

Registered No: 09928856
Charity No: 1166323

UPP Foundation
(a company limited by guarantee)

Report and financial statements

For the year ended 31 August 2022

UPP Foundation

Report and financial statements

for the year ended 31 August 2022

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UPP Foundation Report of the Trustees for the year ended 31 August 2022

Legal and Administrative Details

Status

The organisation is a charitable company limited by guarantee, incorporated on 23 December 2015 and registered as a charity on 1 April 2016.

The company was established under a Memorandum of Association which established the objects and powers of the charitable company and is governed under its Articles of Association.

Administrative Details

Charity number: **1166323**
Company number: **09928856**

Registered Office: 12 Arthur Street, London, EC4R 9AB

Bankers: Barclays Bank plc, 1 Churchill Place, London, E14 5HP

Independent Auditor: KPMG LLP, 15 Canada Square, London E14 5GL

Directors and Trustees

K Morgon
E Rapley (resigned 27 January 2022)
C Skidmore
M Stuart
J Wakeford

Structure, governance and management

The Trustees are pleased to present their report and financial statements for the year ended 31 August 2022. The comparative results covering the year ended 31 August 2021.

The legal and administrative details set out on page 1 form part of this report. The financial statements have been prepared in accordance with the accounting policies set out in note 2, the Charities Act 2011 and the Statement of Recommended Practice: Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102), Section 1A (effective 1 January 2015), and the companies act 2006.

The directors of the charitable company (the "Charity") are its Trustees for the purpose of charity law and throughout this report are collectively referred to as the Trustees. The Trustees who served during the year are shown on page 1.

The Trustees are appointed in joint consultation with the senior management of UPP Group Holdings Limited for a renewable term of 3 years. Trustees are selected on the strength of their relevant knowledge and experience, and several have been drawn from across the UPP Group. New Trustees are fully briefed on the objectives of the Charity and their role as Trustees.

The Trustees are responsible for determining the overall strategy of the UPP Foundation. They are responsible for reviewing and making decisions on the Charity's grant-giving activities with reference to the UPP Foundation's charitable objectives.

UPP Foundation

Report of the Trustees (continued)

for the year ended 31 August 2022

Structure, governance and management (continued)

In determining the Charity's strategy, the Trustees consider the guidance of the Charity's Advisory Board. The Advisory Board members are selected for their expertise and experience of the higher education sector, and include university vice-chancellors, policy experts and politicians. The members meet to consider key issues impacting the higher education sector, providing independent views and suggestions for how the Charity can best meet its objectives.

The Trustees have delegated the day to day administration of the Charity to UPP Group Holdings Limited. UPP Group Holdings Limited is responsible for company secretarial services and all aspects of the financial administration of the Charity.

UPP Group Holdings Limited is the primary donor to the Charity donating £270,000 (2020: £267,000) during the year. In addition, UPP Group Limited is the sole member of the Charity, having given an undertaking to contribute an amount not exceeding £1 in the event of the Charity being wound up. Other than the appointment of Trustees as described above, UPP Group Limited has no involvement or influence over the Charity's activities and grant making decisions.

Objectives and principal activities

The UPP Foundation has been established as an independent charity by UPP Group Limited, a subsidiary company within UPP Group Holdings Limited ('UPP'), the leading provider of on campus student accommodation and facility management services in partnership with fifteen UK universities.

Publicly launched in 2016, this year the Foundation published its 2025 strategy, *Belonging to the Future*. This set out the Charity's purpose of 'helping students, graduates and universities fulfil their potential to transform lives and communities.'

The Foundation has three goals:

- Enable students and graduates to succeed
- Develop green and sustainable civic universities
- Support higher education's value to society

During the year, the Charity received income of £270,000 from UPP Group Holdings Limited (as a single annual donation) and had £69,885 of expenditure in furtherance of its objectives. In addition, the Charity has several multiple-year grant commitments which total £255,526 at 31 August 2022, of which £89,152 have been accrued for in this year's accounts. The Charity also committed to a further £166,374 in grant funding for eight new projects with charities and universities.

The Trustees' Terms of Reference outlines their responsibilities to ensure that the Charity adheres to its objectives. The Trustees confirm that they have referred to the guidance contained in the Charity Commission's general guidance on public benefit when reviewing the Charity's aims and objectives, and in planning future activities and setting the grant-making policy for the year.

UPP Foundation

Report of the Trustees (continued)

for the year ended 31 August 2022

How the Charity's activities deliver public benefit

The UPP Foundation has a focus on education, particularly in the context of the higher education sector, where the expertise of the Charity's promoting body, UPP, lies. This focus is reflected in the Charity's objects. Within a higher education context, the Charity's activities are focussed on the three goals identified above.

The Charity delivers its objectives in three ways

(1) As a funder

- The Charity funds charities and universities to develop innovative projects – providing flexibility as they attempt to overcome the most difficult and important social problems.
- As a small funder the Charity delivers impact by igniting new ideas and practice through seed-funding.
- The Charity incubates and grow vital small and medium sized charities in the higher education sector.
- The Charity supports local and national charities that UPP staff are passionate about.

(2) As a convener

- The Charity works in partnership with its corporate parent UPP and others to make effective use of resource to provide support and development opportunities for grant recipients and the wider higher education sector.
- The Charity develops networks between our grant recipients, universities and the wider higher education sector to foster best practice, share learning and provide access to expertise.
- Working with staff at UPP and UPP Gives the Charity will build mentoring and volunteering programmes, offering support to grant recipients and other organisations delivering our strategic goals.

(3) As a thought leader

- The Charity will champion issues relating to its goals, influencing the public policy debate and engaging policy makers directly
- The Charity will develop 'think and do' projects – elevating thought and practice to achieve its goals
- To advance knowledge and understanding of key issues the Charity will publish research and facilitate debate within the higher education sector

To champion the work of its grant recipients and inform future plans, the Charity will gather evidence from its projects to demonstrate impact.

New grants

In 2021/22 The UPP Foundation agreed to support eight new projects. This followed an application process where the Charity received over 50 proposals from universities and charities.

All of the applications had to work towards challenges within the Charity's goals to:

- Enable student and graduate success
- Support green and sustainable civic universities

Applications were judged on i) the quality of the project and link to the Charity's goals, ii) innovation – particularly around whether it could spark activity across the wider sector, iii) potential impact of the project, iv) its commitment to partnership and v) its sustainability at the end of the funding.

Trustees supporting the following projects:

UPP Foundation Report of the Trustees (continued) for the year ended 31 August 2022

Energy Advice Centre - South Bank University (£23,548)

Legal Advice Centres, where students provide free guidance to local residents on their legal rights, are common across the higher education sector. South Bank have taken this idea and will be piloting a similar approach for energy. South Bank will establish an advice centre for their local community, focussed on ways that households can reduce their energy consumption, improve energy efficiency, and save money as the cost-of-living crisis starts to bite. This will be run by undergraduates and overseen by PhD students, with weekly clinics hosted over the course of the year

Tutoring Pilot - University of Exeter (£24,885)

Social mobility researchers led by Professor Lee Elliot Major, will work with the University's access team to look at different models of tutoring and develop a discrete tutoring course in foundational literacy for year 8 pupils. They will then train 100 undergraduates to deliver small-group tutoring to 300 local pupils. At the conclusion of the project Exeter will publish a set of recommendations and guidance for universities and policy makers indicating potential models through which universities across the country can deliver student tutoring.

Environmental Service-Learning Pilots - Yorkshire Universities (£20,000)

Service-learning is where students use the knowledge and skills they have acquired within their degree to support a project or organisation delivering positive social change locally – students often receive credits towards their degree from the service-learning modules. This project funds Yorkshire Universities to audit existing work within their twelve members, scope out a brokerage network between communities and universities, as well as fund mini challenges, collate and share an online repository of pilot projects to showcase to a wider audience. The focus for the service-learning initiatives will be on local environmental and sustainability projects.

Join the Dots – Brilliant Club (£25,000) & Transition to Success – Villiers Park Educational Trust (£25,000)

Better supporting the transition to higher education from school or college emerged as one of the key themes from the UPP Foundation's Student Futures Commission as a way to enable student success, continuation and graduate outcomes. As part of this funding-round the UPP Foundation is supporting two pilot projects on this theme with two leading access charities. At the end of the pilots, the Foundation will then produce a report sharing learnings from these distinct approaches to enable best practice to flourish in the sector.

Join the Dots - Brilliant Club

Students from disadvantaged backgrounds will be matched with a PhD Coach from the university they are attending. Each PhD Coach will support a group of eight students through a six-month transition programme (pre-entry to end of the first term). The programme also includes a community element, as they will be connecting students from similar backgrounds through facilitated peer groups where they will be encouraged to reflect on their experiences and support each other through the transition. Join the Dots will be supporting 50-100 students in the pilot phase.

UPP Foundation Report of the Trustees (continued) for the year ended 31 August 2022

Transition to Success - Villiers Park Educational Trust

This project will support 500 students at participating universities. Using 'solution-focussed' coaching, the course aims to equip incoming students with the self-reflection, thinking skills and confidence to prepare for and manage the practical, emotional, and logistical aspects of negotiating social, academic, and domestic change. It will run over 6 months from June (before entry) to the end of the calendar year.

Climate Change and Student Mental Health Report - Student Minds (£10,544)

Leading student mental health charity Student Minds have been awarded a grant to run a research project looking at the links between mental health and climate change amongst the student body. Research will be based on qualitative and quantitative approaches, with a report published with conclusions and recommendations towards the end of the year.

App for biodiversity – University of Lincoln (£24,997)

There is a need to understand and enhance ecosystem provision (biodiversity and carbon storage) in urban areas. Urban centres are also the areas which are most at risk of decline. This project aims to support the local community to better understand the key biodiversity provided locally, and how to take action to enhance it. To achieve this, Lincoln will engage with local communities and, using a citizen science approach, map three key ecosystem areas in Lincoln using an AI-enabled mobile application that measures i) biodiversity and habitat connectivity; ii) above-ground vegetation carbon storage and iii) Water infiltration for flood regulation. The aim is to support the local community understand biodiversity in the city and then support its protection and enhancement.

International graduates and UK employment: capturing experiences of post-study work visas - AGCAS (£12,400)

AGCAS is the membership organisation for higher education student career development and graduate employment professionals. Its project aims to enhance support for international students by raising awareness of the facilitators and barriers to success in the UK job market. Drawing on international graduates' experiences of seeking and gaining employment in the UK – through surveys, focus groups and case studies – they will assess the effectiveness of the Graduate Route and other post-study visas and outline how the sector can better support international students considering UK graduate employment.

Rolling and concluding grants

The Foundation continues to fund and support several multi-year projects, and single year schemes which cut across financial years. All of these are funded by the donations received from UPP Group Holdings Limited

Civic University Network

In 2020/21 The UPP Foundation pledged a further £50k to the Civic University Network to support its second year in operation – this means the total funding to the Network from the UPP Foundation is £100,000.

UPP Foundation

Report of the Trustees (continued)

for the year ended 31 August 2022

The Civic University Network was launched in April 2020. It is a member-led organisation hosted at Sheffield Hallam University, which helps to embed civic aspirations at an institutional level through the sharing of best practice. It also works with government and strategic partners to ensure that a university's geographic role and responsibility is used more effectively as an agent to drive positive societal change. In 2020 the Foundation put together a coalition of funders, which included the Department for Education, Carnegie UK Trust and Arts Council England to provide seed funding to establish the Network. The follow-on grant in 2020/21 was tailored towards the Network's programme supporting university members lead and convene local communities towards environmental sustainability and net zero. The funding also supports their work on developing approaches for students to be

The Bridge Group – Graduate retention study to drive social equality

Geographical mobility is often considered a pre-requisite for social mobility. This is problematic for social equality as wealthier students and graduates are more likely – and able – to move for study and work.

We awarded £23,000 funding the Bridge Group to undertake research into the experiences of graduates who choose to remain local. The aim of the research will be to determine if, and how, 'staying local' contributes to graduates' success, and provide new methods for describing and measuring that success in the context of social mobility.

Thought Leadership

We provide a public policy and thought-leadership platform enabling sector leaders, experts and the wider public the opportunity to debate the future of higher education.

This year our biggest project was the conclusion of the **Student Futures Commission**.

In light of the disruption everyone has faced during the pandemic, the Commission looked at how universities can take action to support students to make the best of their remaining time at university and support those who are starting their journey in higher education.

The Commission had three objectives:

1. To ensure students are best supported after the pandemic by contributing to a generous and collaborative effort in the sector to ensure their successful futures.
2. To make practical recommendations to universities, government and others for the academic year 2021-2022 and onwards.
3. To curate ideas, insights and learnings from all stakeholders in higher education that can be widely disseminated and used to enhance the post-pandemic student experience.

The Commission was chaired by Mary Curnock Cook CBE, the former Chief Executive of UCAS, and included a range of student leaders, university vice-chancellors and policy makers. It was run like a select-committee style enquiry with sessions on specific themes, a written call for evidence, student polling and private roundtables.

The Commission produced two reports. Interim findings published in September 2021, and a final report published in February 2022.

In its final report, the UPP Foundation Student Futures Commission called for joint action between universities and students to tackle problems caused by the pandemic. This report provided a blueprint for how universities and students can work together to develop Student Futures Manifestos, which set out concrete actions to improve students' experience of university.

UPP Foundation

Report of the Trustees (continued)

for the year ended 31 August 2022

Through its evidence gathering, the Commission's report shed new light on the future of teaching and learning in higher education, the importance of helping students regain their sense of 'belonging' to their university, and the need for clearer pathways to graduate outcomes. It set out six key themes for student futures:

- Support for students before they reach university
- An induction into university life for each year of study
- Support for mental health and wellbeing
- A clear outline of the teaching students will receive and the necessary tools to access it
- Activities inside and outside the curriculum that build skills, networks and communities
- A clear pathway towards graduate outcomes

Following the publication of the report close to 30 universities pledged to develop a Student Futures Manifesto.

From Adversity to University Toolkit

In November 2021 the Foundation alongside the University of Chichester published a toolkit around its project to support people suffering from homelessness into higher education. The project supported a module created in 2018 as a partnership between the University of Chichester and local homeless shelter Stonepillow. Over the last three years, 25 people have accessed the module, with six students then taking a qualification in maths or English to further their skills, and 5 others undertaking a full degree. The toolkit was published to encourage other universities to develop a similar approach.

Staying local: understanding the value of graduate retention for social equality

In September 2021 the Foundation and the Bridge Group (a social mobility charity) published a new research report on graduate retention. It found that the current narrative of graduate success – which focusses on high salaries – is neither accurate nor inclusive.

The report's conclusions – based on a national quantitative study, and interviews with 35 graduates from four universities (University of Exeter, University of Hull, University of Lincoln, University of Sunderland) and 11 employers with links to those universities shows that decisions to stay local after graduating are guided by considerations of wellbeing, financial independence and health. Graduates want to have 'meaningful' careers, rather than simply high salaries, and to be able to live in places and environments which appeal to them.

UPP Foundation

Report of the Trustees (continued)

for the year ended 31 August 2022

Objectives for the Following Year

In the year ahead the Foundation's priorities will be to:

- Support the implementation of the new projects funded by the UPP Foundation, as well as the impact of existing schemes.
- Develop the Foundation's new convening purpose to better support charities in the higher education sector and effectively engage with UPP staff through volunteering opportunities.
- Publish the second in an annual survey of public opinion towards universities.
- Commission and launch new thought leadership initiatives about the future of higher education and its impact on society.
- Re-establish the Foundation's annual lecture and dinner with an overseas University President (paused during the pandemic) to support the exchange of ideas across geographical boundaries amongst sector leaders.
- Continue to embed its initiatives, projects and grants within the higher education sector – ensuring practice and lessons from its activities are shared widely.

Reserves policy

The Charity holds financial reserves to secure and protect its ability to fulfill its mission and charitable purpose. Funding received is allocated towards funded projects and operational costs to achieve the Charity's objectives based on the level of reserves at any given time. The Charity is also in recognition of the in-kind contributions which have been absorbed by UPP Group Holdings Limited.

The Foundation's level of reserves is carefully monitored and will be annually reviewed to ensure it is deemed sufficient to exceed the criteria outlined above.

The reserves at the end of the reporting period were £405,000 (2021: £273,000).

Financial and performance review

Details of the financial performance are set out in the Statement of Financial Activities on page 13. The Charity is reliant on a recurrent donation from UPP Group Holdings Limited for its income as the main donor.

Total donations of £270,000 (2021: £270,000) were received from UPP Group Holdings Limited during the financial year. This was in line with budget and the Trustees' expectations.

During the financial year there was a net increase in funds of £132,000 (2021: £5,000 decrease).

Going concern

The financial statements have been prepared on a going concern basis which the Trustees believe to be appropriate. The Charity is dependent upon a recurrent donation from UPP Group Holdings Limited for its income. Charity Trustees believe that UPP Group Holdings Limited will continue to make available such funds as are needed by the Charity for at least 12 months from the date of approval of these financial statements.

This should enable the Charity to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. The Trustees acknowledge that there can be no certainty that the financial support will continue, although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Charity's Trustees believe that the planned donation from UPP Group Holdings remains unchanged. On this basis UPP Foundation is not expecting an impact on revenues for the 2022/23 year.

UPP Foundation

Report of the Trustees (continued)

for the year ended 31 August 2022

Trustees' responsibilities statement

The trustees are responsible for preparing the Report of the Trustees and the financial statements in accordance with applicable law and regulations.

Company law requires the trustees to prepare financial statements for each financial year. Under that law they are required to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 of the income and expenditure for that period. In preparing these financial statements, the trustees are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards and the Statement of Recommended Practice have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the charitable company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the charitable company or to cease operations, or have no realistic alternative but to do so.

The trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charitable company's transactions and 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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the charitable company and to prevent and detect fraud and other irregularities.

Disclosure of information to auditor

So far as each of the trustees at the time the report is approved are aware:

- there is no relevant audit information of which the auditors are unaware and;
- that they have taken all the steps they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information

Qualifying third party indemnity provisions

During the year and up to the date of this report, the Charity maintained liability insurance and third-party indemnification provisions for its trustees, under which the Charity has agreed to indemnify the directors to the extent permitted by law in respect of all liabilities to third parties arising out of, or in connection with, the execution of their powers, duties and responsibilities of the Company

UPP Foundation Report of the Trustees (continued) for the year ended 31 August 2022

Small company provisions

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006.

On behalf of the Trustees:



**Jon Wakeford
Trustee
2 May 2023**

UPP Foundation

Independent auditor's report to the members of UPP Foundation

Opinion

We have audited the financial statements of UPP Foundation ("the charitable company") for the year ended 31 August 2022 which comprise the Statement of financial activities, Balance sheet and related notes, including the accounting policies in note 2 .

In our opinion the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 31 August 2022 and of its incoming resources and application of resources, including its income and expenditure, for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the charitable company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The trustees have prepared the financial statements on the going concern basis as they do not intend to liquidate the charitable company or to cease its operations, and as they have concluded that the charitable company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the trustees' conclusions, we considered the inherent risks to the charitable company's business model and analysed how those risks might affect the charitable company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the trustees' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the trustees assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the charitable company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the charitable company will continue in operation.

UPP Foundation

Independent auditor's report to the members of UPP Foundation (Continued)

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of the trustees and inspection of policy documentation as to the charitable company's high-level policies and procedures to prevent and detect fraud, including the internal audit function, and the Charitable company's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud;
- Reading Board minutes;
- Considering remuneration incentive schemes and performance targets for management; and
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries.

On this audit we do not believe there is a fraud risk related to revenue recognition because the charity company's income primarily arises from donations recognised at a point in time but which is non-judgemental, straight forward and limited opportunity for manipulation.

We did not identify any additional fraud risks. We performed procedures including:

- identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted by senior finance management and journal entries made to unrelated accounts; and
- assessing significant accounting estimates for bias.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the trustees and other management (as required by auditing standards) and from inspection of the charitable company's regulatory and legal correspondence and discussed with the trustees the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

UPP Foundation

Independent auditor's report to the members of UPP Foundation (Continued)

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations (continued)

Firstly, the charitable company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies' legislation), distributable profits and taxation legislation. We assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the charitable company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: health and safety and anti-bribery, recognising the nature of the charitable company's activities.

Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the director and other management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

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 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 fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws or regulation.

Other information

The trustees are responsible for the other information, which comprises Report of the Trustees. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the other information;
- in our opinion the information given in the Report of the Trustees which constitutes the directors' report for the financial year, is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

UPP Foundation

Independent auditor's report to the members of UPP Foundation (Continued)

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- the charitable company has not kept adequate accounting records 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

We have nothing to report in these respects.

Trustees' responsibilities

As explained more fully in their statement set out on page 9, the trustees (who are also the directors of the charitable company for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the charitable company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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 its members, as a body, for our audit work, for this report, or for the opinions we have formed.



Craig Steven-Jennings (Senior Statutory Auditor)

for and on behalf of KPMG LLP

Chartered Accountants

15 Canada Square

London

E14 5GL

2 May 2023

UPP Foundation

Statement of Financial Activities including Income and Expenditure for the year ended 31 August 2022

		Unrestricted funds	Restricted funds	Total funds	Unrestricted funds	Restricted funds	Total funds
		2022	2022	2022	2021	2021	2021
Notes		£'000	£'000	£'000	£'000	£'000	£'000
Income and endowments from:							
Donations and legacies		270	-	270	220	50	270
Civic University income		-	-	-	-	95	95
Total		270	-	270	220	145	365
Expenditure on:							
Charitable activities	7	(7)	(25)	(32)	(81)	(145)	(226)
Governance costs	7	(8)	-	(8)	(8)	-	(8)
Other	7	(98)	-	(98)	(136)	-	(136)
Total		(113)	(25)	(138)	(225)	(145)	(370)
Net income	4	157	(25)	132	(5)	-	(5)
Reconciliation of funds:							
Total funds brought forward		273	-	273	278	-	278
Total funds carried forward		405	-	405	273	-	273

All income and expenditure derive from continuing activities.

The accompanying notes on pages 17 to 20 form part of these financial statements.

UPP Foundation

Balance Sheet

as at 31 August 2022

		Unrestricted funds 31 August 2022	Restricted funds 31 August 2022	Total funds 31 August 2022	31 August 2021
	Notes	£'000	£'000	£'000	£'000
Current assets					
Debtors: amounts falling due within one year		-	20	20	45
Cash and cash equivalents	9	471	-	471	439
		471	20	491	484
Creditors: amounts falling due within one year	8	(41)	(45)	(86)	(211)
Net assets		430	(25)	405	273
Funds					
Accumulated surplus		430	(25)	405	273
Total charity funds		430	(25)	405	273

The accompanying notes on pages 17 to 20 form part of these financial statements.

These financial statements were approved by the Trustees and authorised for issue on 2 May 2023 and were signed on their behalf by:

The Charity's financial statements have been prepared in accordance with the provisions applicable to entities subject to the small entities regime.



Jon Wakeford
Trustee

Registered No: 09928856
Charity No: 1166323

UPP Foundation

Notes to the financial statements

for the year ended 31 August 2022

1. General information

UPP Foundation is a company limited by guarantee incorporated in England on 23 December 2015 with company number 09928856 and registered with the Charity Commission in England on 1 April 2016 (charity number 1166323). The registered office is 12 Arthur Street, London, EC4R 9AB.

2. Principal accounting policies

(a) Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Statement of Recommended Practice ['Accounting and reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102), Section 1A (effective 1 January 2015)], the Charities Act 2011 and the Companies Act 2006.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A – small entities. The small entities regime provides exemption from the requirement to present a Cashflow Statement and Statement of Changes in Funds.

The Charity constitutes a public benefit entity as defined by FRS 102. The financial statements are presented in Sterling (£), which is the Charity's functional currency, rounded to the nearest thousand.

The following principal accounting policies have been applied:

(b) Going concern

The financial statements have been prepared on a going concern basis which the Trustees consider to be appropriate for the following reasons.

The business model of the charity is such that its charitable activities are limited to those which it has sufficient funds to support from the excess of funding received over the costs of administering the charity. The charity therefore has no specific commitments and no committed costs beyond its fixed costs of operation which are detailed in note 10.

In preparing these financial statements, the Trustees have considered the impact of the current inflationary environment on the ability of the Charity to continue as a going concern. The overarching priority for the Foundation is to work closely and effectively, together with our partners, to ensure our activities remain unchanged. Charity's Trustees believe that the planned donation from UPP Group Holdings remains unchanged for a period of at least 12 months from the date of approval of these financial statements. On this basis UPP Foundation is not expecting an impact on revenues for the 2022/23 year.

The Foundation is dependent upon a recurrent donation from UPP Group Holdings Limited for its income. UPP Group Holdings Ltd has indicated its intention to continue to make available such funds as are needed by the Charity for at least 12 months from the date of approval of these financial statements.

As with any company placing reliance on other group entities for financial support, the Trustees acknowledge that there can be no certainty that the financial support will continue, although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

UPP Foundation

Notes to the financial statements (continued)

for the year ended 31 August 2022

2. Principal accounting policies (continued)

(b) Going concern (continued)

Consequently, the Trustees are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and there are no material uncertainties and therefore, have prepared the financial statements on a going concern basis.

(c) Income

Income is recognised once the charity has entitlement to the resources, it is probable that the resources will be received, and the monetary value can be measured with sufficient reliability.

In the case of performance related grants, income must only be recognised to the extent that the charity has provided the specified goods or services as entitlement to the grant only occurs when the performance related conditions are met

(d) Expenditure

All expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all costs related to each category of expense shown in the Statement of Financial Activities. Expenditure is recognised when the following criteria are met:

- there is a present legal or constructive obligation resulting from a past event
- it is more likely than not that a transfer of benefits (usually a cash payment) will be required in settlement
- the amount of the obligation can be measured or estimated reliably.

Irrecoverable VAT is charged against the category of resources expended for which it was incurred.

Grants offered subject to conditions that have not been met at the year end, and that remain at the Charity's discretion, are noted as a commitment, but not accrued as expenditure.

(e) Unrestricted funds

These are funds which can be used in accordance with the charitable objects at the discretion of the Trustees.

(f) Cash at bank

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

(g) Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

UPP Foundation

Notes to the financial statements (continued)

for the year ended 31 August 2022

3. Trustees' remuneration and related party transactions

Trustees consider the Board of Trustees as comprising the key management personnel of the Charity in charge of directing and controlling the Charity and running and operating the Charity on a day to day basis. All Trustees give of their time freely and no Trustee remuneration was paid in the year.

No Trustee, Director or other person related to the Charity had any personal interest in any contract or transaction entered into by the Charity during the year.

4. Net income for the year

	Year ended 31 August 2022 £'000	Year ended 31 August 2021 £'000
<i>Net income(expenditure) for the year is stated after charging:</i>		
Independent Auditors' remuneration	<u>8</u>	<u>8</u>
	<u>8</u>	<u>8</u>

5. Employee information

There were no persons employed or remunerated by the Charity at any time during the year (2021: none).

6. Taxation

The Company is recognised by the HMRC and is a registered charity with the charities commission. The revenue recognised by the Foundation consists entirely of donations and is used for charitable expenditure. Hence no provision is considered necessary for taxation.

7. Expenditure

	Year ended 31 August 2022 £'000	Year ended 31 August 2021 £'000
<i>Charitable activities</i>		
Grants	<u>32</u>	<u>226</u>
	<u>32</u>	<u>226</u>
<i>Governance costs</i>		
Independent Auditors' remuneration	<u>8</u>	<u>8</u>
	<u>8</u>	<u>8</u>

UPP Foundation

Notes to the financial statements (continued)

for the year ended 31 August 2022

7. Expenditure cont.

	Year ended 31 August 2022	Year ended 31 August 2021
	£'000	£'000
Other		
Public Platform	19	136
Marketing and promotion	35	-
Other operational costs	44	-
	<u>98</u>	<u>136</u>

8. Creditors: amounts falling due within one year

	31 August 2022 £'000	31 August 2021 £'000
Trade creditors	27	64
Grants payable	51	133
Accruals and deferred income	8	14
	<u>86</u>	<u>211</u>

9. Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

10. Commitments

The Charity has made a number of 1- and 2-year commitments. At 31 August 2022, the Charity had an amount of £217,000 of which £51,000 has been accrued for in these accounts, the balance is subject to interim impact report reviews.

There were no capital commitments as at the balance sheet date.

11. Controlling party

In the opinion of the Trustees there is no controlling party as defined by FRS102 section 33, 'Related party disclosures'.