

Bupa Foundation
(Company registered number 9524970)
(Registered Charity number 1162759)
Report and financial statements
Year ended 31 December 2023

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Officers and professional advisers

Trustees (Directors)

S Brown (Chair)*
H Cliffe
J O'Reilly
A Perry
N Sullivan
A Waker
S Narayan (Appointed 1 May 2023)
M Smith (Appointed 2 May 2024)
Y Mahfouz (Appointed 2 May 2024)
S Moynihan (Resigned 31 December 2023)
A Spyropoulos (Resigned 21 March 2024)

Director of Bupa Foundation

A Russell

Registered office

1 Angel Court
London
EC2R 7HJ

Banker

HSBC
Client Management
62-76 Park Street
London SE1 9DZ

Auditor

Beever and Struthers
Statutory Auditor
1 George Leigh Street
Manchester
M4 5DL
United Kingdom

Trustees' report

The Trustees of Bupa Foundation (the "Charity"), who are also Directors of the company for the purposes of the Companies Act 2006, present their annual report on the affairs of the Charity, together with the financial statements and auditor's report for the year ending 31 December 2023.

1. Introduction

The Charity was incorporated in the UK on 2 April 2015 with the Registrar of Companies and registered with the Charity Commission on 21 July 2015. Since being established, the main focus of the Charity has been grant-making, and in 2020 the charity also started running its own programmes.

2. Objectives and activities

Objects and purpose

The Charity's objects, as defined in its governing document, are to advance health or prevent or relieve suffering. In 2023, the Bupa Foundation updated its strategy to include the health of our planet into its purpose and mission.

The Charity does this by funding practical projects that improve both people's health and the planet's health.

Programmes

In 2023 the Charity continued to run programmes and help fund practical projects to support people's wellbeing. It also conducted a strategic review which saw the Bupa Foundation team working with key stakeholders and the Bupa Foundation Trustees.

It was confirmed by the Bupa Foundation Trustees at the Board meeting on 21 February that the Charity's purpose would evolve to focus on helping build healthier communities via practical projects that improve both the health of people and the planet.

It was confirmed at the Board meeting on 26 October that the Charity would focus on three areas: Healthier Communities, Healthier Futures and Healthier Cities offering support to:

- A range of small and large charitable projects with grants and in-kind help from Bupa people
- Projects which enable climate change education and action and for better health outcomes
- Children and young people, and the most vulnerable people in our communities who are at risk of deprivation and ill health due to the climate crisis.

The Charity places great importance on ensuring its work has a positive impact in line with its strategy. It does this by demonstrating who the programmes have impacted and the difference they make to people's lives and, where relevant, their local community and its environment. Impact reports are produced regularly by both the Charity and the organisations it works with.

Grant making

The Bupa Foundation is committed to supporting impactful projects that improve both people and planet health, in line with its strategy. The grant-making process ensures transparency, fairness, and accountability in distributing funds to eligible organisations.

The Charity works with organisations it has previous relationships with or has proactively reached out to. The organisation needs to meet specific eligibility criteria and due diligence checks. Once passed, initial conversations are held with the Bupa Foundation team or Bupa Foundation Community Committee members to establish the types of projects and work the organisation is looking to fund. Projects need to deliver on the Charity's purpose and strategy, helping to build healthier communities and support people/planet health. If criteria are met, a funding proposal is submitted and reviewed by the Bupa Foundation Director before being presented to the Bupa Foundation trustees for a funding decision.

Trustees' report (continued)

The Charity places great importance on impact. It does this by demonstrating who the programmes have impacted and the difference they make to people's lives. Impact reports are produced regularly by both the Charity and the organisations it works with.

A summary of the Charity's focus areas and some of the projects it supported in 2023 are as follows:

Healthier Communities

This pillar focuses on local, practical projects with short and long-term impact in areas of need, supported by Bupa employees.

Local community grants

The Charity continued to support the work of its seven Community Committees which are made up of Bupa employees who volunteer their time. Community Committees recommend local causes for grants which will help people improve their wellbeing. In addition to financial grants, Bupa employees also volunteer their time, provide in-kind donations, and fundraise.

In 2023 with the Foundation evolving its strategy, the Community Committees were asked to focus at least 50% of funding on community projects which benefit both people's wellbeing and the planet's health.

The beneficiaries of the work of the Community Committees are predominantly people who are at risk of poorer health, have fewer life chances and who live in deprived areas which are more vulnerable to the effects of climate change.

Some of the larger grants nominated by Bupa Foundation's Community Committees in 2023 included the Women Environmental Network's Soil Sisters project which provides therapeutic gardening sessions in East London for women who have fled domestic violence and other forms of abuse. The London Community Committee also continued its support for Thames 21's London Rivers Week which encourages locals and children to get involved in cleaning the river and litter picking to tackle pollution. In Manchester the Community Committee made grants to support the National Trust's Bloomtown blossom trail and continued its support for the Salford Foundation with funding for a six-month social action educational project in schools - introducing young people to recycling in their environment and reusing materials.

The Charity also made larger grants to several charities which the Foundation has supported in recent years so they could continue some of their much-needed work to improve people's wellbeing in a way that is beneficial or less harmful to the environment. This included partnering with DentaId to fund a low-emission vehicle and dental clinics in areas of need, and the Single Homeless Project's *GreenHouse* programme which helps people in London experiencing homelessness via therapeutic horticulture. Funding also was awarded to Made in Hackney's *Plant Futures*, to enable a national programme of interactive workshops helping community organisations to create nutritious, affordable, sustainable plant-based food.

Healthier Futures

This pillar focuses on climate action and education to help create healthier futures for young people and their supporters.

Eco-Schools

In summer 2023 the Bupa Foundation agreed a new partnership with Eco-Schools to help make communities greener, cleaner, and healthier. Across the 2023-2024 academic year Eco-Schools aims to reach 300,000 people, helping young people and teachers feel confident about delivering environmental action in their school and local community. This includes free teacher training for 1,000 educators and support for 66 schools in areas of deprivation to apply for the Eco-Schools Green Flag Award.

Trustees' report (continued)

Asthma & Lung UK

In December 2023 the Charity confirmed funding for Asthma & Lung UK's Clean Air Champion programme in schools. Following a successful pilot this will enable A&L UK to expand their work to schools in areas of both high deprivation and pollution. They will offer air quality monitoring and education about lung health and clean air.

Career Ready

The Charity continued its support for the social mobility charity, Career Ready. It provided funding for 25 students to secure internships with eco charities in July 2024 in charitable organisations which otherwise couldn't afford an intern, and growing the alumni network, to give further support to young people after the 12-month Career Ready programme ends.

National Literacy Trust

In summer 2023 the Charity awarded funding to the National Literacy Trust for two linked programmes for children and families in areas of deprivation to learn about people and planet health: eco-literacy packs distributed to schools in Bradford, Birmingham, Manchester and Blackpool and Walk & Talk Trails for families. Both these programmes will be delivered in 2024. The Charity also worked with Bupa and the National Literacy Trust on its Generations of Stories programme which aims to break the link between low literacy and poverty and to provide a positive intergenerational experience for care home residents and primary school pupils from areas of deprivation. In 2024 the programme will evolve into "Reading for the Planet" thanks to a further grant from the Charity.

Healthier Cities

This pillar focuses on larger scale projects in areas of greatest need, with opportunities to educate and inspire a wide audience.

In June 2023 the Charity launched a £500,000 'Green Community Grants' programme in partnership with the charity, Groundwork, which helped over 230 schools, local charities, and community groups across the UK to regenerate local green spaces, directly benefitting more than 130,000 people.

The Charity also continued its partnership with Trees for Cities by planting thousands of trees in urban parks, schools, and housing estates across the UK to help improve access to green space, air quality and prevent surface flooding.

The Charity also expanded its Healthier Cities work to support some projects outside the UK, nominated and supported by Bupa Global employees. These projects were support for Very Nile who pay local fishermen to recover and recycle plastic from the Nile river, native tree planting in Dubai in partnership with Emirates Nature-WWF, the installation of a water borehole in Kenya through a partnership with Lifecare, and the creation of a nature reserve outside Dublin with the Eco-Restoration Trust.

Project Portfolio

The Charity focuses its work on its three pillars (Healthier Communities, Healthier Futures and Healthier Cities). During the period, relationships, and funding with 57 organisations were confirmed, reaching 150,000 direct beneficiaries. Details of all organisations who received grants are on the Charity's website: www.bupafoundation.org.

3. Achievements and Performance for Public Benefit

During the year, the Charity granted a total of £1,816,913 (2022: £1,000,000) to 57 organisations (2022: 83), bringing the total level of funding awarded in grants, since the Charity was established in 2015, to a rounded £9 mil.

To ensure donations are used for their intended purpose, due diligence is undertaken before grants are awarded. Organisations receiving grants from the Charity are asked to report regularly on how the funds have been used and on the progress of their project. Grant recipients are asked to report in line with the Charity's Monitoring, Reporting and Evaluation Guidelines and these reporting expectations are stated in grant agreements / letters.

Trustees' report (continued)

The Charity has also developed and documented controls to prevent financial crime and controls to ensure appropriate income recognition and application of funds.

The Trustees confirm that in carrying out the objectives of the Charity, due regard has been paid to the Public Benefit Guidance published by the Charity Commission.

4. Financial Review

The level of the maximum guaranteed annual donation is agreed between the Charity and Bupa at the start of each year and is available for grant funding approved by the Trustees in the financial year. Once agreed, the funds are held by Bupa on behalf of Bupa Healthcare Services Limited on trust, for and on behalf of the Charity and then paid to the Charity's bank account upon request.

Total income during the year was £2,070,586 (2022: £1,182,964), comprising £1,785,000 (2022: £1,000,083) in donations, £12,606 (2022: £nil) in bank interest and £272,980 (2022: £182,881) in contributions of donated services in-kind. The costs of the charitable operations in 2023 amounted to £2,125,877 (2022: £1,247,046). These costs comprised of the agreement of the payment of grants to institutions in the sum of £1,816,913 (2022: £1,000,000) operational, administration and governance costs of £272,980 (2022: £182,881) and direct activity costs totalling £35,985 (2022: £64,308). The cost of other ad hoc costs such as bank charges finalise the expenses although this is considered by the Trustees to be immaterial.

5. Reserves Policy and Going Concern

The Charity holds reserves to cover the amount required to fund approved grants in full. The level of reserves retained ensures that adequate funds are available to cover all future commitments and planned expenditure including any future expenditure which may not otherwise be covered by income. At the balance sheet date, the Charity remained in a good liquid position with cash reserves totalling £17,950 (2022: £100,269). The level of unrestricted reserves, excluding designated funds, totalled £17,950 (2022: £73,671). This was available to cover the Charity's planned future expenditure. The level of restricted reserves totalled £nil at the balance sheet date.

The Charity is dependent upon receiving funding from Bupa, which is committed annually in advance of each accounting period. Grants awarded are only approved within the funds available under the Annual Grant Agreement or 2020 additional Healthy Communities Fund and are not committed beyond the level of confirmed funding.

The Charity is not reliant on fundraising or public donations and is solely funded by Bupa who have confirmed their funding commitments for 2024. This provides the Charity with a secure future for supporting the realisation of the intended charitable aims and objectives and committed future costs.

Trustees have considered budget plans and financial outlook in considering the sustainability of the Charity. The Trustees have secured 100% of the donation income for the year 2024 upon signing the annual committed expenditure.

The Trustees have also reviewed the cash position of the charity and the reserves as at the date of signing the financial statements and are satisfied that the charity will be able to meet all its financial commitments for at least twelve months from the date of signing the financial statements.

Therefore, the Trustees believe that the charity is well placed to manage its financial risks successfully. Accordingly, the Trustees continue to adopt the going concern basis in preparing the financial statements.

6. Strategic plans

Following its strategic review and update in 2023, in 2024 the Charity will focus on its mission to help create healthier communities, futures and cities that improve both people and planet health (as outlined in section 2).

Trustees' report (continued)

The Charities funding principles for 2024 are:

- To support practical projects which create healthier communities that improve both people and planet health.
- To help the most vulnerable people who are at risk of worsened deprivation and ill health as a result of the climate crisis, especially in deprived communities where Bupa has a presence in the UK, Dubai, Egypt and Dublin so that the Charity can harness the time and skills Bupa employees who volunteer for these causes.
- To ensure all causes supported strive to be inclusive in their approach.
- To ensure all causes supported aim to have a positive impact on the environment.
- Ensuring the charity's due diligence criteria are met.

7. Risk management

The Trustees work to an established risk management process to assess risks and implement risk management strategies. This involves identifying the types of risks faced, prioritising them in terms of potential impact and likelihood of occurrence, and identifying means of mitigating the risks. Risks are logged in the Charity's Risk Register which the Trustees review on a regular basis.

The Charity's Risk Register considers risks relating to the following:

- Laws and regulations, particularly ensuring compliance with regulatory requirements.
- Operational risks, such as succession planning for Trustees and the Director of Bupa Foundation.
- Financial risks, particularly inappropriate use of grant funding by an institution.
- Reputational risks, for example by association with an institution that is perceived to be, or found to be, mismanaged or incompetent.

Key controls used and mitigating actions undertaken include:

- Seeking advice from specialist advisers in managing the Charity to ensure compliance with laws and regulations governing charities and companies.
- Discussing Governance issues and succession planning at Board meetings.
- Ensuring Trustees receive a formal induction, which includes specific guidance from the Charity Commission on corporate foundations, detailed information on their role and responsibilities as Trustees and on the Charity's governance policies, including the Conflicts of Interest policy.
- Undertaking due diligence for all grant recipients, including a review of financial accounts and their media and social media profile.
- Operating a programme of relationship management with grant recipients, establishing proactive and open communication, undertaking visits, and clearly detailing requirements for reporting and reviewing progress and impact.
- Reviewing and developing policies and procedures to support the Charity's programmes and grant-making.

Trustees' report (continued)

Structure, governance, and management

8. Charity organisation

Bupa Foundation, a public benefit entity, is incorporated in England and Wales as a company limited by guarantee not having a share capital. There are currently 8 trustee directors, and the sole member is Bupa Healthcare Services Limited who has undertaken to contribute to the assets in the event of winding up a sum not exceeding £1. The Foundation is a registered charity. The registered office is given on page 3.

9. Governance and Management

The Charity is governed by its Articles of Association. In accordance with the Articles of Association, there must be at least seven Trustees, including no less than two Independent Trustees (which are defined as not being connected with Bupa and its subsidiaries (the "Bupa Group")).

In 2023 the Bupa Foundation welcomed one new Trustee and one resignation. Following a recruitment process, one further Independent Trustee and one Bupa-connected Trustee have been appointed in 2024 along with one Independent Trustee resignation bringing the current total to 9 Trustees: three independent and six Bupa-connected.

The following people served as either an Independent or Bupa Connected Trustee during 2023:

Independent Trustees:

- H Cliffe
- S Narayan (Appointed 1 May 2023)
- A Spyropoulos (Resigned 21 March 2024)

Bupa Connected Trustees:

- S Brown (Chair)*
- J O'Reilly
- A Perry
- N Sullivan
- A Waker
- S Moynihan (Resigned 31 December 2023)

The recruitment and appointment of Trustees is managed by the Chair and the Director of the Bupa Foundation and approved by the sole member, Bupa Healthcare Services Limited. When recruiting Trustees, attention is given to the balance of skills, diversity and experience of the Board.

The Chair of Trustees, together with the Director of Bupa Foundation, is responsible for the induction of new Trustees. Trustee induction involves raising awareness of Trustees to their duties and responsibilities under the Charities Act 2011 and Companies Act 2006, as well as an introduction to the governing documents of the Charity and its policies. At an induction meeting all new Trustees are taken through a detailed Induction Presentation, including links to essential reading material and guidance from the Charity Commission (The Essential Trustee and A Guide to Corporate Foundations) and have the opportunity to ask any questions. Trustees are asked from time to time to familiarise themselves with their responsibilities using the materials provided by Charity Commission. For example, videos on trustee responsibilities and essential trustee guides.

The Trustees meet a minimum of 3 times a year to agree the strategic direction of the Charity, review programme performance and approve grants. Programmes are run and grants awarded in line with the Charity's Articles of Association and Grant Agreement. The Trustees have delegated authority to the Bupa Foundation Team for grants totalling no more than £25,000 in any month, provided 5 days' notice is given to Trustees for input. While there is no maximum, grants are generally between £1,000 - £30,000 for Community Committees, and between £1,000 - £150,000 for larger grants.

Trustees' report (continued)

The Charity has a Conflicts of Interest policy, under which all Trustees must declare any interest (transactional or situational) in a matter to be decided by the Trustees and will be managed in accordance with the Charity's Conflicts of Interest policy and Articles of Association.

The Charity does not have any direct employees. On a day-to-day basis, the Charity is administered by the Director of the Bupa Foundation, supported by the Head of Community and ESG Advocacy & Engagement Manager, Senior Bupa Foundation Manager (3 days per week) and Bupa Foundation Executive. Associated costs are borne by Bupa. The Bupa Senior Foundation Manager and Foundation Executive roles are solely dedicated to the Bupa Foundation and are recorded as donated services in the financial statements. In addition to this, costs for the remaining employees are recorded as donated services on a time proportionate basis. In 2023, a Bupa Foundation Project Executive was paid by the Foundation to support the Bupa Foundation Wellbeing for Educators programme and to co-ordinate volunteering to harness the time and skills of Bupa employees to support the Foundation activities, which commenced on 1 October 2020 and ended on 1 October 2023. This role was funded by the additional funds received from Bupa in 2020.

10. Relationships with related parties

Details of transactions with related parties are set out in note 8 to the financial statements.

11. Auditor

Beever and Struthers have indicated their willingness to continue in office and have been reappointed for 2024 pursuant to Section 487(2) of the Companies Act 2006.

Bupa Foundation
Report and financial statements
Year ended 31 December 2023



Statement of Trustees' responsibilities

The Trustees (who are also Directors of the Charity for the purposes of company law) are responsible for preparing the Trustees' Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (UK General Accepted Accounting Practice) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

Company law requires the Trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that period. In preparing these financial statements, the Trustees are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The Trustees are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the charitable company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. In so far as the Trustees are aware:

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

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

The Trustees' Report was approved by the Board of Trustees and authorised for issue.

Signed on its behalf by

A handwritten signature in black ink, appearing to read "J O'Reilly".

J O'Reilly
 Trustee
 July 2024

Independent auditor's report to the members of Bupa Foundation

Opinion

We have audited the financial statements of Bupa Foundation ("the Charitable Company") for the year ended 31 December 2023 which comprise the Statement of Financial Activities, the Balance Sheet, the Cash Flow Statement and the related notes to the financial statements. 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 Charitable Company's affairs as at 31 December 2023 and of its incoming resources and application of resources for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Emphasis of matter – going concern

We draw your attention to the going concern paragraph in note 1.2 of the financial statements which describes the basis for going concern. The charity is dependent on receiving funding from Bupa, which is committed annually in advance of each accounting period. Grant awards are only approved within the funds available under the Annual Grant Agreement and are not committed beyond that level of confirmed funding. Bupa has confirmed its 2024 funding of £1m to the charity. The 2025 £1m annual committed expenditure from Bupa is likely to be confirmed later this year and, although not yet known, this is expected to be at a level similar to previous years. Our opinion is not modified in respect of this matter.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The Trustees are responsible for the other information contained in the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Independent auditor's report to the members of Bupa Foundation (continued)

Opinion on other matters prescribed by the Companies Act 2006

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

- the information given in the Trustees' report which the purposes of company law for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Trustees' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Charitable Company and its environment obtained in the course of the audit, we have not identified material misstatements in 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 accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or

Responsibilities of Trustees

As explained more fully in the Trustees' Responsibilities Statement, the Trustees are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Trustees determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Trustees are responsible for assessing the Charitable Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Trustees either intend to liquidate the Charitable Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

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

We identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and then design and perform audit procedures responsive to those risks, including obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion.

In identifying and addressing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, our procedures included the following:

Independent auditor's report to the members of Bupa Foundation (continued)

- We obtained an understanding of laws, regulations and guidance that affect the Charitable Company, focusing on those that had a direct effect on the financial statements or that had a fundamental effect on its operations. Key laws, regulations and guidance that we identified included the Companies Act 2006 and Charities Act regulations.
- We enquired of the Trustees and reviewed correspondence and Trustees meeting minutes for evidence of non-compliance with relevant laws and regulations. We also reviewed controls the Trustees have in place, where necessary, to ensure compliance.
- We gained an understanding of the controls that the Trustees have in place to prevent and detect fraud. We enquired of the Trustees about any incidence of fraud that had taken place during the accounting period.
- The risk of fraud and non-compliance with laws and regulations was discussed within the audit team and tests were planned and performed to address these risks.
- We reviewed the financial statements disclosures and supporting documentation to assess compliance with relevant laws and regulations.
- We enquired of the Trustees about actual and potential litigation and claims.
- We performed analytical procedures to identify any unusual or unexpected relationships that might indicate risks of material misstatement due to fraud.
- In addressing the risk of fraud due to management override of controls we tested the appropriateness of journal entries and assessed whether the judgments made in making accounting estimates were indicative of a potential bias.

Due 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, 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 fraud or non-compliance with laws and regulations and cannot be expected to detect all fraud and non-compliance with laws and regulations.

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

Use of our report

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

Beever and Struthers

Sue Hutchinson FCCA (Senior Statutory Auditor)
For and on behalf of
Beever and Struthers
Statutory Auditor
One Express
1 George Leigh Street
Manchester
M4 5DL

Date: 1 August 2024

Statement of financial activities (incorporating the income and expenditure account)

		Unrestricted Funds	Restricted Funds	Total Funds	Total Funds
		2023	2023	2023	2022
For the year ended 31 December 2023	Note	£	£	£	£
Income from:					
Donations	3	1,272,980	785,000	2,057,980	1,182,964
Investment income	4	12,606	-	12,606	-
Total income		1,285,586	785,000	2,070,586	1,182,964
Expenditure on:					
Raising funds	5	(430)	-	(430)	-
Charitable activities	6	(1,340,877)	(785,000)	(2,125,877)	(1,247,046)
Total expenditure		(1,341,307)	(785,000)	(2,126,307)	(1,247,046)
Net (expenditure) for the year before and after tax		(55,721)	-	(55,721)	(64,082)
Total funds brought forward		73,671	-	73,671	137,753
Net movement in funds		(55,721)	-	(55,721)	(64,082)
Funds balances carried forward		17,950	-	17,950	73,671

All income and expenditure derive from continuing activities.

All income and expenditure for 2022 was unrestricted. There were no other recognised gains or losses other than those listed above and the net (expenditure) for the year.

Bupa Foundation
Report and financial statements
Year ended 31 December 2023



Balance sheet

As at 31 December 2023

	Note	2023 £	2022 £
Current assets			
Cash at bank and in hand		17,950	100,269
		17,950	100,269
Liabilities			
Creditors: Amounts falling due within one year	9	-	(26,598)
Net Current Assets		17,950	73,671
Net assets		17,950	73,671
Funds			
Unrestricted funds:			
General fund	10	17,950	73,671
Restricted funds	10	-	-
Total funds		17,950	73,671

The financial statements were approved by the Board of Trustees and authorised for issue on 13 June 2024 and were signed on its behalf by:

J O'Reilly
Trustee
July 2024

Charity number: 1162759
Registered company number: 952497

Cash flow statement

For the year ended 31 December 2023

	Note	2023 £	2022 £
Net cash (used in) operating activities	7	(94,495)	(190,464)
Net cash from financing activities	7	12,176	-
Net Cash (outflow)		(82,319)	(190,464)

Analysis of the movement in cash

	2023 £	2022 £
Cash at bank and in hand at beginning of year	100,269	290,733
Cash outflow	(82,319)	(190,464)
Cash at bank and in hand at end of year	17,950	100,269

Notes to the financial statements

1. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below.

Bupa Foundation, a public benefit entity, is incorporated in England and Wales as a company limited by guarantee not having a share capital. There are currently 8 trustee directors, and the sole member is Bupa Healthcare Services Limited who has undertaken to contribute to the assets in the event of winding up a sum not exceeding £1. The Foundation is a registered charity. The registered office is given on page 3.

1.1 Basis of accounting

The financial statements are prepared under the historical cost convention, in accordance with the Statement of Recommended Practice “Accounting and Reporting by Charities (SORP 2019)” applicable to charities preparing their accounts in accordance with FRS 102 and the Companies Act 2006.

The particular policies adopted by the Trustees are described below and have been applied throughout the current year and preceding year.

1.2 Preparation of Financial Statements – Going Concern basis

At the balance sheet date, the Charity remained in a good liquid position with cash reserves totalling £17,950 (2022: £100,269).

The Charity is dependent upon receiving funding from Bupa, which is committed annually in advance of each accounting period. Grant awards are only approved within the funds available under the Annual Grant Agreement and are not committed beyond the level of confirmed funding.

Bupa has confirmed its 2024 funding of £1m to the Charity. This provides the Charity with a secure future for supporting the realisation of the intended charitable aims and objectives and its committed future costs. In addition to this Bupa has committed to a further £750,000 for the Healthy Cities Campaign in 2024. The 2025 £1m annual committed expenditure from Bupa is likely to be confirmed later this year and, although not yet known, this is expected to be at a level similar to previous years.

Based on this, the Trustees have assessed that there is no material uncertainty surrounding the going concern of the Charity for the foreseeable future being at least 12 months from the date of approval of these financial statements, thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

1.3 Income

All income is recognised in the statement of financial activities when the conditions for receipt have been met and receipt is probable. The following accounting policies are applied to income:

a) Donation income

Donation income is accounted for on the date when it becomes receivable.

b) Donated goods and services

Gifts in kind and donated services are included at the lower of their value to charity and their estimated market value. A corresponding amount is then recognised in expenditure in the period of receipt.

c) Investment Income

Investment income relates to bank interest receivable.

1.4 Expenditure

Liabilities are recognised as expenditure as soon as there is a legal or constructive obligation committing the Charity to expenditure. All expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all costs related to the category.

a) Charitable activities - grants payable

Grants are included in the statement of financial activities when approved by the Trustees and agreed with the recipient organisation by way of a grant agreement. If a grant is awarded that is dependent on certain conditions being met, it

Notes to the financial statements (continued)

is treated as expenditure and a liability of the Charity if those conditions fall outside of the control of the Charity. Grants are disclosed as commitments, but not provided for, if they are approved but not payable until certain conditions of the grant agreement are met.

b) Charitable activities – direct costs

Direct costs are costs directly associated with furthering the Charity's flagship programmes. These costs are recognised within charitable activities and accounted for an accruals' basis.

c) Support costs

Support costs are those functions that assist the work of the charity but do not directly undertake charitable activities. Support costs include back-office costs, finance, personnel, payroll and governance costs which support the Charity. All support costs are allocated to charitable activities since no fundraising activities are undertaken by the Charity, see note 6. These costs are allocated on a time spent by activity basis.

d) General volunteering

The charity relies on the contribution of unpaid general volunteers to carry out some activities. The general volunteering work includes individuals volunteering their time to assess funding applications made to the charity. The cost of other ad hoc support provided by Bupa is deemed not to be easily identifiable and is considered by the Trustees to be immaterial.

e) Raising funds

These costs relate only to bank interest paid on the charities bank account.

1.5 Taxation

The Charity is a registered charity and has no liability to corporation tax on its charitable activities.

1.6 Fund accounting

Unrestricted funds represent funds which are expendable at the discretion of Trustees in furtherance of the objects of the charity. Designated funds are amounts that have been put aside at the discretion of the Trustees.

Restricted funds are subjected to restrictions on their expenditure imposed by the donor or through the terms of an appeal.

See note 10 for further information on funds and funds utilisation.

1.7 Financial instruments

The Charity only has financial assets and financial liabilities of a kind that qualify as basic financial instruments. Basic financial instruments are initially recognised at transaction value and subsequently measured at their settlement value.

a) Cash at bank and in hand

Cash at bank and cash in hand includes cash and short term highly liquid investments with a short maturity of three months or less from the date of acquisition or opening of the deposit or similar account.

b) Creditors and provisions

Creditors and provisions are recognised where the Charity has a present obligation resulting from a past event that will probably result in the transfer of funds to a third party and the amount due to settle the obligation can be measured or estimated reliably. Creditors and provisions are normally recognised at their settlement amount.

c) Accrued Income/Debtors

Accrued income is recognised when the Charity has met the contractual conditions required to receive donation income and is recognised at the settlement amount due.

Notes to the financial statements (continued)

2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Charity's accounting policies, the Trustees are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The Trustees do not consider there are any critical judgements or sources of estimation uncertainty requiring disclosure.

3. Donations

	Unrestricted 2023 £	Restricted 2023 £	Total 2023 £	Total 2022 £
Donated Income	1,000,000	785,000	1,785,000	1,000,083
Donated Services	272,980	-	272,980	182,881
	1,272,980	785,000	2,057,980	1,182,964

Donations in 2022 were all unrestricted.

4. Investment income

	Unrestricted 2023 £	Restricted 2023 £	Total 2023 £	Total 2022 £
Bank interest received	12,606	-	12,606	-
	12,606	-	12,606	-

5. Expenditure on raising funds

	Unrestricted 2023 £	Restricted 2023 £	Total 2023 £	Total 2022 £
Bank charges	430	-	430	-
	430	-	430	-

Notes to the financial statements (continued)

6. Expenditure on charitable activities

The Trustees committed to a total of 67 grants to 57 organisations in 2023 (2022: 83 organisations), for which funds were allocated from the 2023 annual commitment of funds and Healthy Cities donated funds. Grants recognised in expenditure, recognised on receipt of a signed grant agreement where there are no further conditions to be met, are split in the following funding programmes:

2023

Programme	Activities undertaken directly	Grant funding of activities	Support costs	Total
	£	£	£	£
Flagship Programmes	35,984	935,000	95,564	1,066,548
Managed Programmes	-	511,344	92,894	604,238
Local Community Grants	-	370,569	84,522	455,091
	35,984	1,816,913	272,980	2,125,877

2022

Programme	Activities undertaken directly	Grant funding of activities	Support costs	Total
	£	£	£	£
Flagship Programmes	64,308	-	51,140	115,448
Managed Programmes	-	617,000	71,274	688,274
Local Community Grants	-	383,000	60,467	443,467
	64,308	1,000,000	182,881	1,247,189

The total expenditure above of £2,125,877 (2022: £1,247,189) includes £1,816,913 (2022: £1,000,000) relating to actual grants paid in the year. Activities undertaken directly totalled £35,985 (2022: £64,308) whilst the accrued expenditure at year end was £nil (2022: £26,598). Throughout 2022 there were ad hoc bank charges and interest totalling £-143 which completes the expenditure total of £1,247,046.

The Charity's charitable activity is providing free, practical resilience programmes and funding of activities by way of grants to institutions for the purposes set out in the Trustees' Report.

Donated services included above, represent the support costs borne by Bupa and recorded as donated services within donations. These costs represent the costs of managing and administering the Charity. This is an approximate value based on separately identifiable costs and includes the cost of staff providing day to day administration and management of the Charity. Support costs have been allocated on an apportionment basis. Also included within the support costs are auditor remuneration costs £13,200 (2022: £14,832), cost of impact reporting £2,082 (2022: £1,150) and charitable works outside the annual committee expenditure £nil (2022: £1,980). The cost of other ad hoc support provided by Bupa is deemed not to be easily identifiable and is considered by the Trustees to be immaterial. The Charity does not have any employees.

Grant management process:

- Large grants, which relate to funding of over £25,000, are dealt with at board meetings (either in person or virtually) of the Trustees.
- Small – Medium grants, which relate to funding of up to £25,000 are dealt with either at board meetings (either in person or virtually) of the Trustees or under delegated powers.

The value of grants included in expenditure range from £1,000 to £285,000. A selection of institutions receiving grants for each programme in 2023 are listed on our website as referenced in the trustee's report.

Notes to the financial statements (continued)

No Trustees received remuneration during the current year or preceding year.

2023

Recipients of Institutional Grants

	Total of Grants £
The Federation of Groundwork Trusts	630,000
Trees for Cities	250,000
Keep Britain Tidy	92,000
National Literacy Trust	80,000
DentaId Ltd	70,000
Emirates Nature Association	60,000
Asthma + Lung UK	65,729
The UK Career Academy Foundation	60,000
Other grant recipients not individually significant	509,184
	1,816,913

7. Reconciliation of net income to net cash inflow from operating and financing activities

	2023 £	2022 £
Net cash outflow from operating activities		
Net (expenditure) for the year	(67,897)	(64,082)
(Decrease) in creditors/accrued expenditure	(26,598)	(126,382)
Net cash (used in) operating activities	(94,495)	(190,464)
Net cash outflow from financing activities		
Bank interest received	12,606	-
Bank charges paid	(430)	-
Net cash in financing activities	12,176	-

8. Related party transactions

During the year, the Charity received donated income of £1,785,000 (2022: £1,000,083) and donated services to the value of £272,980 (2022: £182,881) from Bupa. Included in direct costs are employee costs relating to a staff member of Bupa who was invoiced to the Bupa Foundation during the year. At the balance sheet date there was accrued expenditure of £nil (2022: £26,598) relating to costs borne by Bupa to be reimbursed by the Bupa Foundation. There was no outstanding income between the Charity and Bupa at the balance sheet date. A number of the Trustees are also directors of various entities within the Bupa Group (listed in the Trustees' Report as Bupa Connected Trustees). No Trustees received remuneration. One Trustee (Non connected) received a reimbursement for travel expenses totalling £85 (2022: £nil) in the year.

9. Creditors - amount falling due within one year.

	2023 £	2022 £
Grants payable	-	-

Notes to the financial statements (continued)

Accrued expenditure	-	26,598
	-	26,598

10. Funds

	01 Jan 2023	Income	Expenditure	31 Dec 2023
	£	£	£	£
Unrestricted funds				
General Fund	73,671	1,285,586	(1,341,307)	17,950
Restricted funds				
Healthy Cities	-	785,000	(785,000)	-
Total Funds	73,671	2,070,586	(2,126,307)	17,950

The Healthy Cities programme focused on larger scale projects in areas of greatest need, with opportunities to educate and inspire a wide audience. The programme engaged with Bupa employees, local schools, local charities, and community groups across the UK.

Prior year comparative:

	01 Jan 2022	Income	Expenditure	31 Dec 2022
	£	£	£	£
Unrestricted funds				
General Fund	137,753	1,182,964	(1,247,046)	73,671
Total Funds	137,753	1,182,964	(1,247,046)	73,671

11. Analysis of net assets between funds

	Unrestricted 2023	Restricted 2023	Total 2023
	£	£	£
Cash at bank	17,950	-	17,950
Liabilities	-	-	-
	17,950	-	17,950

Prior year comparative:

	Unrestricted 2022	Restricted 2022	Total 2022
	£	£	£
Cash at bank	100,269	-	100,269
Liabilities	(26,598)	-	(26,598)
	73,671	-	73,671