

Uppingham School

Consolidated Financial Statements

for the year ended 31 August 2024

Charity number: 1147280
Company number: 8013826
www.uppingham.co.uk

UPPINGHAM

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Trustees and Officers

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

Advisors

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

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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%).

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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 CO₂e per pupil fell from 3.03 to 2.98 tCO₂e.

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 tCO₂e per pupil in line with previous years' reporting. Energy units were converted to tCO₂e 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 ₂ e	% of total	kWh	tCO ₂ 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%
	Sub-total	11,882,334	2,196.2	74%	12,385,929	2,282.7	76.6%
Scope 2	Purchased Electricity	3,680,852	762.2	25.7%	3,558,569	688.2	21.3%
	Sub-total	3,680,852	762.2	25.7%	3,558,569	688.2	23.1%
Scope 3	Grey car fleet	41,222	10.0	0.3%	36,289	8.9	0.3%
	Sub-total	41,222	10.0	0.3%	36,289	8.9	0.3%
Total gross emissions		15,604,409	2,968.4	100%	15,980,787	2,979.9	100%
Intensity metric:							
Number of pupils			997			982	
Tonnes of CO ₂ 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. 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)

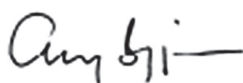
Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the Trustees and other management and inspection of regulatory and legal correspondence, if any.

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 Endowment	Total 2024	Total 2023
		£'000	£'000	£'000	£'000	£'000
Charitable Activities						
School fees	2	38,119	-	-	38,119	34,808
Donations		9	449	-	458	1,920
Other activities		805	-	-	805	570
Activities for generating funds:						
Subsidiary turnover	4	2,148	-	-	2,148	1,818
Rents and lettings receivable		132	-	-	132	112
Investment income		650	60	-	710	707
Other income	3	438	143	-	581	573
Total incoming resources		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
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Charitable activities

School and grant-making	5	39,539	722	5	40,266	36,879
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Total resources expended

	5	42,242	722	5	42,969	39,508
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Net (outgoing)/incoming resources before fair value movements on financial instruments

		59	(70)	(5)	(16)	1,000
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Investment gains	9	797	-	873	1,670	496
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Transfers	18	951	(951)	-	-	-
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Net income		1,807	(1,021)	868	1,654	1,496
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Pension scheme actuarial gain	21	548	-	-	548	257
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Net movement of funds		2,355	(1,021)	868	2,202	1,753
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Fund balance carried forward at 31 August 2023		61,332	2,879	9,172	73,383	71,630
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Fund balance carried forward at 31 August 2024		63,687	1,858	10,040	75,585	73,383
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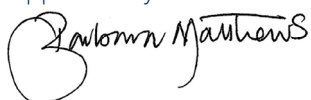
The notes on pages 29 to 53 form part of these financial statements

Charity and Consolidated Balance Sheets as at 31 August 2024

	Notes	Group 2024 £'000	Group 2023 £'000	Charity 2024 £'000	Charity 2023 £'000
FIXED ASSETS					
Tangible assets	8	83,773	80,198	83,759	80,178
Investments	9	30,478	32,416	30,508	32,446
		114,251	112,614	114,267	112,624
CURRENT ASSETS					
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
		15,823	8,185	15,455	8,012
CREDITORS due within one year	11	(14,240)	(11,818)	(13,836)	(11,654)
Fees in advance scheme	13	(6,727)	(4,177)	(6,727)	(4,177)
Net Current Assets		(5,144)	(7,810)	(5,108)	(7,819)
Total assets less Current Liabilities		109,107	104,804	109,159	104,805
CREDITORS due after more than one year	12	(27,503)	(28,055)	(27,503)	(28,055)
Fees in advance scheme	13	(6,251)	(2,935)	(6,251)	(2,935)
Net assets before pension surplus/ (deficit)		73,354	73,814	75,406	73,815
Pension scheme surplus/(deficit)	21	231	(431)	231	(431)
Net assets after pension surplus		75,585	73,383	75,637	73,384
FUNDS					
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
		63,455	61,763	63,507	61,764
Less – Pension deficit	21	231	(431)	231	(431)
Net Unrestricted		63,686	61,332	63,738	61,333
Total Funds		75,585	73,383	75,637	73,384

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 £'000	2023 £'000
Net cash flow from operating activities	(i)	4,329	7,288
Returns on investments and servicing of finance			
Interest paid		(728)	(743)
Dividends and interest received		<u>710</u>	<u>707</u>
		(18)	(32)
Capital expenditure and financial investment			
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>
		(2,710)	(5,002)
Maidwell Hall		<u>-</u>	<u>(2,501)</u>
Net cash inflow/(outflow) before financing		1,601	(247)
Financing			
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>
		5,865	(2,105)
Increase / (decrease) in cash		7,266	(2,121)
Reconciliation of net cash flow to movement in net debt	(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		1,625	(223)
Net debt at 1 September 2023		<u>(30,520)</u>	<u>(30,297)</u>
Net debt at 31 August 2024		<u>(28,895)</u>	<u>(30,520)</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 £'000	2023 £'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 2023 £'000	Cash Flows £'000	At 31 August 2024 £'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	£'000
Fixed assets	1,501
Investment land	1,000
Current assets	188
Current liabilities	(1,696)
Net donation	993

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 £'000	2023 £'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 £'000	2023 £'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 2024 £'000	2023 £'000	Charity 2024 £'000	2023 £'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 2024	Total 2023
	£'000	£'000	£'000	£'000	£'000
Cost of generating funds:					
Fundraising costs	224	57	-	281	307
Finance costs (see below)	-	825	-	825	880
Total for Charity	224	882	-	1,106	1,187
Trading costs of subsidiaries	1,102	487	7	1,596	1,442
Total for Group	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
Total	20,756	16,774	2,736	40,266	36,879
Total expended: Group	22,082	18,143	2,743	42,968	39,508
Charity	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

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

The costs incurred in respect of these employees were:

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

Aggregate employee benefits of key management personnel

2,492 2,412

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

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

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

	2024	2023
	£'000	£'000
Expenditure includes (exclusive of VAT):		
Audit fee	44	41
Auditor other services	15	10

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

8. FIXED ASSETS GROUP

	Freehold Property	Assets under construction	Fittings Furniture & Equipment	Motor Vehicles	Computers & Office 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)
	<u>94,134</u>	<u>769</u>	<u>15,737</u>	<u>1,123</u>	<u>1,457</u>	<u>113,220</u>
Depreciation/Impairment						
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)
	<u>21,293</u>	<u>-</u>	<u>6,758</u>	<u>735</u>	<u>661</u>	<u>29,447</u>
Net book value 31 Aug 2024	<u>72,841</u>	<u>769</u>	<u>8,979</u>	<u>388</u>	<u>796</u>	<u>83,773</u>
<i>31 August 2023</i>	<u>72,585</u>	<u>1,115</u>	<u>5,313</u>	<u>255</u>	<u>930</u>	<u>80,198</u>

FIXED ASSETS CHARITY

Cost						
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)
	<u>94,134</u>	<u>769</u>	<u>15,730</u>	<u>1,123</u>	<u>1,413</u>	<u>113,169</u>
Depreciation/Impairment						
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)
	<u>21,293</u>	<u>-</u>	<u>6,751</u>	<u>735</u>	<u>631</u>	<u>29,410</u>
Net book value 31 Aug 2024	<u>72,841</u>	<u>769</u>	<u>8,979</u>	<u>388</u>	<u>782</u>	<u>83,759</u>
<i>31 August 2023</i>	<u>72,585</u>	<u>1,115</u>	<u>5,313</u>	<u>255</u>	<u>910</u>	<u>80,178</u>

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 Endowment £'000	Restricted Fund £'000	Unrestricted Fund £'000	Total £'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	7,053	82	22,343	29,478
Listed on UK Stock Exchanges	6,970	-	21,978	28,948
Cash deposits	83	82	365	530
At historical cost:				
31 August 2024	5,457	-	22,117	27,574
31 August 2023	5,468	-	23,697	29,165
Investment land at fair value as at 31 August 2023 and 2024				1,000
GROUP				30,478
Investment in subsidiary companies				30
CHARITY				30,508

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 2024 £'000	2023 £'000	Charity 2024 £'000	2023 £'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	2,180	1,818	2,516	2,118

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 2024 £'000	2023 £'000	Charity 2024 £'000	2023 £'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 (Group and Charity)	2024 £'000	2023 £'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 £'000	2023 £'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 £'000	2023 £'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 £'000	2023 £'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 Funds £'000	Restricted £'000	Permanent Endowment £'000	2024 Total £'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)
Charity (see below)	63,508	1,858	10,040	75,406
Subsidiary's reserves	(52)	-	-	(52)
Group (see below)	63,456	1,858	10,040	75,354
Pension surplus/(deficit)	231	-	-	231
Group (see below)	63,687	1,858	10,040	75,585

* 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 Funds £'000	Restricted £'000	Permanent Endowment £'000	2023 Total £'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 2023 £'000	Designated Funds £'000	Expenditure £'000	31 August 2024 £'000
Boarding House Improvement Fund	<u>431</u>	<u>579</u>	<u>(361)</u>	<u>649</u>
	1 September 2022 £'000	Designated Funds £'000	Expenditure £'000	31 August 2023 £'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 Value £'000	Building 1992 Value £'000	Accumulated Depreciation £'000	Building Net Book Value £'000	Total Asset Value £'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:

	Total
	£'000
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>

	Endowed & Restricted Total
	£'000
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	5,457
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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 are as follows:	1 Sept 2023 £'000	Investment Income £'000	Investment Losses £'000	Donations £'000	Awards £'000	Transfer £'000	31 Aug 2024 £'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 2022 £'000	Investment Income £'000	Investment Gains £'000	Donations £'000	Awards £'000	Transfer £'000	31 Aug 2023 £'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 £'000	Total 2023 £'000
Cash with School	1,858	2,301
Assets under construction	-	578
	1,858	2,879

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

19. FINANCIAL COMMITMENTS

	2024 £'000	2023 £'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 £'000	2023 £'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 August 2024	Year to 31 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 August 2024	Year to 31 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 August 2024	Year to 31 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 August 2024 £'000	Year to 31 August 2023 £'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 August 2024 %	As at 31 August 2023 %
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 August 2024 £'000	Year to 31 August 2023 £'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 31 August 2024 £'000	Year to 31 August 2023 £'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:

	2024	<i>2023</i>	<i>2022</i>	<i>2021</i>	<i>2020</i>
	£'000	£'000	£'000	£'000	£'000
Value of funded obligations	12,035	<i>11,433</i>	<i>13,782</i>	<i>22,329</i>	<i>22,092</i>
Fair value of plan assets	12,266	<i>11,002</i>	<i>13,024</i>	<i>17,507</i>	<i>15,912</i>
(Deficit) / surplus	231	<i>(431)</i>	<i>(758)</i>	<i>(4,822)</i>	<i>(6,180)</i>
Experience gains/(loss) on obligation	(153)	<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	964	<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
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Investment gains and (losses)	260	(2)	238	496
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Transfers	54	(54)	-	-
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Net income	302	961	233	1,496
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Pension scheme actuarial gain	257	-	-	257
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Net movement of funds	559	961	233	1,753
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Fund balance carried forward at 31 August 2022	60,772	1,918	8,939	71,630
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Fund balance carried forward at 31 August 2023	61,331	2,879	9,172	73,383
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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.

Uppingham School
Uppingham, Rutland LE15 9QE
United Kingdom

Switchboard: +44 (0)1572 822216
www.uppingham.co.uk

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