 2017. The loan is repayable from November 2021 over the life of the loan, except for a £12 million bullet payment in 2048.

On 31 May 2018, a further £6.25m was drawn down so that at 31 August 2020, a total of £18.75m (2020: £18.75m) of the loan facility had been drawn down. The bank finance was secured to provide the balance of funding for the Boarding House Modernisation programme and other infrastructure strategy projects. The final £6.25m available under the £25m was drawn down in November 2020.

## 13. CREDITORS:

### amounts falling due after more than one year

|                              | 2021<br>£  | 2020<br>£  |
|------------------------------|------------|------------|
| Long term loan (see note 12) | 24,520,000 | 18,750,000 |
| Loan from Endowment Fund     | 261,083    | 285,183    |
| Acceptance deposits          | 3,340,444  | 3,025,506  |
| Balance Sheet                | 28,121,527 | 22,060,689 |

# Notes to the financial statements for the year ended 31 August 2021

## 14. CREDITORS:

### Fees in Advance Schemes

|                | 2021<br>£         | 2020<br>£        |
|----------------|-------------------|------------------|
| Standard       | 4,611,108         | 6,264,385        |
| Inflation Free | 5,883,480         | 275,911          |
|                | <u>10,494,588</u> | <u>6,540,296</u> |

Assuming pupils will remain in the School, fees in advance will be applied as follows:

Within one year:

|                |                  |                  |
|----------------|------------------|------------------|
| Standard       | 3,046,933        | 3,923,305        |
| Inflation Free | 1,703,132        | 275,911          |
| Balance Sheet  | <u>4,750,065</u> | <u>4,199,216</u> |

After more than one year:

|                |                  |                  |
|----------------|------------------|------------------|
| Standard       | 1,564,175        | 2,341,080        |
| Inflation Free | 4,180,348        | -                |
| Balance sheet  | <u>5,744,523</u> | <u>2,341,080</u> |

### Standard

|                                      | 2021<br>£        | 2020<br>£        |
|--------------------------------------|------------------|------------------|
| Balance 1 September 2020             | 6,264,385        | 8,999,591        |
| New deposits                         | 2,688,009        | 2,710,030        |
| Discounts given on new deposits      | 50,351           | 48,635           |
| Fee payments                         | (4,257,422)      | (5,325,012)      |
| Discount written off during the year | (79,897)         | (128,941)        |
| Refunds                              | (54,318)         | (39,918)         |
|                                      | <u>4,611,108</u> | <u>6,264,385</u> |

The Standard fees in advance scheme represents cash received in advance for fees which will be applied against fees chargeable in the future. The scheme offers a discount on fees charged, included in the amount due shown above, which for future years amounts to £82,474 (2020: £114,714).

### Inflation Free

|                                                              | 2021<br>£        | 2020<br>£      |
|--------------------------------------------------------------|------------------|----------------|
| Balance 1 September 2020                                     | 275,911          | 994,160        |
| New Deposits                                                 | 5,883,480        | -              |
| Fee payments                                                 | (305,991)        | (651,897)      |
| Refunds to parents                                           | -                | (45,332)       |
| Fair value movement on liability recognized in finance costs | 30,080           | (21,020)       |
|                                                              | <u>5,883,480</u> | <u>275,911</u> |

Places in the Inflation Free Fees in Advance Scheme were offered to parents in September 2013 and September 2015 and attracted total funds of £7,168,267 and £4,776,446 respectively. Fees charged to participating parents were frozen at the 2013-14 and 2015-16 rates. Funds in the 2013 Scheme were released over 5 years from September 2014 to August 2019, and those in the 2015 Scheme will be released over 5 years from September 2016 to August 2021. Further places were offered to parents in September 2020, based on fees frozen at 2020-21 rates, and attracted total funds of £5,883,480 which will be released over 5 years from September 2021 to August 2026.

# Notes to the financial statements for the year ended 31 August 2021

## 14. CREDITORS:

### Fees in Advance Schemes (continued)

In the event of a pupil withdrawing from the School and a period of one term's notice being given, all remaining deposit amounts will be refunded to the parents or guardians.

The fair value of the scheme liability reflects the present value of the future expected fee income, where the discount rate used represents the financial effect of the expected fee increases foregone, spread over the term of the arrangement. This fair value has been estimated by allocating the expected future fee increases over the arrangement term on a straight-line basis. These estimated future fee increases are reviewed and revised where appropriate on an annual basis. At the year-end the annualised expected future fee increase over the next five years was 3%. In the view of the Trustees this approach results in a carrying value which is materially consistent with that which would be generated by a more detailed fair value calculation.

The maximum cash refundable, assuming all pupils gave notice to leave the scheme at the year-end, would have been £10,412,114 (2020: £6,425,582).

## 15. FINANCIAL INSTRUMENTS

|                                                                         | 2021                | 2020         |
|-------------------------------------------------------------------------|---------------------|--------------|
|                                                                         | £                   | £            |
| Financial asset measured at fair value through profit or loss (a)       | <b>32,846,703</b>   | 9,420,820    |
| Financial liabilities measured at fair value through profit or loss (b) | <b>(10,257,667)</b> | (3,998,375)  |
| Financial assets measured at amortised cost (c)                         | <b>9,371,957</b>    | 18,054,123   |
| Financial liabilities measured at amortised cost (d)                    | <b>(34,882,763)</b> | (29,447,694) |

- a) Financial assets include assets held as investments
- b) Financial liabilities include Inflation Free Fees in Advance and acceptance deposits
- c) Financial assets include cash, trade debtors, other debtors and staff loans
- d) Financial liabilities include a loan, trade creditors, other creditors, loan repayments, Standard Fees in Advance

# Notes to the financial statements for the year ended 31 August 2021

## 16. ANALYSIS OF NET ASSETS OF CHARITY AND GROUP BETWEEN FUNDS

|                                                     | Unrestricted<br>Funds<br>£ | Restricted<br>£  | Permanent<br>Endowment<br>£ | 2021<br>Total<br>£ |
|-----------------------------------------------------|----------------------------|------------------|-----------------------------|--------------------|
| Fund balances at 31 August 2021 are represented by: |                            |                  |                             |                    |
| Tangible Fixed Assets*                              | 75,197,837                 | -                | 2,790,707                   | 77,988,544         |
| Investments                                         | 26,670,538                 | 94,598           | 6,111,130                   | 32,876,266         |
| Current Assets                                      | 8,108,113                  | 1,985,253        | 285,183                     | 10,378,549         |
| Current Liabilities                                 | (12,400,528)               | -                | -                           | (12,400,528)       |
| Long Term Liabilities                               | (33,866,050)               | -                | -                           | (33,866,050)       |
| <b>Charity (see below)</b>                          | <b>63,709,910</b>          | <b>2,079,851</b> | <b>9,187,020</b>            | <b>74,976,781</b>  |
| Subsidiary's reserves                               | (190,139)                  | -                | -                           | (190,139)          |
| <b>Group (see below)</b>                            | <b>63,519,771</b>          | <b>2,079,851</b> | <b>9,187,020</b>            | <b>74,786,642</b>  |
| Pension surplus/(deficit)                           | (4,822,000)                | -                | -                           | (4,822,000)        |
| <b>Group (see below)</b>                            | <b>58,697,771</b>          | <b>2,079,851</b> | <b>9,187,020</b>            | <b>69,964,642</b>  |

\* Unrestricted fixed assets include £65,312 of assets purchased during the year from restricted funds (see note 19), which have fulfilled the restriction and been released to unrestricted.

### Unrestricted funds

| Charity:          | Group:            |
|-------------------|-------------------|
| General           | General           |
| Designated        | Designated        |
| Pension deficit   | Pension deficit   |
| 63,311,735        | 63,121,596        |
| 398,175           | 398,175           |
| (4,822,000)       | (4,822,000)       |
| <u>58,887,910</u> | <u>58,697,771</u> |

Fund balances at 31 August 2020 are represented by:

|                           | Unrestricted<br>Funds<br>£ | Restricted<br>£ | Permanent<br>Endowment<br>£ | 2020<br>Total<br>£ |
|---------------------------|----------------------------|-----------------|-----------------------------|--------------------|
| Tangible Fixed Assets     | 75,051,815                 | -               | 2,796,106                   | 77,847,921         |
| Investments               | 4,206,865                  | 74,491          | 5,169,025                   | 9,450,381          |
| Current Assets            | 16,642,835                 | 1,977,561       | 309,283                     | 18,929,279         |
| Current Liabilities       | (9,830,483)                | -               | -                           | (9,830,483)        |
| Long Term Liabilities     | (24,401,768)               | -               | -                           | (24,401,768)       |
| Charity (see below)       | 61,669,264                 | 2,052,052       | 8,274,414                   | 71,995,730         |
| Subsidiary's reserves     | (119,156)                  | -               | -                           | (119,156)          |
| Group (see below)         | 61,550,108                 | 2,052,052       | 8,274,414                   | 71,876,574         |
| Pension surplus/(deficit) | (6,180,000)                | -               | -                           | (6,180,000)        |
| Group (see below)         | 55,370,108                 | 2,052,052       | 8,274,414                   | 65,696,574         |

### Unrestricted funds

| Charity:          | Group:            |
|-------------------|-------------------|
| General           | General           |
| Designated        | Designated        |
| Pension deficit   | Pension deficit   |
| 61,309,658        | 61,190,502        |
| 359,606           | 359,606           |
| (6,180,000)       | (6,180,000)       |
| <u>55,489,264</u> | <u>55,370,108</u> |

# Notes to the financial statements for the year ended 31 August 2021

## 17. UNRESTRICTED FUNDS

Unrestricted funds include an asset valuation of £24,791,500 (2020: £24,791,500) for all assets held without restriction regarding use or disposal. Details of the valuation are held in Note 9.

With the exception of the Boarding House Improvement Fund (see below), the Trustees do not maintain designated funds as all unrestricted funds are held at the discretion of the Trustees year by year as regards capital and income.

The Boarding House Improvement Fund represents the Gift Aid paid to the School by the trading subsidiary USE Ltd and the profit of the Summer School. This is allocated by the Trustees for the purpose of improving the School's boarding houses on an annual rolling programme.

|                                 | 1 September<br>2020<br>£ | Designated<br>Funds<br>£ | Expenditure<br>£ | 31 August<br>2021<br>£ |
|---------------------------------|--------------------------|--------------------------|------------------|------------------------|
| Boarding House Improvement Fund | <u>359,606</u>           | <u>38,569</u>            | <u>-</u>         | <u>398,175</u>         |
|                                 | 1 September<br>2019<br>£ | Designated<br>Funds<br>£ | Expenditure<br>£ | 31 August<br>2020<br>£ |
| Boarding House Improvement Fund | <u>424,439</u>           | <u>(64,833)</u>          | <u>-</u>         | <u>359,606</u>         |

# Notes to the financial statements for the year ended 31 August 2021

## 18. PERMANENT ENDOWMENT FUND

### Fixed Assets

The following assets are permanently endowed:

| Building        | Land 1992 Value<br>£ | Building 1992 Value<br>£ | Accumulated Depreciation<br>£ | Building Net Book Value<br>£ | Total Asset Value<br>£ |
|-----------------|----------------------|--------------------------|-------------------------------|------------------------------|------------------------|
| Chapel          | 1,764,300            | 311,400                  | 21,798                        | 289,602                      | 2,053,902              |
| Old School Room | 449,700              | 79,400                   | 5,558                         | 73,842                       | 523,542                |
| Pine House      | 74,600               | 149,100                  | 10,437                        | 138,663                      | 213,263                |
|                 | <u>2,288,600</u>     | <u>539,900</u>           | <u>37,793</u>                 | <u>502,107</u>               | <u>2,790,707</u>       |

### Endowment Fund

The Trustees are restricted to using only the income earned from the investment of endowed donations for the general purposes of the School.

### Scholarship and Prize Fund

The Trustees are restricted to using the fund for the purposes of financing scholarships and prizes awarded.

The movements for the year are as follows:

|                                           | Endowments<br>£  | Scholarship & Prize Fund<br>£ | Total<br>£              |
|-------------------------------------------|------------------|-------------------------------|-------------------------|
| Balance at 1 September 2020               | 5,820,849        | 2,453,565                     | <b>8,274,414</b>        |
| Depreciation in the year                  | (5,399)          | -                             | <b>(5,399)</b>          |
| Realised surplus from sale of investments | 52,001           | 43,362                        | <b>95,363</b>           |
| Unrealised gain on investments for year   | 454,597          | 368,045                       | <b>822,642</b>          |
| 31 August 2021                            | <u>6,322,048</u> | <u>2,864,972</u>              | <u><b>9,187,020</b></u> |
| Balance at 1 September 2019               | 5,759,907        | 2,398,391                     | <b>8,158,298</b>        |
| Depreciation in the year                  | (5,399)          | -                             | <b>(5,399)</b>          |
| Realised surplus from sale of investments | 22,675           | 17,928                        | <b>40,603</b>           |
| Realised gain on Investments for year     | 43,666           | 37,246                        | <b>80,912</b>           |
| 31 August 2020                            | <u>5,820,849</u> | <u>2,453,565</u>              | <u><b>8,274,414</b></u> |

Funds at 31 August 2020 are represented by:

|                                                         | £                | £                | £                       |
|---------------------------------------------------------|------------------|------------------|-------------------------|
| Investments at market value including cash with brokers | 3,373,635        | 2,737,495        | <b>6,111,130</b>        |
| Property                                                | 2,790,707        | -                | <b>2,790,707</b>        |
| Owed to Funds through Recoupment Order (note 11)        | 157,706          | 127,477          | <b>285,183</b>          |
|                                                         | <u>6,322,048</u> | <u>2,864,972</u> | <u><b>9,187,020</b></u> |
| Investments at book value including cash with brokers   | 2,697,535        | 2,181,718        | <b>4,879,253</b>        |

# Notes to the financial statements for the year ended 31 August 2021

## 19. RESTRICTED FUNDS

### Bursary Funds

The Trustees are restricted to using the funds to help provide an Uppingham education to children who would not otherwise be able to afford one. The total amount is made up of a number of named funds, including Reeves Trust, Chetwode Foundation, Peter Mason Bequest, Richard Harman Foundation Award, 1584 fund and the Stephen Pearson Fund.

### Gaffikin Fund

The Trustees are restricted to using the funds to promote education at Uppingham School by providing training opportunities for teachers.

### Other Restricted Funds

These consist of covenants and donations received for specific projects. As projects are completed and the particular assets are brought into use (and the restrictions fulfilled), the funds representing those assets are transferred from restricted to unrestricted.

The transfer relates to capital items that have met their restriction.

| Movements for the year are as follows: | 1 Sept 2020      | Investment Income | Investment Gains | Donations      | Awards           | Transfer        | 31 Aug 2021      |
|----------------------------------------|------------------|-------------------|------------------|----------------|------------------|-----------------|------------------|
|                                        | £                | £                 | £                | £              | £                | £               | £                |
| Bursary Funds                          | 1,773,332        | 33,571            | -                | 471,041        | (476,144)        | -               | 1,801,800        |
| Western Quad                           | -                | -                 | -                | 3,360          | -                | (3,360)         | -                |
| Gaffikin                               | 82,541           | 2,469             | 17,639           | -              | -                | -               | 102,649          |
| Upper Pavilion                         | 31,250           | -                 | -                | -              | -                | -               | 31,250           |
| West Deyne Hard Court                  | 35,508           | -                 | -                | 5,200          | -                | (40,708)        | -                |
| Boarding Houses                        | -                | -                 | -                | -              | -                | -               | -                |
| Other                                  | 129,421          | -                 | -                | 41,776         | (4,801)          | (22,244)        | 144,152          |
|                                        | <u>2,052,052</u> | <u>36,040</u>     | <u>17,639</u>    | <u>521,377</u> | <u>(480,945)</u> | <u>(66,312)</u> | <u>2,079,851</u> |

|                       | 1 Sept 2019      | Investment Income | Investment Gains | Donations      | Awards           | Transfer       | 31 Aug 2020      |
|-----------------------|------------------|-------------------|------------------|----------------|------------------|----------------|------------------|
|                       | £                | £                 | £                | £              | £                | £              | £                |
| Bursary Funds         | 1,337,530        | 44,896            | -                | 712,164        | (321,258)        | -              | 1,773,332        |
| Western Quad          | -                | -                 | -                | 4,125          | -                | (4,125)        | -                |
| Gaffikin              | 90,777           | 8,339             | (12,181)         | -              | (4,394)          | -              | 82,541           |
| Upper Pavilion        | -                | -                 | -                | 31,250         | -                | -              | 31,250           |
| West Deyne Hard Court | -                | -                 | -                | 19,861         | (540)            | 16,187         | 35,508           |
| Boarding Houses       | 5,599            | -                 | -                | -              | -                | (5,599)        | -                |
| Other                 | 136,776          | -                 | -                | 5,163          | (1,930)          | (10,588)       | 129,421          |
|                       | <u>1,570,682</u> | <u>53,235</u>     | <u>(12,181)</u>  | <u>772,563</u> | <u>(328,122)</u> | <u>(4,125)</u> | <u>2,052,052</u> |

Restricted Funds at 31 August 2021 represented by:

|                  | Total 2021       | Total 2020       |
|------------------|------------------|------------------|
|                  | £                | £                |
| Cash with School | <u>2,187,579</u> | <u>2,052,052</u> |

# Notes to the financial statements for the year ended 31 August 2021

## 20. FINANCIAL COMMITMENTS

|                                                                                                       | 2021<br>£        | 2020<br>£ |
|-------------------------------------------------------------------------------------------------------|------------------|-----------|
| a) <u>Future Capital Expenditure</u>                                                                  |                  |           |
| Contracted for but not provided for                                                                   | <b>1,176,572</b> | -         |
| b) <u>Operating Leases</u>                                                                            |                  |           |
| At 31 August 2021 the School had commitments under non-cancellable operating leases as set out below: |                  |           |
| Buildings and Equipment operating leases that expire:                                                 |                  |           |
| Within one year                                                                                       | <b>20,093</b>    | 108,378   |
| In the second to fifth years                                                                          | <b>497,443</b>   | 196,227   |
| After fifth year                                                                                      | <b>1,086,144</b> | 1,187,930 |
|                                                                                                       | <b>1,603,680</b> | 1,492,535 |

## 21. RELATED PARTIES

No Trustee received any remuneration for services as a Trustee. The Charity Commission has confirmed that Trustees who undertake professional services for the School may be paid the normal charges associated with such services.

The School paid Pickering Lifts Ltd £15,714 (2020: £16,964) in respect of maintenance of the School lifts, under an arms-length agreement. Pickering Lifts Ltd is owned by one of the Trustees, who had no involvement in the award of the contract.

The School paid F A N Grounds £149 (2020: £2,369) in respect of floral displays, under an arms-length agreement. F A N Grounds is the husband of one of the School's key management personnel, who does not manage the contractual relationship.

During the year no Trustees (2020: 3) received reimbursement of meeting expenses (2020: £741).

## 22. PENSION SCHEMES

### Teaching Staff

The School participates in the Teachers' Pension Scheme ('the TPS'), for its teaching staff. The pension charge for the year includes contributions payable to the TPS of £1,462,603 (2020: £1,468,501) and at the year-end £176,090 (2020: £172,483) was accrued in respect of contributions to this scheme.

The TPS is an unfunded multi-employer defined benefits pension scheme governed by the Teachers' Pension 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 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 total employer contribution rate of 23.68%.

The 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 teachers' Pensions.

On 27 June 2019 the Supreme Court denied the government permission to appeal the Court of Appeal's judgement 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 discrimination 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 the 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.

In view of the above rulings and decisions the assumptions used in the 31 March 2016 Actuarial Valuation may become inappropriate. In this scenario, a valuation prepared in accordance with revised benefits and suitably revised assumptions would yield different results than those contained in the Actuarial Valuation.

Until the cost cap mechanism review 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.

### Support Staff

The School runs a Scheme for its support staff, the Uppingham School Group Pension Plan (USSGPP) which is a defined contribution scheme. This is open to members above the age of 16 who have completed the necessary probation period. Employer contributions paid over to the Scheme in the year amounted to £518,709 (2020: £549,147).

The School ran a Scheme for support staff which was a defined benefits scheme. This scheme is now closed to future accrual. The charge for the year, including employer contributions paid over to the Scheme Trustees in the year amounting to £Nil (2020: £193,167), together with the actuarial gains and losses on the Scheme for the year, is recognised in the Statement of Financial Activities in accordance with FRS102.

# Notes to the financial statements for the year ended 31 August 2021

## Support Staff

A full actuarial valuation of the scheme was last carried out at 1 September 2019 and updated to 31 August 2021 by a qualified independent actuary. The major assumptions adopted by the actuary as at 31 August 2021 were:

|                                                 | 31 August 2021 | 31 August 2020 |
|-------------------------------------------------|----------------|----------------|
| Discount rate                                   | 1.7%           | 1.7%           |
| Retail price inflation                          | 3.6%           | 3.2%           |
| Consumer price inflation                        | 3.1%           | 2.7%           |
| Salary increase rate                            | 4.8%           | 4.4%           |
| Pension increases – LPI maximum 5%              | 3.0%           | 2.7%           |
| Pension increases – PLI maximum 2.5%            | 2.1%           | 1.9%           |
| Deferred pension revaluation – LPI maximum 5%   | 3.1%           | 2.7%           |
| Deferred pension revaluation – LPI maximum 2.5% | 2.5%           | 2.5%           |
| Assumed life expectations on retirement age 65: |                |                |
| Retiring today – males                          | 21.2           | 21.2           |
| Retiring in 20 years – males                    | 22.9           | 22.9           |
| Retiring today – females                        | 23.2           | 23.1           |
| Retiring in 20 years – females                  | 25.0           | 25.0           |

The School is committed to paying ex gratia pensions each year which are internally funded. The amount paid for the year to 31 August 2021 was £5,640 (2020: £5,666).

The amounts recognised in the balance sheet are as follows:

|                                     | Year to 31<br>August 2021 | Year to 31<br>August 2020 |
|-------------------------------------|---------------------------|---------------------------|
|                                     | £                         | £                         |
| Fair value of plan assets           | 17,507,000                | 15,912,000                |
| Value of money purchase liabilities | (100,000)                 | (100,000)                 |
| Value of final salary liabilities   | (22,229,000)              | (21,992,000)              |
| Deficit                             | (4,822,000)               | (6,180,000)               |
| Amounts in the balance sheet        |                           |                           |
| Liabilities                         | (4,822,000)               | (6,180,000)               |
| Assets                              | -                         | -                         |
| Net liability                       | (4,822,000)               | (6,180,000)               |

# Notes to the financial statements for the year ended 31 August 2021

## 22. PENSION SCHEMES (continued)

|                                                                                       | Year to 31<br>August 2021 | Year to 31<br>August 2020 |
|---------------------------------------------------------------------------------------|---------------------------|---------------------------|
|                                                                                       | £                         | £                         |
| <u>Changes in the present value of the defined benefit obligation are as follows:</u> |                           |                           |
| Opening defined benefit obligation                                                    | 22,092,000                | 19,806,000                |
| Current service cost                                                                  | -                         | 381,000                   |
| Interest cost                                                                         | 371,000                   | 357,000                   |
| Actuarial losses                                                                      | 782,000                   | 1,924,000                 |
| Liabilities extinguished on settlements                                               | -                         | -                         |
| Benefits paid                                                                         | (916,000)                 | (376,000)                 |
| Closing defined benefit obligation                                                    | 22,329,000                | 22,092,000                |

|                                                                        | Year to 31<br>August 2021 | Year to 31<br>August 2020 |
|------------------------------------------------------------------------|---------------------------|---------------------------|
|                                                                        | £                         | £                         |
| <u>Changes in the fair values of the scheme assets are as follows:</u> |                           |                           |
| Opening fair value of scheme assets                                    | 15,912,000                | 15,152,000                |
| Interest income                                                        | 267,000                   | 273,000                   |
| Actuarial gains                                                        | 2,150,000                 | 507,000                   |
| Contributions                                                          | 94,000                    | 356,000                   |
| Benefits paid                                                          | (916,000)                 | (376,000)                 |
| Closing fair value of plan assets                                      | 17,507,000                | 15,912,000                |

The employer expects to contribute £96,820 to this defined benefit pension plan in the year to 31 August 2022.

|                                                                                           | Year to 31<br>August 2021 | Year to 31<br>August 2020 |
|-------------------------------------------------------------------------------------------|---------------------------|---------------------------|
|                                                                                           | %                         | £                         |
| <u>The amounts included within the Statement of Financial Activities are as follows::</u> |                           |                           |
| Service cost                                                                              | -                         | 326,000                   |
| Net interest expense                                                                      | 104,000                   | 84,000                    |
| Total operating charge                                                                    | 104,000                   | 410,000                   |
| Employee contribution to be set off                                                       | -                         | 100,000                   |

|                                                                                                     | Year to 31<br>August 2021 | Year to 31<br>August 2020 |
|-----------------------------------------------------------------------------------------------------|---------------------------|---------------------------|
|                                                                                                     | %                         | %                         |
| <u>The major categories of scheme assets as a percentage of total Scheme assets are as follows:</u> |                           |                           |
| Equities                                                                                            | 59                        | 57                        |
| Bonds                                                                                               | 12                        | 13                        |
| Insured pensions                                                                                    | 5                         | 5                         |
| Cash                                                                                                | 2                         | 2                         |
| Alternatives                                                                                        | 4                         | 5                         |
| LDI                                                                                                 | 18                        | 18                        |
|                                                                                                     | 100                       | 100                       |

# Notes to the financial statements for the year ended 31 August 2021

## 22. PENSION SCHEMES (continued)

|                                                                                                        | Year to 31<br>August 2021<br>£ | Year to 31<br>August 2020<br>£ |
|--------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------|
| <u>Analysis of the amount recognised in statement of total<br/>recognised gains and losses (SOFA):</u> |                                |                                |
| Actual return less interest income recognised in SOFA                                                  | 2,150,000                      | 507,000                        |
| Experience gains on benefit obligation                                                                 | 332,000                        | (1,431,000)                    |
| Effect of assumption changes on benefit obligation                                                     | (1,114,000)                    | (493,000)                      |
| Actuarial loss/(gain) recognised in SOFA                                                               | 1,368,000                      | (1,417,000)                    |
| <br>History of experience gains and losses                                                             | <br>Year to<br>31 August 2021  | <br>Year to<br>31 August 2020  |
| Differences between the asset return and the interest<br>income recognised in the SOFA                 | 2,150,000                      | 507,000                        |
| - as % of scheme assets                                                                                | 12%                            | 3%                             |
| Experience gains/losses on obligation                                                                  | 332,000                        | (1,421,000)                    |
| - as % of liabilities                                                                                  | 2%                             | 9%                             |
| Total amount recognised in SOFA                                                                        | (1,368,000)                    | (1,417,000)                    |
| - as % of liabilities                                                                                  | 6%                             | 9%                             |

|                                                                                          |             |             |             |             |             |
|------------------------------------------------------------------------------------------|-------------|-------------|-------------|-------------|-------------|
| The amounts for the current and<br>previous years are as follows:                        | 2021<br>£   | 2020<br>£   | 2019<br>£   | 2018<br>£   | 2017<br>£   |
| Value of funded obligations                                                              | 22,329,000  | 22,092,000  | 19,806,000  | 15,973,000  | 17,157,000  |
| Fair value of plan assets                                                                | 17,507,000  | 15,912,000  | 15,152,000  | 14,525,000  | 13,844,000  |
| (Deficit) / surplus                                                                      | (4,822,000) | (6,180,000) | (4,654,000) | (1,448,000) | (3,313,000) |
| Experience gains on obligation                                                           | 332,000     | (1,431,000) | 53,000      | 294,000     | 68,000      |
| Difference between the asset return<br>and the interest income recognised in<br>the SOFA | 2,150,000   | 507,000     | 59,000      | 105,000     | 921,000     |

# Notes to the financial statements for the year ended 31 August 2021

## 23. CONSOLIDATED STATEMENT OF FINANCIAL ACTIVITIES – COMPARATIVE FIGURES BY FUND TYPE.

### Year ended 31 August 2020

#### Incoming Resources

|                                  | Unrestricted<br>£ | Restricted<br>£ | Permanent<br>Endowment<br>£ | Total<br>2020<br>£ |
|----------------------------------|-------------------|-----------------|-----------------------------|--------------------|
| Charitable Activities            | 25,999,467        | -               | -                           | 25,999,467         |
| School fees                      | 51,501            | -               | -                           | 51,501             |
| Lettings                         | 27,506            | 772,563         | -                           | 800,069            |
| Donations                        | 247,848           | -               | -                           | 247,848            |
| Other activities                 |                   |                 |                             |                    |
| Activities for generating funds: | 687,426           | -               | -                           | 687,426            |
| Subsidiary turnover              | 56,690            | -               | -                           | 56,690             |
| Rents and lettings receivable    | 157,175           | 53,235          | -                           | 210,410            |
| Investment income                | 1,699,421         | -               | -                           | 1,699,421          |
| Other income                     | 28,927,034        | 825,798         | -                           | 29,752,832         |
| Total incoming resources         |                   |                 |                             |                    |

#### Resources Expended

|                           |           |   |   |           |
|---------------------------|-----------|---|---|-----------|
| Cost of generating funds: | 272,197   | - | - | 272,197   |
| Fundraising costs         | 1,133,151 | - | - | 1,133,151 |
| Subsidiary costs          | 771,623   | - | - | 771,623   |
| Finance costs             | 2,176,971 | - | - | 2,176,971 |

|                         |            |         |       |            |
|-------------------------|------------|---------|-------|------------|
| Charitable activities   | 27,482,364 | 328,121 | 5,399 | 27,815,884 |
| School and grant-making |            |         |       |            |
|                         | 29,659,335 | 328,121 | 5,399 | 29,992,855 |

#### Total resources expended

|                                                                             |           |         |         |           |
|-----------------------------------------------------------------------------|-----------|---------|---------|-----------|
| Net outgoing resources before fair value movements on financial instruments | (732,301) | 497,677 | (5,399) | (240,023) |
|-----------------------------------------------------------------------------|-----------|---------|---------|-----------|

|  |        |          |         |         |
|--|--------|----------|---------|---------|
|  | 51,559 | (12,182) | 121,515 | 160,892 |
|--|--------|----------|---------|---------|

#### Investment gains and losses

|  |       |         |   |   |
|--|-------|---------|---|---|
|  | 4,125 | (4,125) | - | - |
|--|-------|---------|---|---|

#### Transfers

|  |           |         |         |          |
|--|-----------|---------|---------|----------|
|  | (676,617) | 481,370 | 116,116 | (79,131) |
|--|-----------|---------|---------|----------|

#### Net income

|                                      |             |   |   |             |
|--------------------------------------|-------------|---|---|-------------|
| Pension scheme actuarial gain/(loss) | (1,417,000) | - | - | (1,417,000) |
|--------------------------------------|-------------|---|---|-------------|

|  |             |         |         |             |
|--|-------------|---------|---------|-------------|
|  | (2,093,617) | 481,370 | 116,116 | (1,496,131) |
|--|-------------|---------|---------|-------------|

#### Net movement of funds

|                                                |            |           |           |            |
|------------------------------------------------|------------|-----------|-----------|------------|
| Fund balance carried forward at 31 August 2018 | 57,463,725 | 1,570,682 | 8,158,298 | 67,192,705 |
|------------------------------------------------|------------|-----------|-----------|------------|

|                                                |            |           |           |            |
|------------------------------------------------|------------|-----------|-----------|------------|
| Fund balance carried forward at 31 August 2019 | 55,370,108 | 2,052,052 | 8,274,414 | 65,696,574 |
|------------------------------------------------|------------|-----------|-----------|------------|

Uppingham School  
Uppingham, Rutland LE15 9QE  
United Kingdom

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[www.uppingham.co.uk](http://www.uppingham.co.uk)

# UPPINGHAM

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# Accounts

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Uppingham School

# Consolidated Financial Statements

for the year ended 31 August 2020

Charity number: 1147280  
Company number: 8013826  
[www.uppingham.co.uk](http://www.uppingham.co.uk)

UPPINGHAM

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## Trustees and Officers

|                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|-------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Chair of Trustees</b>            | BM Matthews MBE BSc * <sup>◊</sup>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Vice-Chairs</b>                  | RJS Tice BSc *<br>KJ Budge MA (Oxon) PGCE <sup>◊</sup>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Trustees</b>                     | The Very Revd The Dean of Peterborough (Ex officio)<br>The Lord Lieutenant of Rutland (Ex officio) <sup>◊</sup><br>R Peel BSc FRSA <sup>◊</sup> (retired 13/06/20)<br>AJ D Locke MA (Oxon) *<br>Dr S J Goss MA DPhil <sup>◊</sup><br>R N J S Price Esq *<br>Dr D F Thornton MA (Oxon) PhD (Lond) FSA FRHistSoc <sup>◊</sup> (retired 13/06/20)<br>Rt Hon Sir Alan Duncan MP * (retired 30/11/19)<br>S A Humphrey LLB (Hons) *<br>C F Ewbank MA (Cantab) MBA *<br>Professor J J A Scott BSc PhD <sup>◊</sup><br>D L C Wallis BA (Hons) (Oxon) *<br>J D R Fothergill MA (Oxon) MBA *<br>C P M King MA <sup>◊</sup><br>L J Womack BA (Hons) <sup>◊</sup> (appointed 08/02/20)<br>A E Timpson CBE MP <sup>◊</sup> (appointed 02/05/20) |
| <b>Headmaster</b>                   | Dr RJ Maloney MTheol MA PhD                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Bursar and Clerk to Trustees</b> | SC Taylor Esq MA (Cantab) ACA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Registered Office</b>            | Uppingham School, Uppingham, Rutland LE15 9QD                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Company Number</b>               | 8013826                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Charity Number</b>               | 1147280                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |

## Advisors

|                            |                                                                              |
|----------------------------|------------------------------------------------------------------------------|
| <b>Bankers</b>             | NatWest Bank Plc, 7 High Street, Melton Mowbray, Leicestershire LE13 OTT     |
| <b>Solicitors</b>          | Farrer & Co LLP, 66 Lincoln's Inn Fields, Holborn, London WC2A 3LH           |
| <b>Auditor</b>             | Crowe U.K. LLP, Carrick House, Lypiatt Road, Cheltenham GL50 2QJ             |
| <b>Investment Managers</b> | Cazenove Capital Management Ltd, 12 Moorgate, London EC2R 6DA                |
| <b>Insurance Brokers</b>   | Berkeley Insurance Group, 2 Colton Square, Regent Street, Leicester LE 1 1QH |

\* Member of the Finance and General Purposes Committee

<sup>◊</sup> Member of the Education Committee

# Report of the Trustees

## Year ended 31 August 2020

### Directors' Report

The Trustees, who are also directors, present their Annual Report for the year ended 31 August 2020 under the Charities Act 2011 and under the Companies Act 2006, including the Directors' and Strategic Reports and the audited financial statements for the year.

#### Objects, aims, objectives and activities

##### Charitable Objects

The objects of the Charity, as outlined from 1 September 2012 in its Articles of Association, are "to advance the education of boys and girls by the provision of a boarding and/or day school or schools in or near Uppingham and by the provision of ancillary or incidental educational activities or other associated activities for the benefit of the community".

##### Public Benefit Aims and Intended Impact

Within these objects, it is our aim to benefit the public by promoting a truly holistic education, pioneered at Uppingham in the 19th Century, where young people attain the highest academic levels balanced with an extensive co-curricular programme, which aims to develop life-long interests, promote pupils' well-being, and cultivate a desire to contribute to their communities. Uppingham is a full boarding school in which pupils are engaged in a broad educational programme seven days a week, and, accordingly, has an unequivocal commitment to excellence and innovation in the pastoral care of pupils.

Uppingham School is committed to benefitting the public, both through its charitable objects, and in a broader context as a good neighbour and as a thriving economic entity. In the furtherance of these aims the Trustees have approved a Public Benefit policy, and complied with the duty under s.17 of the Charities Act 2011 to have due regard to the Charity Commission's published general and relevant sector-specific guidance concerning the operation of the Public Benefit requirement under that Act.

Uppingham currently has a record number of 805 pupils, who come from all over the country and abroad. Founded in 1584 by Archdeacon Robert Johnson and raised to its present eminence in the 19th Century by the great educationalist Edward Thring, Uppingham continues to flourish today. Originally a boys' school, girls were first accepted into the Sixth Form in 1975 and the School has been fully co-educational since 2001. High academic standards are a priority to the School and in addition there is a strong commitment to music, drama, art, design, technology and sports. The all-round education, for which Thring made Uppingham famous, is further enhanced by pupil involvement in the 'Make a Difference' community service programme, the Duke of Edinburgh's Award Scheme, expeditions and many other activities.

##### Educational outreach and community involvement

The School sits at the heart of a small market town and is committed to working closely both with local schools and the local community. In addition to providing means-tested bursaries for local children to attend the School, the public benefits through educational outreach which includes pupil-led tuition in Latin and Maths, providing classroom assistance, joint pedagogical projects with subject leaders in state maintained schools, leading community music programmes in primary schools, helping run extra-curricular school clubs, practice for university interviews, staging musical concerts, and supporting mental health programmes for schoolchildren in Rutland. These activities were curtailed in 2020 due to the closure of schools during the COVID-19 pandemic.

# Report of the Trustees

## Directors' Report

The School has a relationship of mutually beneficial co-operation with the David Ross Educational Trust, with which the School has signed a Memorandum of Understanding supported by annually agreed plans of action. Uppingham continues to support individual DRET schools by engaging in areas such as music, community service, CCF, arts, sports, pastoral care, higher education and careers advice, residential experiences, curriculum development, as well as providing subject-specialist masterclasses. At present, Uppingham is strategising long-term educational projects with DRET with the intention of transforming the lives of young people across the East Midlands.

The 'Make a Difference' community service programme runs alongside the Duke of Edinburgh's Award Scheme and Combined Cadet Force, in which pupils regularly visit elderly people, work in local schools and help with the disabled. The School's sporting facilities are made available to schools, clubs and teams in the area and the public enjoy access to the School's 59 acres of playing fields. Other School facilities are made available to local societies, schools and clubs for educational purposes and performances and shows, and the Estates department gives assistance to the town of Uppingham on technical and horticultural matters. Pupils and staff from the School perform weekly lunchtime concerts in the town's church.

### Structure, Governance and Management

#### Governing documents

Uppingham School is a registered charity (number 1147280) and is incorporated as a company limited by guarantee (company number 08013826). The company is governed by Articles of Association. The company's charitable objects are "to advance the education of boys and girls by the provision of a boarding and/or day school or schools in or near Uppingham and by the provision of ancillary or incidental educational activities or other associated activities for the benefit of the community".

All the undertakings of the School were transferred across to the company upon incorporation on 1 September 2012, with the exception of endowed properties ('specie' land) and assets, which continue to be held in the Archdeacon Robert Johnson Trust. A 'Uniting Order' from the Charity Commission removes the need to prepare separate accounts for both company and trust.

#### Appointment and induction of Trustees

The Trustees who served during the year and since the year-end are shown on page 3. Under the Articles of Association, Trustees must not number fewer than seven nor more than twenty-one persons: two ex-officio, two appointed, and between five and seventeen co-optative Trustees. Appointed Trustees are appointed by the Hospital of St John and St Anne in Oakham, and by the Headmaster and teaching staff of the School. Co-optative Trustees are appointed by fellow Trustees exercising a majority opinion.

Trustees are recruited as much as possible to represent a cross-section of skills and experience considered most useful in addressing the issues facing the School. A Nominations Committee maintains a shortlist of potential Trustees. The Chair interviews all proposed Trustees and presents their credentials to the Trustee board, whose approval is required before they are invited to join it. In addition to key documents, including the AGBIS Guidelines for Governors,

## Report of the Trustees Directors' Report

Trustee induction includes child protection training, a pupil tour of the School, lesson observation, meetings with Headmaster and Bursar, and usually a lunch with pupils in a boarding house. Ongoing training of Trustees on topical subjects is made available on a regular basis, and a programme of annual Trustee day-long observations of the workings of the School is in place.

Trustees carry out a governance self-evaluation exercise every two years. The seven principles in The Charity Governance Code published in July 2017 are reflected in that exercise.

### Organisational management

The Trustees of the Charity are responsible for the overall management and control of the School and meet three times a year.

There are two principal Trustee sub-committees. The Finance and General Purposes Committee (F&GP) meets two weeks before each meeting of the full Trustees, and addresses matters relating to finance, operations, estate, and investments. The F&GP works under the chairmanship of Mr Richard Tice, and the other members are indicated on page 3. The other principal sub-committee is the Education Committee, chaired by Mr Keith Budge, which addresses matters relating to the educational, academic and pastoral agenda. This committee also meets once a term and its members are indicated on page 3.

A sub-committee of F&GP, the Investment Sub-committee monitors the performance of the School's investments, whose management is delegated to Cazenove Capital Management Ltd, a firm of professional investment managers. It meets immediately before each F&GP meeting and reports to that meeting.

The Audit sub-committee, which is chaired by a Trustee not chairing F&GP, and whose membership excludes the Chair of Trustees, meets once a year. It is responsible for reviewing the financial statements, internal control, risk management, and the external audit, and reports directly to the Trustees.

The International Schools sub-committee, chaired by the Chair of Trustees, monitors progress towards the establishment of Uppingham-branded schools overseas with partnering investors.

The Estates sub-committee monitors the development of the School's Infrastructure Strategy.

The work of implementing most of the Trustees' policies and the day to day running of the School is delegated to the Headmaster and Bursar. The Headmaster and Bursar attend the meetings of the above committees and are supported by the School's executive leadership teams and together this group are the key management personnel.

Remuneration is set by the Headmaster and Bursar and overseen by the Trustees, with the policy objective of providing appropriate incentives to encourage enhanced performance and of rewarding fairly and responsibly individual contributions to the School's success.

# Report of the Trustees

## Directors' Report

The appropriateness and relevance of the remuneration policy is reviewed annually and ensures that the School remains sensitive to the broader issues of pay and employment conditions elsewhere. Delivery of the School's charitable vision and purpose is primarily dependent on its personnel, and staff costs are the largest single element of its charitable expenditure.

### Group structure and Relationships

The School has wholly owned non-charitable subsidiaries, whose activities and trading performance are discussed below: Uppingham School Enterprises Ltd; Uppingham School International Ltd (dormant); Uppingham School (Asia) Ltd; Uppingham School (Selwyn) Ltd (dormant); and Uppingham School (Construction) Ltd (dormant).

Uppingham School belongs to several representative bodies in the independent school sector, whose goal is the enhancement of the highest standards of education. We also cooperate with local schools and organisations to widen public access to the schooling we can provide, to optimise the educational use of our cultural and sporting facilities, and to awaken in our pupils, in the public interest, an awareness of the social context of the all-round education they receive at Uppingham School.

### Equality Act

Uppingham School complies with the Equality Act 2010 and is committed to providing equal opportunities in employment. The School's policies seek to avoid unlawful discrimination in all aspects of employment including recruitment, promotion, opportunities for training, pay and benefits, discipline and selection for redundancy.

### **Statement of Trustees' Responsibilities**

The Trustees (who are also directors of the charity for the purposes of company law) are responsible for preparing the Report of the Trustees and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards).

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 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 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.

## Report of the Trustees Directors' Report

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 charity and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Trustees confirm that:

- so far as they are aware, there is no relevant audit information of which the company's auditors are unaware, and
- they have taken all the steps that they ought to have taken as Trustees to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

# Report of the Trustees

## Strategic Report

### Objectives and Strategies

#### Objectives for the year

The objectives for the year ended 31 August 2020 included:

- Delivery of the third-year targets in the educational strategy, under the headings of academic performance, curriculum reform, teacher development, pastoral improvement, 'whole person' co-curricular development, and culture and values;
- Delivery of the School's 'Beyond 2020' strategic plan including educational strategy (as above), affordability and socio-economic diversity, funding streams, size and shape of the School, infrastructure and people strategy.

#### Strategies to achieve the year's objectives

The educational strategy's third year included (inter alia) the design of a new academic information management system, the further development of pupil performance tracking, the development of a revised Fourth Form curriculum and a 'parallel' Sixth Form curriculum, the introduction of the Uppingham Enrichment Programme, reviews of Duke of Edinburgh's and CCF programmes alongside a review of the structure of the week, further work on the Teacher Development programme which included a new system of teacher appraisal and the introduction of coaching skills and audio-visual techniques for sharing best practice, training and resources in developing the role of the tutor, a review of wellbeing tracking systems, and continued refinements to already excellent safeguarding practices.

In response to the closure of UK schools by the Government in March 2020 due to the COVID-19 pandemic, the School quickly launched 'Virtual Uppingham' which delivered the entire timetable and curriculum to pupils 'live' using video conferencing technology with a high degree of success, including several innovations which have been incorporated into the School's normal operations.

Other responses included a fee discount for the Summer Term, fee or payment support for parents whose livelihoods were affected by the pandemic, and intensive planning for reopening in September 2020 under the banner of 'Keeping Uppingham Safe' which received national coverage as an exemplar of innovative best practice. Despite a six-month absence and uncertain economic conditions, the School reopened in September 2020 with a record number of pupils.

Other work included a Trustee 'strategy day' which reviewed market and economic conditions and the shape and size of the School. The School's brand and corporate identity were completely revised and modernised to reflect the School's forward-looking ethos. The People Strategy made rapid progress. A design and project team began work on the modernisation of boarding houses, but this project as well as others were temporarily postponed in the wake of the COVID-19 pandemic and nationwide lockdown.

# Report of the Trustees

## Strategic Report

### Review of achievements and performance for the year

#### Pupil roll

In the year under review, Uppingham School had 793 (2019: 796) pupils, of whom 777 (2019: 783) were boarders and 16 (2019: 13) were day pupils.

#### Operational performance

Following the COVID-19 pandemic and national closure of schools in March 2020, the School reopened in September 2020 with a record roll of 805 pupils. The School is strongly subscribed for 2021 and 2022, giving confidence that the current pupil roll will be sustained, albeit with a degree of caution over the longer-term economic impacts of the COVID-19 pandemic and Brexit. This confidence arises partly from our resolve to improve academic standards and all-round excellence of the School. Examination results in 2020 were very strong, based this year on the School's rigorous and data-driven Centre-Assessed Grades, which were mandated by the Government after its policy change from the Ofqual-imposed algorithm. The A-level pass rate was 100%, with 28% graded A\*, 69% graded A\* or A, and 87% of subjects graded A\*, A or B. The GCSE pass rate was 100% with 24% of subjects graded 9, 53% graded 9 or 8 and 80% graded 9 to 7. This year 85% of leavers went on to higher education. Of this group, 28% gained places at institutions ranked in the global top 50, and 51% ranked in the global top 100. Of these places, 76% were at Russell Group universities.

Until the closure of UK schools in March 2020, these academic achievements were attained without affecting our sporting activities with full fixture lists being played out every week of the academic year across a wide range of sports including rugby, hockey, cricket, athletics, lacrosse, tennis, netball, swimming, badminton, basketball, sailing, fencing, football, fives and squash. Uppingham has a very distinguished reputation for music. In addition to curricular music, a very busy programme of weekly recitals, house and year-group concerts and larger public performances in the UK and abroad, offer pupils of all abilities regular chances to perform. The School has three music schools, including the superb Paul David Music School, named in honour of the first Director of Music ever appointed to an English School.

As well as music, theatre, drama, art, design and technology all flourish at Uppingham. There is a fully equipped 300-seat theatre, together with the Williams Studio Theatre, which regularly stages School productions as well as playing host to a variety of visiting professional companies. The Art, Design and Technology department, which occupies the award-winning Leonardo Centre, continues to produce excellent exam results.

#### Developments

The School's infrastructure strategy includes the modernisation of boarding houses, the configuration of additional day places and an extension to the Upper cricket pavilion. The 'Thring Axis' project, linking the northern boarding houses and a new staff car park to the heart of the School via a refurbished public footpath, new road crossing and access gates, was completed in February 2020. Planning and Historic Building applications for the Upper Pavilion will be determined in October 2020. Design work for the modernisation of boarding houses was temporarily halted in the wake of the national COVID-19 lockdown but is being revived in the Autumn of 2020.

# Report of the Trustees

## Strategic Report

### Fundraising performance

The Foundation had a successful year despite the pandemic, raising funds primarily for means-tested bursaries enabling more pupils to benefit from the School's education who otherwise could not afford the fees. Donations totalled £800,069 (2019: £153,168).

Fundraising during the year was carried out solely by the Development team with support from alumni and parents. No external fundraising individuals or companies were employed. The School is signed up to the Fundraising Regulator which oversees the Code of Fundraising Practice and there were no incidences of failures to comply with fundraising standards, nor any complaints received. The School adheres to the new GDPR regulations and contacts only those for whom our communications will be relevant and of interest.

### Section 172(1) statement

The Trustees have acted in accordance with their duties codified in law, which include their duty to act in the way in which they consider, in good faith, would be most likely to promote the success of the School for the benefit of its members as a whole, having regard to the stakeholders and matters set out in section 172(1) of the Companies Act 2006.

In discharging their duties above, the Trustees carefully consider, amongst other matters, the impact on and interest of other stakeholders in the School and factor these into their decision-making process.

### Pupils

Boarding and day pupils alike benefit from the School's excellent pastoral provision with staff placing as much importance on pupils' all-round personal development as they do on academic progress. Pupils are actively encouraged to offer suggestions on the operation of the School through committees, houses or tutor meetings, and this pupil voice is actively considered in decisions made by the Uppingham Leadership Team and Trustees.

The pupil-centric focus continued during the Government-mandated closure of the School site and the move to 'Virtual Uppingham', recognising the challenges faced by pupils during lockdown. Staff worked with individuals and groups of pupils to address any concerns and organised online events designed to maintain social interaction and pupil motivation.

### Employees

The School recognises that the qualities, skills and commitment of its employees play a major role in the School's success. Regular briefings keep staff informed of School-wide developments, and wide-ranging employee benefits enhance their quality of life. Staff wellbeing has been a key focus this year and will be a continued area of attention, along with equality, diversity and inclusion. Furloughed staff were successfully re-integrated as they returned from an extended period of absence from the site.

# Report of the Trustees

## Strategic Report

### Parents

The School recognises the many benefits of engaging with parents and has reimagined its communications with parents over the past twelve months. An historic reliance on written communication has given way to digital innovations such as Headmaster's filmed 'letters', regular Zoom-based interactive forums, online parent teacher meetings, as well as streaming live and recorded audio-visual events and podcasts. Although written communications continue, they are disseminated via a new platform which offers greater interactivity and clarity of communication. A parental survey undertaken during lockdown affirmed the success of Virtual Uppingham and emphasised how parents valued the new methods of including them in the broader experiences of school life.

### Community

The School is proud of its place in the local community and conscious that, as the largest employer in the town of Uppingham, it has a significantly beneficial impact on the local economy and on local cultural life. During the COVID-19 crisis the School has sought to keep the local community informed of its plans via social media, several hand-delivered written communications to every home in the Town, the publication of detailed documentation accessible to all residents, and creating close links with Uppingham Town Council and other representative bodies.

The School endeavours wherever possible to enable local schools and sports clubs to benefit from its academic and co-curricular facilities. The pupil 'Making a Difference' programme works with local charities and social organisations to channel pupils' support and assistance to the elderly and disabled. During the national COVID-19 lockdown, staff and pupils created new ways in which they could support the local community via fundraising and by providing PPE for key workers.

### **Financial review and results for the year**

A summary of the results of the year's operations is given in the statement of financial activities on page 23.

School fee income is 7.2% lower than last year despite a fee increase because a 30% discount was granted by the Trustees on all Summer Term fees due the Government-mandated closure of the School in late March 2020, at a cost of £2,810,499.

The net financial impact of the School's closure between March and June 2020 was a loss of £1,545,403, as reported in Note 4 to the accounts. This exceptional loss consisted of the Summer Term fee discount of £2,810,499 and operating costs of £105,840, offset by Government Furlough and Business Support grants of £1,370,936. Operating costs included the purchase of single classroom desks to enable social distancing, PPE equipment, antiviral cleaning products, signage, and overseas trip and Leavers' Ball cancellation costs. Further operating costs incurred to manage the virus will continue into the 2020/21 academic year. These losses did not affect the School's ability to meet the interest cover covenant in its Note Purchase Agreement with BAE Pension Funds.

## Report of the Trustees

### Strategic Report

The School's cash reserves at the year-end were strengthened by the postponement of infrastructure and some refurbishment expenditure in the wake of the uncertainties surrounding the COVID-19 pandemic and national lockdown. Existing loan monies will be boosted by the final drawdown of £6.25m in November 2020 of a £25m fixed-interest loan from BAE Pension Funds arranged in 2017.

A number of scenarios have been prepared which consider cash position, sources of income and planned expenditure. This includes the impact of COVID-19 on operations, together with assumptions around recovery thereafter. These scenarios consider reduced pupil numbers, delayed fee payment, reduced fees and potential bad debts as well as impact on costs from the measures taken so far. Sensitivity around these assumptions has also been considered in forecasting. Results of this cash flow and sensitivity analysis indicate that cash reserves of the Charity are adequate to meet the Charity's obligations as they fall due.

Having regard to the above, the Trustees believe it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

Awards totalling £2,087,084 (2019: £2,085,540) were made to pupils for scholarships, bursaries, and other grants from unrestricted funds, and further awards from restricted funds amounted to £321,258 (2019: £402,966).

The Charity's principal funding sources were School fees (87% of incoming resources), Government Grants (5%), donations (3%), trading turnover (2%), other activities (1%), investment income (1%), and rents, lettings and other income (1%).

Net outgoing resources of (£240,023) included a surplus of £497,677 of restricted income, mainly due to new donations exceeding Bursary awards.

The net movement of funds shows an overall decrease of £1,496,131 reflecting the above net outgoing resources offset by net investment gains of £160,892, and a £1,417,000 actuarial loss on the pension scheme.

The School carries out its UK trading operations through a wholly owned subsidiary company, Uppingham School Enterprises Limited (USE Ltd). The company made a loss of £87,001 due to the national lockdown and other measures introduced by the Government to curb the COVID-19 pandemic. No lettings could take place either at Easter or over the summer, and both the Sports Centre and School Shop had to close.

The loss came after reversing £70,435 of last year's gift aid of £210,530, with only £140,095 paid to Uppingham School in May 2020.

The School's international trading operations are carried out through a wholly owned subsidiary, Uppingham School (Asia) Limited. In its second period of trading, the company made a loss of £165,687, resulting in an anticipated gift aid payment of £72,840 to Uppingham School being reversed to reduce the loss to £92,847.

# Report of the Trustees

## Strategic Report

### Fee remissions

The School awarded £5,218,842 (2019: £2,488,506) in fee discounts, scholarships, and means-tested bursaries, of which £2,810,499 related to the COVID-19 fee discount for the Summer term. Scholarships are awarded for academic, musical, drama, artistic, sporting and all-round excellence; the accompanying financial discount is a small proportion of the fee. Means-tested bursaries are designed to widen public access to the School's education to those who otherwise could not afford the fees and relieve hardship where the pupil's education and prospects would otherwise be at risk.

There are currently 226 pupils (2019: 209) at Uppingham receiving means-tested bursaries, scholarships and other fee discounts which are financed by the School through general and restricted funds, and 4 (2019: 7) of these pupils also receive remissions funded by third parties.

Means-tested Bursaries were awarded to 74 pupils (2019: 74), worth £1,433,181 (2019: £1,416,700) in fee support. Means-tested Bursaries cover a wide range of remission from 10% up to 100%+ of the fees (in the latter case including support for uniform and additional charges), as follows:

| Means-tested Bursary % | No. of pupils 2019/20 | No. of pupils 2018/19 |
|------------------------|-----------------------|-----------------------|
| 1% - 25%               | 12                    | 17                    |
| 26% - 50%              | 23                    | 26                    |
| 51% - 75%              | 27                    | 18                    |
| 76% - 105%             | 12                    | 13                    |
|                        | <b>74</b>             | <b>74</b>             |

### UK trading subsidiary

The School's UK trading subsidiary, Uppingham School Enterprises Ltd, which runs a programme of Easter and summer lettings, the School Shop, and the commercial activities of Uppingham School Sports Centre, had a difficult year as a result of the pandemic (see note 5). Sales fell to £1,158,069 (2019: £1,493,248) and a loss of £157,436 was incurred before gift aid write back (2019: profit of £203,503).

The Directors are optimistic that business will improve in the year ending 31 August 2021: the School Shop will reopen in new premises closer to the heart of the School, and lettings business is expected to pick up in the Easter and summer of 2021. The Sports Centre will reopen to the paying public at Easter 2021 at the earliest, in order not to present a risk of infection to the School's boarding community. The Directors have reviewed the cash flow forecasts for the year ending 31 August 2021 and have agreed a loan from Uppingham School of up to £350,000 to support the company until the company's income resumes.

### Appropriation of resources

The Trustees recommend that any unrestricted surplus at the end of the year be carried forward.

# Report of the Trustees

## Strategic Report

### Fixed assets

The valuation of the land and buildings of the Charity depends largely on their continued use as a boarding school or similar activity. The Trustees are satisfied that, assuming that they continue to be used for their current purposes, any significant difference between the current market value of the land and buildings and the value at which they are shown in these Financial Statements would have no material impact on the School's operations or financial viability. Changes in fixed assets during the year are set out in Note 9 to the financial statements.

### Reserves policy

Disregarding the notional pension-funding deficit calculated under FRS102 (see below), at 31 August 2020, the total funds of the School were £71,995,730. Of these, £8,274,414 were permanent endowment funds and £2,052,052 were restricted funds. This leaves unrestricted funds of £61,669,264 of which £359,606 has been designated by the Trustees and £75,051,815 are represented by fixed assets. Therefore, the School currently has a surplus on free reserves of £5,007,843 (after taking account of capital borrowings of £18,750,000) which primarily represents funds due to be expended on fixed assets.

Total unrestricted funds as shown in the accounts include a notional funding deficit of £6,180,000 (2019: deficit £4,654,000) calculated under FRS102 in respect of the Charity's defined benefit pension scheme for support staff. The Trustees believe that this notional funding calculation, which can vary considerably between surplus and deficit according to the assumptions made at each year end, has no material effect on the Charity's cash flows in the short term, and that in the longer term its effects are sustainable out of future income. For this reason, the Trustees consider that it should be disregarded for reserves policy purposes. The surplus on free reserves is consistent with the Five-year Cash Projection, which is updated and considered by the Trustees on a regular basis. The Trustees are committed to providing an excellent environment for pupils at the School by improving its academic, pastoral and extra-curricular facilities. This programme is reviewed and updated on a regular basis, along with its impact on cash flows. In addition to the improvements programme the School has undertaken a buildings condition survey to ensure that an adequate maintenance programme is in place to protect the School's fabric and plant for the long term. The School's policy is to operate with a deficit on free reserves and, over the foreseeable future, to continue to finance these two programmes through surpluses. This policy is managed prudently by ensuring that cash 'headroom' (defined as cash balances plus available bank overdraft) never falls below £3 million.

The School's management of reserves will be reviewed on an annual basis by the Trustees.

### Investment policy and performance

The Trustees' investment powers are governed by the Articles of Association and by the Trustee Act 2000. The Trustees' policy is to maintain income while building the real value of endowed investments over the long term, and to maximise income on temporarily invested restricted funds.

# Report of the Trustees

## Strategic Report

The School's investments have continued to be managed in conformity with the policy and the Articles of Association. Their performance is measured regularly against a composite benchmark representing a weighting to market indices in line with the long-term strategic asset allocation. The long-term benchmark since the appointment of Cazenove Capital as fund managers in September 2013 was amended from an RPI-related target to CPI + 4.0% in March 2020.

For the period under review, the Scholarship & Prizes portfolio returned 2.2% and the General Endowment portfolio returned 2.1% compared with a composite benchmark return of 4.4% and one-year CPI + 4.0% return of 6.2%. It was a significantly more volatile period for equity markets than in previous years due to the worldwide COVID-19 pandemic. The portfolio's global approach to equities was beneficial, with the gap between UK and overseas equities growing wider this year. The US and China were key contributors, along with the thematic allocation to technology, while the UK continues to be the main detractor. Elsewhere in the portfolio, the allocation to gold was also positive.

### Principal risks and uncertainties

The most significant risks identified by the Trustees are declining fee income (through recession, declining popularity of boarding or fee affordability, particularly in the wake of COVID-19 and Brexit); political and economic uncertainty; government policy towards independent schools and visas for overseas pupils; pension costs; inadequate strategic planning; insufficient range of skills on the Trustee body; inadequate academic performance; inadequate boarding and teaching facilities; an underfunded bursaries strategy; the affordability of fees; pension commitments; changes in tax legislation; pupil safeguarding issues; increasing energy costs; significant health and safety risks such as a boarding house fire or offsite accident; site security risks; poor catering standards; and failure of key software or hardware.

The Trustees are responsible for the management of the risks faced by the School. Detailed considerations of risk are delegated to the Finance & General Purposes Committee, which is assisted by the Uppingham Leadership Team. Risks are identified and assessed, and controls established throughout the year. A formal review of the Charity's risk management processes is undertaken on an annual basis.

The key controls used by the Charity include:

- formal agendas for all Committee and Board activity;
- detailed terms of reference for all Committees;
- comprehensive strategic planning, budgeting, management accounting, and cash flow forecasting;
- established organisational structure and lines of reporting;
- formal written policies, including child protection, safeguarding, health and safety, crisis management, and compliance with all relevant legislation applicable to schools;
- clear authorisation and approval levels; and
- vetting procedures as required by law for the protection of children.

# Report of the Trustees

## Strategic Report

Through the risk management processes established for the School, the Trustees are satisfied that the major risks to which the School is exposed have been reviewed and systems or procedures have been established to manage those risks. It is recognised that systems can provide reasonable but not absolute assurance that major risks have been adequately managed.

The Trustees regularly review the effectiveness of current plans and strategies for managing all identified major risks for both the School and its subsidiaries.

### Future Plans

#### Objectives for the forthcoming year

The objectives for the forthcoming year are as follows:

- Delivery of the final-year targets in the educational strategy, under the headings of academic performance, curriculum reform, teacher development, pastoral improvement, 'whole person' co-curricular development, and culture and values;
- Delivery of the School's 'Beyond 2020' strategic plan including educational strategy (as above), affordability and socio-economic diversity, funding streams, size and shape of the School, infrastructure and people strategy;
- Trustee approval of new editions of the School's educational and business strategic plans.

## Report of the Trustees

### Streamlined energy and carbon reporting

#### Energy and emissions report

During the year, the School has continued to implement changes and improvements in energy efficiency and environmental actions across the estate, using the Energy Saving Opportunities (ESOS Phase 2) energy surveys as its basis. This included replacing lighting within two of the fifteen boarding houses with energy-efficient LED lighting. This replacement programme has also extended to academic buildings and will progress during the next academic year. In addition, we have re-assessed the replacement and maintenance programme for existing heating installations, providing improved local control and an increased level of energy monitoring across the estate. Approximately 22 buildings account for 90% of energy consumption and therefore improvements continue to be focused in these areas.

Notably, the plantroom replacement within the Lodge Boarding House consisted of the removal of the existing plant and replacement with a higher capacity, more efficient system including reduced overall servicing costs regarding legionella and boiler maintenance. The new system includes a dedicated 'private-side' boiler to make the system more versatile and cost-efficient outside School terms, allowing the House to be turned off but enabling the private side to have heating and hot water on demand. In addition, existing boilers were also replaced with energy efficient boilers to one academic building and three residential units. Further improvements have been made to existing plantrooms to increase the lagging of pipework and reduce heat loss. The combined approach of maintenance and the use of energy efficient plant and fittings will have a positive effect on reducing our building emissions in the year ahead.

We continue to work hard to increase staff awareness across the School both in terms of energy usage, waste and environmental good practice. We continue to monitor the use of buildings. Due to the COVID-19 pandemic, on-site operations over the last year have been reduced with 'Virtual Uppingham' functioning during the lockdown period. The increased level of working from home significantly reduced the need for commuting.

## Report of the Trustees

### Streamlined energy and carbon reporting

We have measured scope 1 and 2 emissions and included scope 3 emissions related to employee use of their own vehicles, where they claim mileage allowance ('grey fleet'). The intensity ratio chosen was tCO<sub>2</sub>e per pupil (tonne of Carbon Dioxide-equivalent) as it was deemed to be the best metric which could be used constantly over time and would reflect changes in both energy consumption and operations:

| Type of emission                      | Activity         | 2019-20 kWh       | 2019-20 tCO <sub>2</sub> e | 2019-20 % of total |
|---------------------------------------|------------------|-------------------|----------------------------|--------------------|
| Scope 1                               | Natural gas      | 11,260,837        | 2070.5                     | 74.2%              |
|                                       | Transport (cars) | 139,408           | 32.0                       | 1.1%               |
|                                       | <b>Sub-total</b> | <b>11,400,245</b> | <b>2102.5</b>              | <b>75.3%</b>       |
| Scope 2                               | Electricity      | 2,934,098         | 684.1                      | 24.5%              |
|                                       | <b>Sub-total</b> | <b>2,934,098</b>  | <b>684.1</b>               | <b>24.5%</b>       |
| Scope 3                               | Grey car fleet   | 21,490            | 5.3                        | 0.2%               |
|                                       | <b>Sub-total</b> | <b>21,490</b>     | <b>5.3</b>                 | <b>0.2%</b>        |
| <b>Total gross emissions</b>          |                  | <b>14,355,832</b> | <b>2,792</b>               | <b>100%</b>        |
| Intensity metric:                     |                  |                   |                            |                    |
| Number of pupils                      |                  |                   | 793                        |                    |
| Tonnes of CO <sub>2</sub> e per pupil |                  |                   | 3.52                       |                    |

#### Auditors

Crowe U.K. LLP has indicated its willingness to be reappointed as statutory auditors.

This report, including the Directors' Report and the Strategic Report, was approved by the Board and signed on behalf of the Trustees:



**Barbara Matthews**

Chair of Trustees

5 December 2020

# Independent Auditor's Report to the Members of Uppingham School

## Opinion

We have audited the financial statements of Uppingham School for the year ended 31 August 2020 which comprise Consolidated Statement of Financial Activities, Consolidated and Charity Balance Sheets, 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 2020 and of the group's incoming resources and application of resources for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Trustees' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Trustees have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the charitable company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

## Other information

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

# Independent Auditor's Report to the Members of Uppingham School

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

## 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.

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 set out on page 7, 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 group's or 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.

# Independent Auditor's Report to the Members of Uppingham School

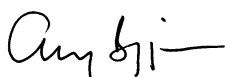
## Auditor's responsibilities for the audit of the financial statements

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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](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.



**Guy Biggin**  
Senior Statutory Auditor

For and on behalf of  
Crowe U.K. LLP  
Statutory Auditor  
Cheltenham

Date: 14 January 2021

# Consolidated statement of financial activities (including income and expenditure account) for the year ended 31 August 2020

| <b>INCOMING RESOURCES</b>                                                          | Notes | Unrestricted       | Restricted       | Permanent Endowment | <b>Total 2020</b>  | <i>Total 2019</i>  |
|------------------------------------------------------------------------------------|-------|--------------------|------------------|---------------------|--------------------|--------------------|
|                                                                                    |       | £                  | £                | £                   | £                  | £                  |
| <b>Charitable Activities</b>                                                       |       |                    |                  |                     |                    |                    |
| School fees                                                                        | 2     | 25,999,467         | -                | -                   | <b>25,999,467</b>  | 28,024,493         |
| Lettings                                                                           |       | 51,501             | -                | -                   | <b>51,501</b>      | 701,235            |
| Donations                                                                          |       | 27,506             | 772,563          | -                   | <b>800,069</b>     | 153,168            |
| Other activities                                                                   |       | 247,848            | -                | -                   | <b>247,848</b>     | 639,982            |
| <b>Activities for generating funds:</b>                                            |       |                    |                  |                     |                    |                    |
| Subsidiary turnover                                                                | 5     | 687,426            | -                | -                   | <b>687,426</b>     | 1,526,341          |
| Rents and lettings receivable                                                      |       | 56,690             | -                | -                   | <b>56,690</b>      | 72,023             |
| <b>Investment income</b>                                                           |       | 157,175            | 53,235           | -                   | <b>210,410</b>     | 209,281            |
| <b>Other income</b>                                                                | 3     | 1,699,421          | -                | -                   | <b>1,699,421</b>   | 247,820            |
| <b>Total incoming resources</b>                                                    |       | <b>28,927,034</b>  | <b>825,798</b>   |                     | <b>29,752,832</b>  | <b>31,574,343</b>  |
| <b>RESOURCES EXPENDED</b>                                                          |       |                    |                  |                     |                    |                    |
| <b>Cost of generating funds:</b>                                                   |       |                    |                  |                     |                    |                    |
| Fundraising costs                                                                  |       | 272,197            | -                | -                   | <b>272,197</b>     | 203,126            |
| Subsidiary costs                                                                   | 5     | 1,133,151          | -                | -                   | <b>1,133,151</b>   | 1,161,225          |
| Finance costs                                                                      | 6     | 771,623            | -                | -                   | <b>771,623</b>     | 580,373            |
|                                                                                    |       | 2,176,971          | -                | -                   | <b>2,176,971</b>   | 1,944,724          |
| <b>Charitable activities</b>                                                       |       |                    |                  |                     |                    |                    |
| School and grant-making                                                            | 6     | 27,482,364         | 328,121          | 5,399               | <b>27,815,884</b>  | 28,701,789         |
| <b>Total resources expended</b>                                                    | 6     | <b>29,659,335</b>  | <b>328,121</b>   | <b>5,399</b>        | <b>29,992,855</b>  | <b>30,646,513</b>  |
| <b>Net incoming resources before fair value movements on financial instruments</b> |       | <b>(732,301)</b>   | <b>497,677</b>   | <b>(5,399)</b>      | <b>(240,023)</b>   | <b>927,830</b>     |
| Investment gains and losses                                                        | 10    | 51,559             | (12,182)         | 121,515             | <b>160,892</b>     | 122,866            |
| Transfers                                                                          | 18    | 4,125              | (4,125)          | -                   | -                  | -                  |
| <b>Net income</b>                                                                  |       | <b>(676,617)</b>   | <b>481,370</b>   | <b>116,116</b>      | <b>(79,131)</b>    | <b>1,050,696</b>   |
| Pension scheme actuarial (loss)/gain                                               | 22    | (1,417,000)        | -                | -                   | <b>(1,417,000)</b> | (3,100,000)        |
| <b>Net movement of funds</b>                                                       |       | <b>(2,093,617)</b> | <b>481,370</b>   | <b>116,116</b>      | <b>(1,496,131)</b> | <b>(2,049,304)</b> |
| Fund balance carried forward at 31 August 2019                                     |       | 57,463,725         | 1,570,682        | 8,158,298           | <b>67,192,705</b>  | 69,242,009         |
| Fund balance carried forward at 31 August 2020                                     |       | <b>55,370,108</b>  | <b>2,052,052</b> | <b>8,274,414</b>    | <b>65,696,574</b>  | <b>67,192,705</b>  |

The notes on pages 27 to 50 form part of these financial statements

# Charity and Consolidated Balance Sheets as at 31 August 2020

|                                                  | Notes  | Group<br>2020<br>£ | Group<br>2019<br>£ | Charity<br>2020<br>£ | Charity<br>2019<br>£ |
|--------------------------------------------------|--------|--------------------|--------------------|----------------------|----------------------|
| <b>FIXED ASSETS</b>                              |        |                    |                    |                      |                      |
| Tangible assets                                  | 9      | 77,857,876         | 78,141,220         | 77,847,921           | 78,129,565           |
| Investments                                      | 10     | 9,420,820          | 9,232,195          | 9,450,381            | 9,261,756            |
|                                                  |        | <u>87,278,696</u>  | <u>87,373,415</u>  | <u>87,298,302</u>    | <u>87,391,321</u>    |
| <b>CURRENT ASSETS</b>                            |        |                    |                    |                      |                      |
| Stock                                            |        | 197,930            | 136,747            | 30,310               | 26,263               |
| Debtors and prepayments                          | 11     | 1,655,718          | 1,916,773          | 1,967,136            | 2,205,773            |
| Cash at bank and in hand                         |        | 17,184,187         | 23,810,592         | 16,932,234           | 23,419,086           |
|                                                  |        | <u>19,037,835</u>  | <u>25,864,112</u>  | <u>18,929,680</u>    | <u>25,651,122</u>    |
| <b>CREDITORS: due within one year</b>            | 12     | (5,838,972)        | (9,530,919)        | (5,631,267)          | (9,396,527)          |
| Fees in advance scheme                           | 14     | (4,199,216)        | (5,904,144)        | (4,199,216)          | (5,904,144)          |
| <b>Net Current Assets</b>                        |        | <u>8,999,647</u>   | <u>10,429,049</u>  | <u>9,099,197</u>     | <u>10,350,451</u>    |
| <b>Total assets less current liabilities</b>     |        | <u>96,278,343</u>  | <u>97,802,464</u>  | <u>96,397,499</u>    | <u>97,741,772</u>    |
| <b>CREDITORS: due after more than one year</b>   | 13     | (22,060,689)       | (21,866,152)       | (22,060,689)         | (21,866,152)         |
| Fees in advance scheme                           | 14     | (2,341,080)        | (4,089,607)        | (2,341,080)          | (4,089,607)          |
| <b>Net assets before pension surplus/deficit</b> |        | <u>71,876,574</u>  | <u>71,846,705</u>  | <u>71,995,730</u>    | <u>71,786,013</u>    |
| Pension scheme deficit                           | 22     | (6,180,000)        | (4,654,000)        | (6,180,000)          | (4,654,000)          |
| <b>Net assets after pension deficit</b>          |        | <u>65,696,574</u>  | <u>67,192,705</u>  | <u>65,815,730</u>    | <u>67,132,013</u>    |
| <b>FUNDS</b>                                     |        |                    |                    |                      |                      |
| Permanent endowment                              | 18     | 8,274,414          | 8,158,298          | 8,274,414            | 8,158,298            |
| Restricted                                       | 19     | 2,052,052          | 1,570,682          | 2,052,052            | 1,570,682            |
| Unrestricted                                     |        |                    |                    |                      |                      |
| General                                          | 16     | 61,190,502         | 61,693,286         | 61,309,658           | 61,632,594           |
| Designated                                       | 16, 17 | 359,606            | 424,439            | 359,606              | 424,439              |
|                                                  |        | <u>61,550,108</u>  | <u>62,117,725</u>  | <u>61,669,264</u>    | <u>62,057,033</u>    |
| Less – Pension deficit                           | 22     | (6,180,000)        | (4,654,000)        | (6,180,000)          | (4,654,000)          |
| <b>Net Unrestricted</b>                          |        | <u>55,370,108</u>  | <u>57,463,725</u>  | <u>55,489,264</u>    | <u>57,403,033</u>    |
| <b>Total Funds</b>                               |        | <u>65,696,574</u>  | <u>67,192,705</u>  | <u>65,815,730</u>    | <u>67,132,013</u>    |

The deficit for the financial year dealt with in the financial statements of the parent charity is £1,316,283 (2019: £2,042,277).

Approved by the Trustees and signed on their behalf:



Barbara Matthews:  
Trustee



Richard Tice:  
Trustee

5 December 2020

Company registered number: 8013826. The notes on pages 27 to 50 form part of these financial statements

# Consolidated cash flow statement for the year ended 31 August 2020

|                                                                | Notes | 2020                | 2019                |
|----------------------------------------------------------------|-------|---------------------|---------------------|
|                                                                |       | £                   | £                   |
| <b>Net cash flow from operating activities</b>                 | (i)   | <b>(1,158,643)</b>  | <b>3,708,360</b>    |
| <b>Returns on investments and servicing of finance</b>         |       |                     |                     |
| Interest paid                                                  |       | (571,250)           | (434,200)           |
| Dividends and interest received                                |       | <u>210,410</u>      | <u>209,281</u>      |
|                                                                |       | <b>(360,840)</b>    | <b>(224,919)</b>    |
| <b>Capital expenditure and financial investment</b>            |       |                     |                     |
| Purchase of tangible fixed assets                              |       | (2,034,702)         | (1,588,489)         |
| Proceeds from sale of tangible fixed assets                    |       | 12,945              | 15,629              |
| Repayment of Endowment Loan                                    |       | (24,100)            | (24,100)            |
| Investment of Cash Funds                                       |       | (3,631)             | (3,891)             |
| Purchase of investments                                        |       | (2,950,833)         | (4,586,760)         |
| Proceeds from sales of investments                             |       | <u>2,950,833</u>    | <u>4,598,060</u>    |
|                                                                |       | <b>(2,049,488)</b>  | <b>(1,589,551)</b>  |
| Net cash (outflow)/inflow before financing                     |       | <b>(3,568,971)</b>  | <b>1,893,890</b>    |
| <b>Financing</b>                                               |       |                     |                     |
| Net transfers to acceptance deposits                           |       | <b>396,021</b>      | <b>340,006</b>      |
| Increase in long term loan                                     |       | -                   | 6,250,000           |
| Fees in advance schemes:                                       |       |                     |                     |
| New fees in advance money                                      |       | 2,710,030           | 5,922,732           |
| Amounts accrued to contracts                                   |       | 48,635              | 112,625             |
| Amounts utilised                                               |       | (6,126,870)         | (6,234,086)         |
| Amounts repaid                                                 |       | <u>(85,250)</u>     | <u>(391,988)</u>    |
|                                                                |       | <b>(3,453,455)</b>  | <b>(590,717)</b>    |
| <b>(Decrease) / Increase in cash</b>                           |       | <b>(6,626,405)</b>  | <b>7,893,179</b>    |
| <b>Reconciliation of net cash flow to movement in net debt</b> | (ii)  |                     |                     |
| (Decrease)/increase in cash                                    |       | (6,626,405)         | 7,893,179           |
| Acceptance deposits – net increase                             |       | (396,021)           | (340,006)           |
| Fees in advance schemes – net paid out                         |       | 3,453,455           | 590,717             |
| Decrease in endowment loan                                     |       | 24,100              | 24,100              |
| Increase in long term loan                                     |       | -                   | (6,250,000)         |
| Change in net debt from cash flows                             |       | <b>(3,544,871)</b>  | <b>1,917,990</b>    |
| Net debt at 1 September 2019                                   |       | <b>(8,592,986)</b>  | <b>(10,510,976)</b> |
| Net debt at 31 August 2020                                     |       | <b>(12,137,857)</b> | <b>(8,592,986)</b>  |

The notes on pages 27 to 50 form part of these financial statements

# Consolidated cash flow statement for the year ended 31 August 2020

## (i) Reconciliation of net incoming resources to net cash flow from operation

|                                           | 2020<br>£   | 2019<br>£ |
|-------------------------------------------|-------------|-----------|
| Net incoming resources                    | (240,023)   | 927,830   |
| Depreciation                              | 2,318,045   | 2,298,954 |
| Net FRS102 costs                          | 109,000     | 106,000   |
| (Profit) on disposal of fixed assets      | (12,945)    | (15,629)  |
| Interest paid                             | 571,250     | 434,200   |
| Dividends and interest receivable         | (210,410)   | (209,281) |
| (Increase)/decrease in stock              | (61,183)    | 48,230    |
| Decrease/(increase) in debtors            | 261,054     | (452,907) |
| (Decrease)/increase in creditors          | (3,893,431) | 570,963   |
| Net cash (outflow)/inflow from operations | (1,158,643) | 3,708,360 |

## (ii) Analysis of net debt

|                        | At 31 August<br>2019<br>£ | Cash Flows<br>£ | At 31 August<br>2020<br>£ |
|------------------------|---------------------------|-----------------|---------------------------|
| Cash and bank balances |                           |                 |                           |
| Long term loan         | 23,810,592                | (6,626,405)     | 17,184,187                |
| Endowment loan         | (18,750,000)              | -               | (18,750,000)              |
| Acceptance deposits    | (333,383)                 | 24,100          | (309,283)                 |
| Fees in advance scheme | (3,326,444)               | (396,021)       | (3,722,465)               |
|                        | (9,993,751)               | 3,453,455       | (6,540,296)               |
|                        | (8,592,986)               | (3,544,871)     | (12,137,857)              |

# Accounting Policies for the year ended 31 August 2020

## 1. Accounting Policies

### Company information

The financial statements have been prepared in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS102), 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 (FRS102) – effective 1 January 2015. The accounts are drawn up on the historical cost basis of accounting, as modified by the revaluation of investment properties and other investments.

The functional currency of the School is £ sterling because that is the currency of the primary economic environment in which the School operates.

Having reviewed the funding facilities available to the School together with the expected ongoing demand for places and the School's future projected cash flows, the Trustees have a reasonable expectation that the School has adequate resources to continue its activities for the foreseeable future and consider that there were no material uncertainties over the School's financial viability. Accordingly, they also continue to adopt the going concern basis in preparing the financial statements as outlined in the Statement of Trustee Responsibilities on page 7.

The School is a Public Benefit Entity registered as a charity in England and Wales and a company limited by guarantee. The charity was incorporated as a company limited by guarantee on 1 September 2012, named 'Uppingham School' and registered as a Company and a Charity.

The accounts present the consolidated statement of financial activities (SOFA), the consolidated cash flow statement and the consolidated and Charity balance sheets, comprising the consolidation of the School and its wholly owned subsidiaries, Uppingham School Enterprises Limited (USE Ltd - registered company number 01130851) and Uppingham School (Asia) Limited (US(A) Ltd - registered company number 11334333). USE Ltd's registered office is Uppingham School, Uppingham, Rutland, LE15 9QD. US(A) Ltd's registered office is 20-24 High Street West, Uppingham, Rutland LE15 9QD. Uppingham School International Limited (company number 09895518) has not been consolidated into these accounts as it has remained dormant during the year.

No separate Statement of Financial Activities of the Company has been presented, as permitted by s408 of the Companies Act 2006.

All the undertakings of the School were transferred across to the company on 1 September 2012, with the exception of endowed properties ('specie' land) and assets. These continued to be held in the Trust, which was renamed the Archdeacon Robert Johnson Trust. A 'Uniting Order' was obtained from the Charity Commission, removing the need to prepare separate accounts for both company and trust.

# Accounting Policies for the year ended 31 August 2020

## Critical accounting judgements and key sources of estimation uncertainty

In the application of the accounting policies, Trustees are required to make judgement, estimates and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affected current and future periods. In the view of the Trustees, no assumptions concerning the future or estimation uncertainty affecting assets or liabilities at the balance sheet date are likely to result in a material adjustment to their carrying amounts in the next financial year.

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding year, is set out below:

a) Fees Receivable

Fees receivable are accounted for in the year in which the service is provided after deducting bursaries, scholarships and other remissions granted by the school, but include contributions received from Restricted Funds for scholarships, bursaries and other grants.

b) Rents Receivable, Summer School Income and Investment Income

Rents receivable, Summer School income and investment income are accounted for on an accruals basis.

c) Donations

Donations are accounted for as and when entitlement arises, the amount can be reliably quantified, and the economic benefit to the School is considered probable.

Donations received for the general purposes of the Charity are credited to unrestricted funds. Donations subject to specific wishes of the donors are carried to relevant restricted funds, or to endowed funds where the amount is required to be held as permanent capital.

Gifts in kind are valued at estimated open market value at the date of the gift, in the case of assets for retention or consumption, or at the value to the School in the case of donated services or facilities.

d) Trading income

Trading income is income arising from the non-academic enterprises of Uppingham School including the School Shop and Sports Centre and the letting of school buildings.

e) Resources Expended

Resources expended are accounted for on an accruals basis as soon as a liability is considered probable, discounted to present value for longer-term liabilities. Expenditure is allocated to expense headings on direct cost basis except for central costs, which are apportioned on the basis of the Trustees' estimate of time spent on the relevant function. Support costs include expenses which enable charitable activities and fund generating to be

## Accounting Policies for the year ended 31 August 2020

undertaken. Governance costs include expenditure on management, and compliance with constitutional and statutory requirements. The irrecoverable element of VAT is included with the item of expense to which it relates. Termination payments are accounted for as soon as the school is aware of the obligations to make payments.

### f) Tangible Fixed Assets

The School land, together with original School buildings (some of which are Grade I and Grade II listed properties) were purchased beginning with the inception of the School in 1584. These assets, both land and buildings, were revalued on 31 August 1992 at £31,486,000. In accordance with the transitional provisions of Financial Reporting Standard 15, this valuation has not been updated, although disposals have been removed. With effect from 1 September 2014, the freehold building element of the valuation is depreciated at the rates indicated below. The Charity is responsible for keeping the original buildings in fit and useful condition, and these costs are written off as incurred.

Depreciation is provided in equal annual instalments at the following annual rates, in order to write off the cost of all relevant tangible fixed assets less estimated residual value based on current market prices, over their expected useful economic lives, as follows:

|                                   |                           |
|-----------------------------------|---------------------------|
| Freehold Buildings                | 1-4% on cost or valuation |
| Fittings, furniture and equipment | 5-20% on cost             |
| Motor Vehicles                    | 20% on cost               |
| Computers and IT infrastructure   | 10-33% on cost            |

Assets under construction are not depreciated until the assets are brought into use.

Assets over a value of £3,000 are capitalised individually. New IT additions with a value of less than £3,000 are capitalised as a "bulk" asset, depreciated over four years and disposed of after five years.

### g) Investments

Investments are carried at market value. Any change in market value between financial years (or from the date of purchase if purchased during the year) is shown as unrealised gains or losses.

Realised gains or losses on disposals are calculated as the difference between the opening market value of the disposed item and disposal proceeds received during the year. Realised and unrealised gains and losses are included in the Statement of Financial Activities. Investments in subsidiaries are valued at cost less provision for impairment.

## Accounting Policies for the year ended 31 August 2020

### h) Fees in Advance Schemes

#### Standard

The School has accepted composition sums in respect of certain pupils and in return has undertaken to discharge defined amounts of the fees chargeable in respect of those pupils subsequent to 31 August 2020. In the event of a pupil's withdrawal from the School before all the agreed amounts have been credited, the School has agreed to return a proportionate part of the composition sum, or to transfer the defined fixed amounts to another School.

The School's liability in respect of advance fees which it has accepted has been brought into these accounts as the liability which would arise if all the pupils covered by such arrangements completed the full term period of the contract entered into.

#### Inflation free

The School has also accepted deposits that guarantee fees payable up to the amount deposited, some of which are fixed at the 2013-14 fee rate over five years from 2014-15 and others are fixed at the 2015-16 fee rate over five years from 2016-17. In the event of a pupil's withdrawal from the School before all the amounts have been credited, the balance remaining will be returned.

The liability recognised in respect of this Scheme is considered to be a non-basic financial instrument and has therefore been classified as a financial liability measured at fair value through profit or loss.

### i) Pensions

The School contributes to the Teachers' Pension Defined Benefits Scheme at rates set by the Scheme Actuary and advised to the Board by the Scheme Administrator. The scheme is a multi-employer pension scheme and it is not possible to identify the assets and liabilities of the scheme which are attributable to the School. In accordance with FRS102 therefore, the scheme is accounted for as a defined contribution scheme.

The School runs a Defined Benefits pension scheme for support staff, although this is now closed to future accrual. Rates are set by the Scheme Actuary and advised to the School by the Scheme Administrator. This scheme is being accounted for under FRS102, with the annually calculated notional surplus or deficit on the funding of the Scheme shown in the accounts as a designated fund entitled 'Pensions Reserve', which is deducted from Unrestricted Funds in the balance sheet.

The School also contributes to a defined contribution Group Pension Scheme for support staff, which was set up shortly after the defined benefits scheme was closed to new members. Contributions are invested by its members, and therefore do not appear on the School's balance sheet.

## Accounting Policies for the year ended 31 August 2020

j) Finance and Operating Leases

Where assets are financed by leasing arrangements that give rights approximating to ownership (finance leases), the assets are treated as if they had been purchased outright and the corresponding liability to the leasing company is included as an obligation under finance leases. Depreciation on leased assets is charged to the Statement of Financial Activities on the same basis as above. Leasing payments are treated as consisting of capital and interest elements and the interest is charged to the expenditure over the period of the lease.

All other leases are operating leases and the annual rentals payable are charged to expenditure on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term.

k) Stock

Stocks are valued at the lower of cost and net realisable value.

l) 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 and other taxes and provisions.

Assets and liabilities held in foreign currency are translated into GBP at the balance sheet date at an appropriate year end exchange rate.

Non-basic financial instruments are recognised at fair value at the balance sheet date, and changes in fair value are recognised in the Statement of Financial Activities.

m) Going concern

At the time of approval of the Annual Report, the COVID-19 pandemic continues to evolve and its long-term impact on the Charity, in common with other businesses, is unknown. The Trustees have reviewed the position carefully with a view to ensuring the ongoing provision of schooling for pupils as well as employment of staff. The Charity currently holds significant cash balances, supplemented, if needed, by an overdraft facility. Demand for school places remains strong, with record numbers enrolled for the academic year 2020/21. Conservative cashflow modelling with sensitivity analysis indicates that the cash reserves of the Charity are adequate to meet the charity's obligations as they fall due. Accordingly, the Trustees believe the School's financial resources are sufficient to ensure the School will continue as a going concern for the foreseeable future, being at least 12 months from the date of approval of the financial statements and have therefore prepared the financial statements on a going concern basis.

# Notes to the financial statements for the year ended 31 August 2020

## 2. SCHOOL FEES

|                                                                 | 2020<br>£   | 2019<br>£   |
|-----------------------------------------------------------------|-------------|-------------|
| The School's fee income comprised:                              |             |             |
| Gross fees                                                      | 30,897,050  | 30,110,033  |
| Less: total bursaries, grants and allowances                    | (2,408,342) | (2,488,506) |
| Less: COVID-19 discount on Summer Term 2020 fees                | (2,810,499) | -           |
| Net fees receivable                                             | 25,678,209  | 27,621,527  |
| Add back: Scholarships, Grants etc paid for by Restricted Funds | 321,258     | 402,966     |
|                                                                 | 25,999,467  | 28,024,493  |

## 3. OTHER INCOME

|                                    |           |         |
|------------------------------------|-----------|---------|
| Government Furlough Grant          | 1,345,936 | -       |
| Lease surrender income             | 108,619   | -       |
| Business Support Grant             | 25,000    | -       |
| Interest due on overdue fees       | 5,996     | 22,304  |
| Donated deposits                   | 57,341    | 35,000  |
| Registration fees                  | 123,464   | 110,565 |
| Theatre income                     | 19,178    | 39,591  |
| Profit on disposal of fixed assets | 12,945    | 15,630  |
| Music concert income               | -         | 23,371  |
| Other                              | 942       | 1,359   |
|                                    | 1,699,421 | 247,820 |

## 4. EXCEPTIONAL ITEMS RELATING TO THE COVID-19 PANDEMIC

|                                            | 2020<br>£   |
|--------------------------------------------|-------------|
| <b>Net fee income</b>                      |             |
| COVID-19 discount on Summer Term 2020 fees | (2,810,499) |
| <b>Other income</b>                        |             |
| Government Furlough/Business Support Grant | 1,370,936   |
| <b>Charitable Expenditure</b>              |             |
| Teaching                                   | (14,450)    |
| Welfare                                    | (17,890)    |
| Premises                                   | (55,108)    |
| Support                                    | (18,392)    |
|                                            | (105,840)   |
| <b>Net cost</b>                            | (1,545,403) |

# Notes to the financial statements for the year ended 31 August 2020

## 5. INCOME FROM THE SUBSIDIARY'S TRADING ACTIVITIES

The Charity owns the whole of the share capital of Uppingham School Enterprises Limited (USE Ltd), Company Number 01130851, which carries out the business of retailing and non-academic ventures for Uppingham School. Its trading results for the year, as extracted from the audited accounts, are summarised below, together with the School's own results for the year to distinguish them from the group results in the consolidated Statement of Financial Activities:

The results of material entities in the group are as follows:

|                                                                 | USE Ltd<br>2020<br>£ | 2019<br>£ | Charity<br>2020<br>£ | 2019<br>£    |
|-----------------------------------------------------------------|----------------------|-----------|----------------------|--------------|
| Turnover, grants and fee income                                 | <b>1,158,069</b>     | 1,493,248 | <b>27,098,885</b>    | 29,518,879   |
| Cost of sales: subsidiary                                       | <b>(477,531)</b>     | (543,803) | -                    | -            |
| Gross profit: subsidiary                                        | <b>680,538</b>       | 949,445   | <b>27,098,885</b>    | 29,518,879   |
| Administration: subsidiary                                      | <b>(837,974)</b>     | (745,942) | -                    | -            |
| Other income                                                    | -                    | -         | <b>1,634,209</b>     | 408,615      |
| Investment income receivable                                    | -                    | -         | <b>210,410</b>       | 209,281      |
| Net income for year                                             | <b>(157,436)</b>     | 203,503   | <b>28,943,504</b>    | 30,136,775   |
| Gift Aid donation                                               | <b>70,435</b>        | (210,530) | <b>(143,275)</b>     | 283,370      |
| Gross incoming resources: Charity                               |                      |           | <b>28,800,229</b>    | 30,420,145   |
| Costs of Charitable Activities                                  | -                    | -         | <b>(27,815,252)</b>  | (28,701,789) |
| Costs of Generating Funds: Charity                              | -                    | -         | <b>(1,043,809)</b>   | (783,499)    |
| Net income before fair value movements on financial instruments | <b>(87,001)</b>      | (7,027)   | <b>(58,832)</b>      | 934,857      |

The net assets of USE Ltd at 31 August 2020 were £3,251 (2019: £90,252).

Other income and administration include £68,823 (2019: £73,773) in respect of rent from USE Ltd. Sales from USE Ltd to the School amount to £264,217 (2019: £316,908) and within the subsidiary departments £42 (2019: £53).

The Charity also owns the whole of the share capital of Uppingham School (Construction) Limited, company number 12373636, which is dormant, and Uppingham School International Limited, company number 09895518, which is also dormant. In turn, Uppingham School International Limited owns the whole of the share capital of Uppingham School (Asia) Limited, company number 11334333, and Uppingham School (Selwyn) Limited, company number 12141906, which is dormant.

Other income includes £15,000 (2019: £15,000) in respect of trademark, branding and premises licence fees from US(A) Ltd.

# Notes to the financial statements for the year ended 31 August 2020

## 6. ANALYSIS OF TOTAL RESOURCES EXPENDED

|                               | Staff costs       | Other             | Depreciation     | Total<br>2020     | Total<br>2019     |
|-------------------------------|-------------------|-------------------|------------------|-------------------|-------------------|
|                               | £                 | £                 | £                | £                 | £                 |
| Cost of generating funds:     |                   |                   |                  |                   |                   |
| Fundraising costs             | 225,037           | 47,161            | -                | <b>272,198</b>    | 203,126           |
| Finance costs (see below)     | -                 | 771,623           | -                | <b>771,623</b>    | 580,373           |
| <b>Total for Charity</b>      | <b>225,037</b>    | <b>818,784</b>    | <b>-</b>         | <b>1,043,821</b>  | <b>783,499</b>    |
| Trading costs of subsidiaries | 918,256           | 260,585           | 7,299            | <b>1,186,140</b>  | 1,161,225         |
| <b>Total for Group</b>        | <b>1,143,293</b>  | <b>1,079,369</b>  | <b>7,299</b>     | <b>2,229,961</b>  | <b>1,944,724</b>  |
| Charitable activities:        |                   |                   |                  |                   |                   |
| Teaching                      | 9,706,107         | 1,733,113         | 703,888          | <b>12,143,108</b> | 12,385,572        |
| Welfare of pupils             | 2,087,795         | 2,537,812         | -                | <b>4,625,607</b>  | 5,140,641         |
| Premises                      | 1,889,818         | 3,659,207         | 1,606,858        | <b>7,155,883</b>  | 6,826,978         |
| Summer School costs           | 20,107            | 25,792            | -                | <b>45,899</b>     | 487,325           |
| Support                       | 1,913,965         | 1,495,320         | -                | <b>3,409,285</b>  | 3,322,155         |
| Grants, awards & prizes       | -                 | 321,258           | -                | <b>321,258</b>    | 402,966           |
|                               | <b>15,617,792</b> | <b>9,772,502</b>  | <b>2,310,746</b> | <b>27,701,040</b> | <b>28,565,637</b> |
| Governance costs              | -                 | 114,844           | -                | <b>114,844</b>    | 136,152           |
| <b>Total</b>                  | <b>15,617,792</b> | <b>9,887,346</b>  | <b>2,310,746</b> | <b>27,815,884</b> | <b>28,701,789</b> |
| <b>Total expended: Group</b>  | <b>16,761,085</b> | <b>10,966,715</b> | <b>2,318,045</b> | <b>30,045,845</b> | <b>30,646,513</b> |
| <b>Charity</b>                | <b>15,842,829</b> | <b>10,706,130</b> | <b>2,310,746</b> | <b>28,859,705</b> | <b>29,485,288</b> |

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## Finance costs

|                                                | 2020           | 2019           |
|------------------------------------------------|----------------|----------------|
|                                                | £              | £              |
| Interest on loan from BAE Systems Pension Fund | <b>571,250</b> | 445,275        |
| Fees in advance                                | <b>107,921</b> | 121,799        |
| Pension Scheme financing cost                  | <b>84,000</b>  | 39,000         |
| Other costs                                    | <b>8,452</b>   | (25,701)       |
|                                                | <b>771,623</b> | <b>580,373</b> |

# Notes to the financial statements for the year ended 31 August 2020

## 7. STAFF COSTS

|                                                                                                      | <b>Avg</b> | <b>2020<br/>No.<br/>FTE</b> | <b>Avg</b> | <b>2019<br/>No.<br/>FTE</b> |
|------------------------------------------------------------------------------------------------------|------------|-----------------------------|------------|-----------------------------|
| The average headcount and full-time equivalent numbers employed within each category of persons was: |            |                             |            |                             |
| Teaching                                                                                             | <b>245</b> | <b>159</b>                  | 245        | 168                         |
| Welfare of pupils                                                                                    | <b>144</b> | <b>87</b>                   | 155        | 95                          |
| Others                                                                                               | <b>171</b> | <b>130</b>                  | 171        | 122                         |
|                                                                                                      | <b>560</b> | <b>376</b>                  | 571        | 385                         |

|                                                        | <b>2020<br/>£</b> | <b>2019<br/>£</b> |
|--------------------------------------------------------|-------------------|-------------------|
| The costs incurred in respect of these employees were: |                   |                   |
| Wages and salaries                                     | <b>13,293,075</b> | 13,080,090        |
| Social Security costs                                  | <b>1,257,195</b>  | 1,239,660         |
| Pension costs                                          | <b>2,210,815</b>  | 1,691,451         |
|                                                        | <b>16,761,085</b> | 16,011,201        |

|                                                         |                  |           |
|---------------------------------------------------------|------------------|-----------|
| Aggregate employee benefits of key management personnel | <b>2,301,298</b> | 2,173,707 |
|---------------------------------------------------------|------------------|-----------|

|                                                                           | <b>2020<br/>No.</b> | <b>2019<br/>No.</b> |
|---------------------------------------------------------------------------|---------------------|---------------------|
| Number of employees earning over £60,000 during the year were as follows: |                     |                     |
| £60,001 - £70,000                                                         | <b>24</b>           | 22                  |
| £70,001 - £80,000                                                         | <b>14</b>           | 14                  |
| £80,001 - £90,000                                                         | <b>5</b>            | 3                   |
| £90,001 - £100,000                                                        | <b>4</b>            | 4                   |
| £150,001 - £160,000                                                       | <b>-</b>            | 1                   |
| £160,001 - £170,000                                                       | <b>1</b>            | -                   |
| £220,001 - £230,000                                                       | <b>1</b>            | 1                   |

During the year there were redundancy or termination payments which amounted to £194,254 (2019: £111,371). There was £NIL (2019: NIL) outstanding at the year-end.

Uppingham School is committed to providing job security for its staff but if, following all reasonable efforts to avoid them, redundancy or termination payments are necessary, these are negotiated with regard both to legal guidelines and the particular circumstances of each case.

## 8. FEES PAID TO AUDITORS

|                                                     | <b>2020<br/>£</b> | <b>2019<br/>£</b> |
|-----------------------------------------------------|-------------------|-------------------|
| Charitable expenditure includes (exclusive of VAT): |                   |                   |
| Audit fee                                           | <b>29,213</b>     | 29,213            |
| Auditor other services                              | <b>23,453</b>     | 20,524            |

# Notes to the financial statements for the year ended 31 August 2020

## 9. FIXED ASSETS GROUP

|                                   | Freehold<br>Property | Assets<br>under<br>construction | Fittings<br>Furniture &<br>Equipment | Motor<br>Vehicles | Computers<br>& Office<br>Equipment | Total                    |
|-----------------------------------|----------------------|---------------------------------|--------------------------------------|-------------------|------------------------------------|--------------------------|
| Cost                              | £                    | £                               | £                                    | £                 | £                                  | £                        |
| 1 September 2019                  | 86,896,738           | 802,914                         | 7,459,069                            | 736,997           | 1,333,882                          | <b>97,229,600</b>        |
| Additions in year                 | 1,164,302            | 307,245                         | 418,336                              | 88,819            | 55,999                             | <b>2,034,701</b>         |
| Transfer                          | 555,014              | (555,014)                       | -                                    | -                 | -                                  | -                        |
| Disposals                         | -                    | -                               | (25,492)                             | (24,313)          | (189,526)                          | <b>(239,331)</b>         |
|                                   | <u>88,616,054</u>    | <u>555,145</u>                  | <u>7,851,913</u>                     | <u>801,503</u>    | <u>1,200,355</u>                   | <b><u>99,024,970</u></b> |
| <b>Depreciation</b>               |                      |                                 |                                      |                   |                                    |                          |
| 1 September 2019                  | 13,376,564           | -                               | 4,232,427                            | 578,741           | 900,648                            | <b>19,088,380</b>        |
| Charge for year                   | 1,606,857            | -                               | 445,606                              | 70,408            | 195,174                            | <b>2,318,045</b>         |
| Transfer                          | -                    | -                               | -                                    | -                 | -                                  | -                        |
| Disposals                         | -                    | -                               | (25,492)                             | (24,313)          | (189,526)                          | <b>(239,331)</b>         |
|                                   | <u>14,983,421</u>    | <u>-</u>                        | <u>4,652,541</u>                     | <u>624,836</u>    | <u>906,296</u>                     | <b><u>21,167,094</u></b> |
| <b>Net book value 31 Aug 2020</b> | <u>73,632,633</u>    | <u>555,145</u>                  | <u>3,199,372</u>                     | <u>176,667</u>    | <u>294,059</u>                     | <b><u>77,857,876</u></b> |
| 31 August 2019                    | <u>73,520,174</u>    | <u>802,914</u>                  | <u>3,226,642</u>                     | <u>158,256</u>    | <u>433,234</u>                     | <b><u>78,141,220</u></b> |

## FIXED ASSETS CHARITY

|                                   |                   |                |                  |                |                  |                          |
|-----------------------------------|-------------------|----------------|------------------|----------------|------------------|--------------------------|
| <b>Cost</b>                       |                   |                |                  |                |                  |                          |
| 1 September 2019                  | 86,896,738        | 802,914        | 7,423,848        | 736,997        | 1,275,019        | <b>97,135,516</b>        |
| Additions in year                 | 1,164,302         | 307,245        | 418,336          | 88,819         | 50,400           | <b>2,029,102</b>         |
| Transfer                          | 555,014           | (555,014)      | -                | -              | -                | -                        |
| Disposals                         | -                 | -              | (25,492)         | (24,313)       | (189,526)        | <b>(239,331)</b>         |
|                                   | <u>88,616,054</u> | <u>555,145</u> | <u>7,816,692</u> | <u>801,503</u> | <u>1,135,893</u> | <b><u>98,925,287</u></b> |
| <b>Depreciation</b>               |                   |                |                  |                |                  |                          |
| 1 September 2019                  | 13,376,563        | -              | 4,201,913        | 578,741        | 848,734          | <b>19,005,951</b>        |
| Charge for year                   | 1,606,858         | -              | 443,672          | 70,408         | 189,808          | <b>2,310,746</b>         |
| Transfer                          | -                 | -              | -                | -              | -                | -                        |
| Disposals                         | -                 | -              | (25,492)         | (24,313)       | (189,526)        | <b>(239,331)</b>         |
|                                   | <u>14,983,421</u> | <u>-</u>       | <u>4,620,093</u> | <u>624,836</u> | <u>849,016</u>   | <b><u>21,077,366</u></b> |
| <b>Net book value 31 Aug 2020</b> | <u>73,632,633</u> | <u>555,145</u> | <u>3,196,599</u> | <u>176,667</u> | <u>286,876</u>   | <b><u>77,847,921</u></b> |
| 31 August 2019                    | <u>73,520,175</u> | <u>802,914</u> | <u>3,221,935</u> | <u>158,256</u> | <u>426,285</u>   | <b><u>78,129,565</u></b> |

All fixed assets are used for direct charitable use.

### Inalienable and historic assets

In addition to the capitalised fixed assets held for its own use since its inception in 1584, the School has also been bequeathed artefacts whose intrinsic value is bound up with the School's history. The Trustees consider that these assets are held in accordance with the School's charitable objects as a vital part of its history and heritage and, where relevant, as a resource for the advancement of education.

As they are not held principally for their contribution to knowledge and culture, they do not meet the definition of Heritage Assets in SORP FRS 102 "Heritage Assets" and hence are considered as assets in use under Tangible Fixed Assets. The majority of these historic assets have been held for many years and accurate historic cost information is not available for these assets. However, the Trustees consider that their historical cost less depreciation would not be material.

# Notes to the financial statements for the year ended 31 August 2020

## 10. INVESTMENTS GROUP

| At Market Value                    | Permanent<br>Endowment<br>£ | Restricted<br>Fund<br>£ | Unrestricted<br>Fund<br>£ | Total<br>£       |
|------------------------------------|-----------------------------|-------------------------|---------------------------|------------------|
| 1 September 2019                   | 5,023,410                   | 83,040                  | 4,125,745                 | 9,232,195        |
| Purchases at cost                  | 2,950,833                   | -                       | -                         | 2,950,833        |
| Disposal proceeds                  | (2,950,833)                 | -                       | -                         | (2,950,833)      |
| Cash transfer to investments       | -                           | 3,633                   | -                         | 3,633            |
| Loan repayments                    | 24,100                      | -                       | -                         | 24,100           |
| Gain/(loss) on investments:        |                             |                         |                           |                  |
| Realised                           | 40,603                      | -                       | -                         | 40,603           |
| Unrealised                         | 80,912                      | (12,182)                | 51,559                    | 120,289          |
| 31 August 2020                     | <b>5,169,025</b>            | <b>74,491</b>           | <b>4,177,304</b>          | <b>9,420,820</b> |
| Listed on UK Stock Exchanges       | 5,098,652                   | 66,440                  | 4,172,154                 | 9,337,246        |
| Cash deposits                      | 70,373                      | 8,051                   | 5,150                     | 83,574           |
| At historical cost:                |                             |                         |                           |                  |
| <b>31 August 2020</b>              | <b>4,552,302</b>            | -                       | <b>4,000,000</b>          | <b>8,552,302</b> |
| 31 August 2019                     | 4,262,606                   | -                       | 4,000,000                 | 8,262,606        |
| <b>CHARITY:</b> as above           |                             |                         |                           | 9,420,820        |
| Investment in subsidiary companies |                             |                         |                           | 29,561           |
|                                    |                             |                         |                           | <b>9,450,381</b> |

All investments (other than cash) are quoted on a recognised UK Stock Exchange or are valued by reference to investments listed on a recognised Stock Exchange.

| 11. DEBTORS                      | Group<br>2020<br>£ | 2019<br>£ | Charity<br>2020<br>£ | 2019<br>£ |
|----------------------------------|--------------------|-----------|----------------------|-----------|
| Fee debtors                      | <b>248,381</b>     | 110,115   | <b>248,381</b>       | 110,115   |
| Other debtors                    | <b>591,950</b>     | 962,976   | <b>549,026</b>       | 657,760   |
| Loans                            | <b>29,606</b>      | 36,406    | <b>29,606</b>        | 36,406    |
| Endowment loan                   | <b>309,283</b>     | 333,383   | <b>309,283</b>       | 333,383   |
| Prepayments and accrued income   | <b>476,498</b>     | 473,893   | <b>462,825</b>       | 462,100   |
| Uppingham School (Asia) Ltd      | -                  | -         | <b>161,875</b>       | 351,193   |
| Uppingham School Enterprises Ltd | -                  | -         | <b>206,140</b>       | 254,816   |
| Balance Sheet                    | <b>1,655,718</b>   | 1,916,773 | <b>1,967,136</b>     | 2,205,773 |

The loans are made to Houseparents to assist them perform their duties and are interest-free.

The School borrowed £482,000 from the Endowed Funds with the permission of the Charity Commission. This is repayable through a Recoupment Order, which began in July 2013, over a 20-year period. The amount receivable after more than one year is £285,183 (2019: £309,283).

# Notes to the financial statements for the year ended 31 August 2020

## 12. CREDITORS:

### amounts falling due within one year

|                                         | Group<br>2020<br>£ | 2019<br>£ | Charity<br>2020<br>£ | 2019<br>£ |
|-----------------------------------------|--------------------|-----------|----------------------|-----------|
| Trade creditors                         | 641,601            | 1,216,729 | 551,508              | 1,181,437 |
| Fees received in respect of Autumn Term | 1,955,017          | 5,405,689 | 1,955,017            | 5,405,689 |
| Acceptance deposits held                | 696,959            | 519,575   | 696,959              | 519,575   |
| Social Security and other taxes         | 328,870            | 332,236   | 318,908              | 323,073   |
| Loan repayments                         | 24,100             | 24,100    | 24,100               | 24,100    |
| Other creditors                         | 1,527,408          | 1,010,941 | 1,430,098            | 854,178   |
| Accruals                                | 665,017            | 1,021,649 | 654,677              | 988,482   |
| Uppingham School (Asia) Limited         | -                  | -         | -                    | 99,993    |
| Balance Sheet                           | 5,838,972          | 9,530,919 | 5,631,267            | 9,396,527 |

Fees received in respect of Autumn Term vary considerably depending on whether the start of term falls in August or September. Fees in Advance Scheme deposits have been split between amounts falling due within one year and amounts falling due after more than one year.

## Borrowing Facilities

On 3 November 2017 the School agreed a £25m 31-year fixed interest unsecured private placement with BAE Systems Pension Fund for a blended rate of 3.075%, and the Note Purchase Agreement was signed by the parties on 10 November 2017. The loan is repayable from November 2021 over the life of the loan, except for a £12 million bullet payment in 2048. On 30 November 2018 the School drew down £12.5 million of the loan facility in order to repay the £9,918,054 balance outstanding on a loan from Royal Bank of Scotland, taken out in March 2009, and £1,962,555 to cancel an interest rate swap.

On 31 May 2018, a further £6.25m was drawn down so that at 31 August 2020, a total of £18.75m (2019: £18.75m) of the loan facility had been drawn down. The bank finance was secured to provide the balance of funding for the Boarding House Modernisation programme and other infrastructure strategy projects. The final £6.25m available under the £25m was drawn down in November 2020.

## 13. CREDITORS:

### amounts falling due after more than one year

|                              | 2020<br>£  | 2019<br>£  |
|------------------------------|------------|------------|
| Long term loan (see note 12) | 18,750,000 | 18,750,000 |
| Loan from Endowment Fund     | 285,183    | 309,283    |
| Acceptance deposits          | 3,025,506  | 2,806,869  |
| Balance Sheet                | 22,060,689 | 21,866,152 |

# Notes to the financial statements for the year ended 31 August 2020

## 14. CREDITORS:

### Fees in Advance Schemes

|                | 2020<br>£        | 2019<br>£        |
|----------------|------------------|------------------|
| Standard       | 6,264,385        | 18,999,591       |
| Inflation Free | 275,911          | 994,160          |
|                | <u>6,540,296</u> | <u>9,993,751</u> |

Assuming pupils will remain in the School, fees in advance will be applied as follows:

|                           |                  |                  |
|---------------------------|------------------|------------------|
| Within one year:          |                  |                  |
| Standard                  | 3,923,305        | 5,240,914        |
| Inflation Free            | 275,911          | 663,230          |
| Balance Sheet             | <u>4,199,216</u> | <u>5,904,144</u> |
| After more than one year: |                  |                  |
| Standard                  | 2,341,080        | 3,758,677        |
| Inflation Free            | -                | 330,930          |
| Balance sheet             | <u>2,341,080</u> | <u>4,089,607</u> |

### Standard

|                                      |                  |                  |
|--------------------------------------|------------------|------------------|
| Balance 1 September 2019             | 8,999,591        | 7,892,033        |
| New deposits                         | 2,710,030        | 5,922,732        |
| Discounts given on new deposits      | 48,635           | 112,625          |
| Fee payments                         | (5,325,012)      | (4,395,381)      |
| Discount written off during the year | (128,941)        | (140,430)        |
| Refunds                              | (39,918)         | (391,988)        |
|                                      | <u>6,264,385</u> | <u>8,999,591</u> |

The Standard fees in advance scheme represents cash received in advance for fees which will be applied against fees chargeable in the future. The scheme offers a discount on fees charged, included in the amount due shown above, which for future years amounts to £114,714 (2019: £190,808).

### Inflation Free

|                                                              | 2020<br>£      | 2019<br>£      |
|--------------------------------------------------------------|----------------|----------------|
| Balance 1 September 2019                                     | 994,160        | 2,692,435      |
| Fee payments                                                 | (651,897)      | (1,679,644)    |
| Refunds to parents                                           | (45,332)       | -              |
| Fair value movement on liability recognized in finance costs | (21,020)       | (18,631)       |
|                                                              | <u>275,911</u> | <u>994,160</u> |

Places in the Inflation Free Fees in Advance Scheme were offered to parents in September 2013 and September 2015 and attracted total funds of £7,168,267 and £4,776,446 respectively. Fees charged to participating parents were frozen at the 2013-14 and 2015-16 rates. Funds in the 2013 Scheme were released over five years from September 2014 to August 2019, and those in the 2015 Scheme will be released over 5 years from September 2016 to August 2021. Further places were offered to parents in September 2020, based on fees frozen at 2020-21 rates, and attracted total funds of £5,883,479 which will be released over five years from September 2021 to August 2026.

# Notes to the financial statements for the year ended 31 August 2020

## 14. CREDITORS:

### Fees in Advance Schemes (continued)

In the event of a pupil withdrawing from the School and a period of one term's notice being given, all remaining deposit amounts will be refunded to the parents or guardians.

The fair value of the scheme liability reflects the present value of the future expected fee income, where the discount rate used represents the financial effect of the expected fee increases foregone, spread over the term of the arrangement. This fair value has been estimated by allocating the expected future fee increases over the arrangement term on a straight-line basis. These estimated future fee increases are reviewed and revised where appropriate on an annual basis. At the year-end the annualised expected future fee increase over the next 5 years was 3%. In the view of the Trustees this approach results in a carrying value which is materially consistent with that which would be generated by a more detailed fair value calculation.

The maximum cash refundable, assuming all pupils gave notice to leave the scheme at the year-end, would have been £6,425,582 (2019: £9,802,943).

## 15. FINANCIAL INSTRUMENTS

|                                                                         | 2020         | 2019         |
|-------------------------------------------------------------------------|--------------|--------------|
|                                                                         | £            | £            |
| Financial asset measured at fair value through profit or loss (a)       | 9,420,820    | 9,232,196    |
| Financial liabilities measured at fair value through profit or loss (b) | (3,998,375)  | (4,320,603)  |
| Financial assets measured at amortised cost (c)                         | 18,054,123   | 24,920,088   |
| Financial liabilities measured at amortised cost (d)                    | (29,447,694) | (35,716,334) |

- a) Financial assets include assets held as investments
- b) Financial liabilities include Inflation Free Fees in Advance and acceptance deposits
- c) Financial assets include cash, trade debtors, other debtors and staff loans
- d) Financial liabilities include a loan, trade creditors, other creditors, loan repayments, Standard Fees in Advance

# Notes to the financial statements for the year ended 31 August 2020

## 16. ANALYSIS OF NET ASSETS OF CHARITY AND GROUP BETWEEN FUNDS

|                                                     | Unrestricted<br>Funds<br>£ | Restricted<br>£  | Permanent<br>Endowment<br>£ | 2020<br>Total<br>£  |
|-----------------------------------------------------|----------------------------|------------------|-----------------------------|---------------------|
| Fund balances at 31 August 2020 are represented by: |                            |                  |                             |                     |
| Tangible Fixed Assets*                              | 75,051,815                 | -                | 2,796,106                   | <b>77,847,921</b>   |
| Investments                                         | 4,206,865                  | 74,491           | 5,169,025                   | <b>9,450,381</b>    |
| Current Assets                                      | 16,642,835                 | 1,977,561        | 309,283                     | <b>18,929,679</b>   |
| Current Liabilities                                 | (9,830,483)                | -                | -                           | <b>(9,830,483)</b>  |
| Long Term Liabilities                               | (24,401,768)               | -                | -                           | <b>(24,401,768)</b> |
| <b>Charity (see below)</b>                          | <b>61,669,264</b>          | <b>2,052,052</b> | <b>8,274,414</b>            | <b>71,995,730</b>   |
| Subsidiary's reserves                               | (119,156)                  | -                | -                           | <b>(119,156)</b>    |
| <b>Group (see below)</b>                            | <b>61,550,108</b>          | <b>2,052,052</b> | <b>8,274,414</b>            | <b>71,876,574</b>   |
| Pension surplus/(deficit)                           | (6,180,000)                | -                | -                           | <b>(6,180,000)</b>  |
| <b>Group (see below)</b>                            | <b>55,370,108</b>          | <b>2,052,052</b> | <b>8,274,414</b>            | <b>65,696,574</b>   |

\* Unrestricted fixed assets include £4,125 of assets purchased during the year from restricted funds (see note 19), which have fulfilled the restriction and been released to unrestricted.

### Unrestricted funds

| Charity:          | Group:            |
|-------------------|-------------------|
| General           | General           |
| Designated        | Designated        |
| Pension deficit   | Pension deficit   |
| 61,309,658        | 61,190,502        |
| 359,606           | 359,606           |
| (6,180,000)       | (6,180,000)       |
| <b>55,489,264</b> | <b>55,370,108</b> |

Fund balances at 31 August 2020 are represented by:

|                           | Unrestricted<br>Funds<br>£ | Restricted<br>£ | Permanent<br>Endowment<br>£ | 2020<br>Total<br>£  |
|---------------------------|----------------------------|-----------------|-----------------------------|---------------------|
| Tangible Fixed Assets     | 75,328,060                 | -               | 2,801,505                   | <b>78,129,565</b>   |
| Investments               | 4,155,306                  | 83,040          | 5,023,410                   | <b>9,261,756</b>    |
| Current Assets            | 23,730,104                 | 1,487,642       | 333,383                     | <b>25,551,129</b>   |
| Current Liabilities       | (15,200,678)               | -               | -                           | <b>(15,200,678)</b> |
| Long Term Liabilities     | (25,955,759)               | -               | -                           | <b>(25,955,759)</b> |
| Charity (see below)       | 62,057,033                 | 1,570,682       | 8,158,298                   | <b>71,786,013</b>   |
| Subsidiary's reserves     | 60,692                     | -               | -                           | <b>60,692</b>       |
| Group (see below)         | 62,117,725                 | 1,570,682       | 8,158,298                   | <b>71,846,705</b>   |
| Pension surplus/(deficit) | (4,654,000)                | -               | -                           | <b>(4,654,000)</b>  |
| Group (see below)         | 57,463,725                 | 1,570,682       | 8,158,298                   | <b>67,192,705</b>   |

### Unrestricted funds

| Charity:          | Group:            |
|-------------------|-------------------|
| General           | General           |
| Designated        | Designated        |
| Pension deficit   | Pension deficit   |
| 61,632,594        | 61,693,286        |
| 424,439           | 424,439           |
| (4,654,000)       | (4,654,000)       |
| <b>57,403,033</b> | <b>57,463,725</b> |

# Notes to the financial statements for the year ended 31 August 2020

## 17. UNRESTRICTED FUNDS

Unrestricted funds include an asset valuation of £24,791,500 (2019: £24,791,500) for all assets held without restriction regarding use or disposal. Details of the valuation are held in Note 9.

With the exception of the Boarding House Improvement Fund (see below), the Trustees do not maintain designated funds as all unrestricted funds are held at the discretion of the Trustees year by year as regards capital and income.

The Boarding House Improvement Fund represents the Gift Aid paid to the School by the trading subsidiary USE Ltd and the profit of the Summer School. This is allocated by the Trustees for the purpose of improving the School's boarding houses on an annual rolling programme.

|                                 | 1 September<br>2019<br>£ | Designated<br>Funds<br>£ | Expenditure<br>£         | 31 August<br>2020<br>£   |
|---------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Boarding House Improvement Fund | <u>424,439</u>           | <u>(64,833)</u>          | <u>-</u>                 | <u>359,606</u>           |
|                                 | 1 September<br>2018<br>£ | 1 September<br>2018<br>£ | 1 September<br>2018<br>£ | 1 September<br>2019<br>£ |
| Boarding House Improvement Fund | <u>232,904</u>           | <u>424,439</u>           | <u>(232,904)</u>         | <u>424,439</u>           |

# Notes to the financial statements for the year ended 31 August 2020

## 18. PERMANENT ENDOWMENT FUND

### Fixed Assets

The following assets are permanently endowed:

| Building        | Land 1992 Value<br>£ | Building 1992 Value<br>£ | Accumulated Depreciation<br>£ | Building Net Book Value<br>£ | Total Asset Value<br>£ |
|-----------------|----------------------|--------------------------|-------------------------------|------------------------------|------------------------|
| Chapel          | 1,764,300            | 311,400                  | 18,684                        | 292,716                      | 2,057,016              |
| Old School Room | 449,700              | 79,400                   | 4,764                         | 74,636                       | 524,336                |
| Pine House      | 74,600               | 149,100                  | 8,946                         | 140,154                      | 214,754                |
|                 | <u>2,288,600</u>     | <u>539,900</u>           | <u>32,394</u>                 | <u>507,506</u>               | <u>2,796,106</u>       |

### Endowment Fund

The Trustees are restricted to using only the income earned from the investment of endowed donations for the general purposes of the School.

### Scholarship and Prize Fund

The Trustees are restricted to using the fund for the purposes of financing scholarships and prizes awarded.

The movements for the year are as follows:

|                                           | Endowments<br>£  | Scholarship & Prize Fund<br>£ | Total<br>£              |
|-------------------------------------------|------------------|-------------------------------|-------------------------|
| Balance at 1 September 2019               | 5,759,907        | 2,398,391                     | <b>8,158,298</b>        |
| Depreciation in the year                  | (5,399)          | -                             | <b>(5,399)</b>          |
| Realised surplus from sale of investments | 22,675           | 17,928                        | <b>40,603</b>           |
| Unrealised gain on investments for year   | 43,666           | 37,246                        | <b>80,912</b>           |
| 31 August 2020                            | <u>5,820,849</u> | <u>2,453,565</u>              | <u><b>8,274,414</b></u> |
| Balance at 1 September 2018               | 5,763,914        | 2,394,222                     | <b>8,158,136</b>        |
| Depreciation in the year                  | (5,399)          | -                             | <b>(5,399)</b>          |
| Realised surplus from sale of investments | (19,457)         | (16,655)                      | <b>(36,112)</b>         |
| Realised gain on Investments for year     | 20,849           | 20,824                        | <b>41,673</b>           |
| 31 August 2019                            | <u>5,759,907</u> | <u>2,398,391</u>              | <u><b>8,158,298</b></u> |

Funds at 31 August 2020 are represented by:

|                                                         | £                | £                | £                       |
|---------------------------------------------------------|------------------|------------------|-------------------------|
| Investments at market value including cash with brokers | 2,853,711        | 2,315,314        | <b>5,169,025</b>        |
| Property                                                | 2,796,106        | -                | <b>2,796,106</b>        |
| Owed to Funds through Recoupment Order (note 11)        | 171,032          | 138,251          | <b>309,283</b>          |
|                                                         | <u>5,820,849</u> | <u>2,453,565</u> | <u><b>8,274,414</b></u> |
| Investments at book value including cash with brokers   | 2,518,114        | 2,034,188        | <b>4,552,302</b>        |

# Notes to the financial statements for the year ended 31 August 2020

## 19. RESTRICTED FUNDS

### Bursary Funds

The Trustees are restricted to using the funds to help provide an Uppingham education to children who would not otherwise be able to afford one. The total amount is made up of a number of named funds, including Reeves Trust, Chetwode Foundation, Peter Mason Bequest, Richard Harman Foundation Award, 1584 Fund and the Stephen Pearson Bequest.

### Gaffikin Fund

The Trustees are restricted to using the funds to promote education at Uppingham School by providing training opportunities for teachers.

### Other Restricted Funds

These consist of covenants and donations received for specific projects. As projects are completed and the particular assets are brought into use (and the restrictions fulfilled), the funds representing those assets are transferred from restricted to unrestricted.

The transfer relates to capital items that have met their restriction.

| Movements for the year are as follows: | 1 Sept 2019      | Investment Income | Investment (Losses) | Donations      | Awards           | Transfer       | 31 Aug 2020             |
|----------------------------------------|------------------|-------------------|---------------------|----------------|------------------|----------------|-------------------------|
|                                        | £                | £                 | £                   | £              | £                | £              | £                       |
| Bursary Funds                          | 1,337,530        | 43,896            | -                   | 712,164        | (321,258)        | -              | <b>1,777,332</b>        |
| Western Quad                           | -                | -                 | -                   | 4,125          | -                | (4,125)        | -                       |
| Gaffikin                               | 90,777           | 8,339             | (12,181)            | -              | (4,394)          | -              | <b>82,541</b>           |
| Upper Pavilion                         | -                | -                 | -                   | 31,250         | -                | -              | <b>31,250</b>           |
| West Deyne Hard Court                  | -                | -                 | -                   | 19,861         | (540)            | 16,187         | <b>35,508</b>           |
| Boarding Houses                        | 5,599            | -                 | -                   | -              | -                | (5,599)        | -                       |
| Other                                  | 136,776          | -                 | -                   | 5,163          | (1,930)          | (10,588)       | <b>129,421</b>          |
|                                        | <u>1,570,682</u> | <u>53,235</u>     | <u>(12,181)</u>     | <u>772,563</u> | <u>(328,122)</u> | <u>(4,125)</u> | <u><b>2,052,052</b></u> |

|                 | 1 Sept 1 Sept 2018 | Investment Income | Investment (Losses) | Donations      | Awards           | Transfer       | 31 Aug 2020             |
|-----------------|--------------------|-------------------|---------------------|----------------|------------------|----------------|-------------------------|
|                 | £                  | £                 | £                   | £              | £                | £              | £                       |
| Bursary Funds   | 1,609,412          | 51,267            | -                   | 79,817         | (402,966)        | -              | <b>1,337,530</b>        |
| Western Quad    | -                  | -                 | -                   | 6,477          | -                | (6,477)        | -                       |
| Gaffikin        | 102,120            | 4,090             | (8,440)             | -              | (10,241)         | 3,248          | <b>90,777</b>           |
| Boarding Houses | 9,269              | -                 | -                   | 5,100          | (9,770)          | 1,000          | <b>5,599</b>            |
| Other           | 104,063            | -                 | -                   | 29,450         | 3,463            | (200)          | <b>136,776</b>          |
|                 | <u>1,824,864</u>   | <u>55,357</u>     | <u>(8,440)</u>      | <u>120,844</u> | <u>(419,514)</u> | <u>(2,429)</u> | <u><b>1,570,682</b></u> |

Restricted Funds at 31 August 2020 represented by:

|                  | Total 2020              | Total 2019       |
|------------------|-------------------------|------------------|
|                  | £                       | £                |
| Cash with School | <u><b>2,052,052</b></u> | <u>1,570,682</u> |

# Notes to the financial statements for the year ended 31 August 2020

## 20. FINANCIAL COMMITMENTS

|                                                                                                       | 2020             | 2019             |
|-------------------------------------------------------------------------------------------------------|------------------|------------------|
|                                                                                                       | £                | £                |
| a) <u>Future Capital Expenditure</u>                                                                  |                  |                  |
| Contracted for but not provided for                                                                   | -                | 709,891          |
| b) <u>Operating Leases</u>                                                                            |                  |                  |
| At 31 August 2020 the School had commitments under non-cancellable operating leases as set out below: |                  |                  |
| Buildings and Equipment operating leases that expire:                                                 |                  |                  |
| Within one year                                                                                       | 108,378          | 213,812          |
| In the second to fifth years                                                                          | 196,227          | 411,818          |
| After fifth year                                                                                      | 1,187,930        | 612,080          |
|                                                                                                       | <u>1,492,535</u> | <u>1,237,710</u> |

## 21. RELATED PARTIES

No Trustee received any remuneration for services as a Trustee. The Charity Commission has confirmed that Trustees who undertake professional services for the School may be paid the normal charges associated with such services.

The School paid Pickering Lifts Ltd £16,964 (2019: £NIL) in respect of maintenance of the School lifts, under an arms-length agreement. Pickering Lifts Ltd is owned by one of the Trustees, who had no involvement in the award of the contract.

The School paid F A N Grounds £2,369 (2019: £5,374) in respect of floral displays, under an arms-length agreement. F A N Grounds is the husband of one of the School's key management personnel, who does not manage the contractual relationship.

During the year 3 (2019: 4) Trustees received reimbursement of meeting expenses of £741 (2019: £530) in total. The children of staff and Trustees may attend the School, subject to the normal entry procedures. In such cases, Trustees pay School fees at the standard rates, but staff members may receive a discount. 4 (2019: 4) Trustees had children at the school, 1 (2019: 1) of whom received scholarships worth £3,872 (2019: £3,157) during the year. None of the Trustees had a role in the awarding of these scholarships.

## 22. PENSION SCHEMES

### Teaching Staff

The School participates in the Teachers' Pension Scheme ('the TPS'), for its teaching staff. The pension charge for the year includes contributions payable to the TPS of £1,468,501 (2019: £1,046,658) and at the year-end £172,483 (2019: £141,824) was accrued in respect of contributions to this scheme.

The TPS is an unfunded multi-employer defined benefits pension scheme governed by the Teachers' Pension 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 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 total employer contribution rate of 23.68%.

The 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 teachers' Pensions.

On 27 June 2019 the Supreme Court denied the government permission to appeal the Court of Appeal's judgement 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 discrimination will be remedied. A consultation was launched by the Government on 16 July 2020 and closed to responses on 11 October 2020.

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 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 the Government is preparing to complete the cost centre element of the 2016 valuations, which is expected to be completed in 2021.

In view of the above rulings and decisions the assumptions used in the 31 March 2016 Actuarial Valuation may become inappropriate. In this scenario, a valuation prepared in accordance with revised benefits and suitably revised assumptions would yield different results than those contained in the Actuarial Valuation.

Until a remedy to the discrimination conclusion has been determined by the Employment Tribunal 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.

### Support Staff

The School runs a Scheme for its support staff, the Uppingham School Group Pension Plan (USSGPP) which is a defined contribution scheme. This is open to members above the age of 16 who have completed the necessary probation period. Employer contributions paid over to the Scheme in the year amounted to £524,062 (2019: £236,324).

The School also runs a Scheme for support staff which is a defined benefits scheme. This scheme is now closed to future accrual. The charge for the year, against which employer contributions paid over to the Scheme Trustees in the year amounted to £193,167 (2019: £313,440), together with the actuarial gains and losses on the Scheme for the year, is recognised in the Statement of Financial Activities in accordance with FRS102.

# Notes to the financial statements for the year ended 31 August 2020

## Support Staff

A full actuarial valuation of the scheme was last carried out at 1 September 2019 and updated to 31 August 2020 by a qualified independent actuary. The major assumptions adopted by the actuary as at 31 August 2020 were:

|                                                 | 31 August 2020 | 31 August 2019 |
|-------------------------------------------------|----------------|----------------|
| Discount rate                                   | 1.7%           | 1.8%           |
| Retail price inflation                          | 3.2%           | 3.3%           |
| Consumer price inflation                        | 2.7%           | 2.3%           |
| Salary increase rate                            | 4.4%           | 4.3%           |
| Pension increases – LPI maximum 5%              | 2.7%           | 2.3%           |
| Pension increases – PLI maximum 2.5%            | 1.9%           | 1.8%           |
| Deferred pension revaluation – LPI maximum 5%   | 2.7%           | 2.3%           |
| Deferred pension revaluation – LPI maximum 2.5% | 2.5%           | 2.3%           |
| Assumed life expectations on retirement age 65: |                |                |
| Retiring today – males                          | 21.2           | 21.9           |
| Retiring in 20 years – males                    | 22.9           | 24.1           |
| Retiring today – females                        | 23.1           | 24.0           |
| Retiring in 20 years – females                  | 25.0           | 26.3           |

Contributions to the scheme during the year to 31 March 2020 were as follows:

|           | Contributions to<br>31 March 2020 | Agreed rates to<br>31 August 2020 |
|-----------|-----------------------------------|-----------------------------------|
|           | %                                 | %                                 |
| Employer  | 24.2%                             | 24.2%                             |
| Employees | 6.8%                              | 6.8%                              |

The School is committed to paying ex gratia pensions each year which are internally funded. The amount paid for the year to 31 August 2020 was £5,666 (2019: £5,954).

The amounts recognised in the balance sheet are as follows:

|                                     | Year to 31<br>August 2020 | Year to 31<br>August 2019 |
|-------------------------------------|---------------------------|---------------------------|
|                                     | £                         | £                         |
| Fair value of plan assets           | 15,912,000                | 15,152,000                |
| Value of money purchase liabilities | (100,000)                 | (100,000)                 |
| Value of final salary liabilities   | (21,992,000)              | (19,706,000)              |
| Deficit                             | (6,180,000)               | (4,654,000)               |
| Amounts in the balance sheet        |                           |                           |
| Liabilities                         | (6,180,000)               | (4,654,000)               |
| Assets                              | -                         | -                         |
| Net liability                       | (6,180,000)               | (4,654,000)               |

# Notes to the financial statements for the year ended 31 August 2020

## 22. PENSION SCHEMES (continued)

|                                                                                       | Year to 31<br>August 2020 | Year to 31<br>August 2019 |
|---------------------------------------------------------------------------------------|---------------------------|---------------------------|
|                                                                                       | £                         | £                         |
| <u>Changes in the present value of the defined benefit obligation are as follows:</u> |                           |                           |
| Opening defined benefit obligation                                                    | 19,806,000                | 15,973,000                |
| Current service cost                                                                  | 381,000                   | 573,000                   |
| Interest cost                                                                         | 357,000                   | 434,000                   |
| Actuarial losses                                                                      | 1,924,000                 | 3,159,000                 |
| Liabilities extinguished on settlements                                               | -                         | -                         |
| Benefits paid                                                                         | (376,000)                 | (333,000)                 |
| Closing defined benefit obligation                                                    | 22,092,000                | 19,806,000                |

Changes in the fair values of the scheme assets are as follows:

|                                     |            |            |
|-------------------------------------|------------|------------|
| Opening fair value of scheme assets | 15,152,000 | 14,525,000 |
| Interest income                     | 273,000    | 395,000    |
| Actuarial gains                     | 507,000    | 59,000     |
| Contributions                       | 356,000    | 506,000    |
| Benefits paid                       | (376,000)  | (333,000)  |
| Closing fair value of plan assets   | 15,912,000 | 15,152,000 |

The employer expects to contribute £94,000 to this defined benefit pension plan in the year to 31 August 2021.

The amounts included within the Statement of Financial Activities are as follows::

|                                     |         |         |
|-------------------------------------|---------|---------|
| Service cost                        | 326,000 | 479,000 |
| Losses/(gains) on settlements       | -       | -       |
| Net interest expense                | 84,000  | 39,000  |
| Total operating charge              | 410,000 | 518,000 |
| Employee contribution to be set off | 100,000 | 100,000 |

The major categories of scheme assets as a percentage of total Scheme assets are as follows:

|                  | Year to 31<br>August 2020 | Year to 31<br>August 2019 |
|------------------|---------------------------|---------------------------|
|                  | %                         | %                         |
| Equities         | 57                        | 1                         |
| Bonds            | 13                        | -                         |
| Insured pensions | 5                         | 5                         |
| Cash             | 2                         | 94                        |
| Alternatives     | 5                         | -                         |
| LDI              | 18                        | -                         |
|                  | 100                       | 100                       |

# Notes to the financial statements for the year ended 31 August 2020

## 22. PENSION SCHEMES (continued)

| 22. PENSION SCHEMES (continued)                                                             | Year to 31<br>August 2020 | Year to 31<br>August 2019 |             |             |             |
|---------------------------------------------------------------------------------------------|---------------------------|---------------------------|-------------|-------------|-------------|
|                                                                                             | £                         | £                         |             |             |             |
| Analysis of the amount recognised in statement of total recognised gains and losses (SOFA): |                           |                           |             |             |             |
| Actual return less interest income recognised in SOFA                                       | 507,000                   | 59,000                    |             |             |             |
| Experience gains on benefit obligation                                                      | (1,431,000)               | 53,000                    |             |             |             |
| Effect of assumption changes on benefit obligation                                          | (493,000)                 | (3,212,000)               |             |             |             |
| Actuarial loss/(gain) recognised in SOFA                                                    | (1,417,000)               | (3,100,000)               |             |             |             |
| History of experience gains and losses                                                      | Year to<br>31 August 2020 | Year to<br>31 August 2019 |             |             |             |
| Differences between the asset return and the interest income recognised in the SOFA         | 507,000                   | 59,000                    |             |             |             |
| - as % of scheme assets                                                                     | 3%                        | 0%                        |             |             |             |
| Experience gains/losses on obligation                                                       | (1,421,000)               | 53,000                    |             |             |             |
| - as % of liabilities                                                                       | 9%                        | 0%                        |             |             |             |
| Total amount recognised in SOFA                                                             | (1,417,000)               | (3,100,000)               |             |             |             |
| - as % of liabilities                                                                       | 9%                        | 16%                       |             |             |             |
| The amounts for the current and previous years are as follows:                              | 2020<br>£                 | 2019<br>£                 | 2018<br>£   | 2017<br>£   | 2016<br>£   |
| Value of funded obligations                                                                 | 22,092,000                | 19,806,000                | 15,973,000  | 17,157,000  | 16,711,000  |
| Fair value of plan assets                                                                   | 15,912,000                | 15,152,000                | 14,525,000  | 13,844,000  | 12,473,000  |
| (Deficit) / surplus                                                                         | (6,180,000)               | (4,654,000)               | (1,448,000) | (3,313,000) | (4,238,000) |
| Experience gains on obligation                                                              | (1,431,000)               | 53,000                    | 294,000     | 68,000      | 240,000     |
| Difference between the asset return and the interest income recognised in the SOFA          | 507,000                   | 59,000                    | 105,000     | 921,000     | 713,000     |

# Notes to the financial statements for the year ended 31 August 2020

## 23. CONSOLIDATED STATEMENT OF FINANCIAL ACTIVITIES – COMPARATIVE FIGURES BY FUND TYPE. Year ended 31 August 2019

|                                                                                    | Unrestricted | Restricted | Permanent Endowment | Total 2019  |
|------------------------------------------------------------------------------------|--------------|------------|---------------------|-------------|
|                                                                                    | £            | £          | £                   | £           |
| <b>Incoming Resources</b>                                                          |              |            |                     |             |
| <u>Charitable Activities</u>                                                       |              |            |                     |             |
| School fees                                                                        | 28,024,493   | -          | -                   | 28,024,493  |
| Lettings                                                                           | 701,235      | -          | -                   | 701,235     |
| Donations                                                                          | 32,324       | 120,844    | -                   | 153,168     |
| Other activities                                                                   | 639,982      | -          | -                   | 639,982     |
| <u>Activities for generating funds:</u>                                            |              |            |                     |             |
| Subsidiary turnover                                                                | 1,526,341    | -          | -                   | 1,526,341   |
| Rents and lettings receivable                                                      | 72,023       | -          | -                   | 72,023      |
| Investment income                                                                  | 153,924      | 55,357     | -                   | 209,281     |
| Other income                                                                       | 247,820      | -          | -                   | 247,820     |
| Total incoming resources                                                           | 31,398,142   | 176,201    | -                   | 31,574,343  |
| <b>Resources Expended</b>                                                          |              |            |                     |             |
| <u>Cost of generating funds:</u>                                                   |              |            |                     |             |
| Fundraising costs                                                                  | 203,126      | -          | -                   | 203,126     |
| Subsidiary costs                                                                   | 1,161,225    | -          | -                   | 1,161,225   |
| Finance costs                                                                      | 580,373      | -          | -                   | 580,373     |
|                                                                                    | 1,944,724    | -          | -                   | 1,944,724   |
| <u>Charitable activities</u>                                                       |              |            |                     |             |
| School and grant-making                                                            | 28,276,876   | 419,514    | 5,399               | 28,701,789  |
| Total resources expended                                                           | 30,221,600   | 419,514    | 5,399               | 30,646,513  |
| <u>Net outgoing resources before fair value movements on financial instruments</u> | 1,176,542    | (243,313)  | (5,399)             | 927,830     |
| Investment gains and losses                                                        | 125,745      | (8,440)    | 5,561               | 122,866     |
| Transfers                                                                          | 2,429        | (2,429)    | -                   | -           |
| <u>Net income</u>                                                                  | 1,304,716    | (254,182)  | 162                 | 1,050,696   |
| Pension scheme actuarial gain/(loss)                                               | (3,100,000)  | -          | -                   | (3,100,000) |
| <u>Net movement of funds</u>                                                       | (1,795,284)  | (254,182)  | 162                 | (2,049,304) |
| Fund balance carried forward at 31 August 2018                                     | 59,259,009   | 1,824,864  | 8,158,136           | 69,242,009  |
| Fund balance carried forward at 31 August 2019                                     | 57,463,725   | 1,570,682  | 8,158,298           | 67,192,705  |

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# UPPINGHAM

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