

# TNC UK FOUNDATION LIMITED

England & Wales · Charity number 1167674

## Details

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Other names	THE NATURE CONSERVANCY; THE NATURE CONSERVANCY UNITED KINGDOM, THE NATURE CONSERVANCY UK; TNC UK
Status	Registered
Legal form	Charitable company
Company number	<a href="#">08960834</a>
Registered	2016-06-16
Register	<a href="#">View on the Charity Commission register</a>

## Contact

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Address	TNC UK Foundation 330 High Holborn WC1V 7QH
Phone	02039155375
Email	<a href="mailto:tncukfoundation@tnc.org">tncukfoundation@tnc.org</a>
Website	<a href="https://www.nature.org/en-us/about-us/where-we-work/europe/stories-in-europe/tnc-uk-foundation-limited/">https://www.nature.org/en-us/about-us/where-we-work/europe/stories-in-europe/tnc-uk-foundation-limited/</a>

## Activities

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**Objects:** 1. THE OBJECTS OF THE CHARITY ARE:1.1 TO PROMOTE FOR THE BENEFIT OF THE PUBLIC, THE CONSERVATION, PROTECTION AND IMPROVEMENT OF THE PHYSICAL AND NATURAL ENVIRONMENT OF THE WORLD, INCLUDING ITS PLANTS, ANIMALS, NATURAL COMMUNITIES AND BIODIVERSITY, PARTICULARLY (BUT NOT LIMITED TO) BY THE WORLDWIDE PROTECTION OF LANDS AND WATERS THAT ALL LIFE DEPENDS ON; 1.2 TO PROMOTE FOR THE BENEFIT OF THE PUBLIC SUSTAINABLE DEVELOPMENT THAT SUPPORTS THE CONSERVATION, PROTECTION AND IMPROVEMENT OF THE PHYSICAL AND NATURAL ENVIRONMENT AND ITS BIODIVERSITY;1.3 TO ADVANCE THE EDUCATION OF THE PUBLIC ON ENVIRONMENTAL AND CONSERVATION ISSUES INCLUDING (BUT NOT LIMITED TO):1.3.1 BIODIVERSITY; 1.3.2 CONSERVATION, PROTECTION AND IMPROVEMENT OF THE PHYSICAL AND NATURAL ENVIRONMENT; AND1.3.3 SUSTAINABLE DEVELOPMENT; AND1.4 TO PROMOTE AND CARRY OUT RESEARCH AND, WHERE APPROPRIATE, DISSEMINATE ITS RESULTS, FOR THE PUBLIC BENEFIT, INTO ENVIRONMENTAL ISSUES INCLUDING (BUT NOT LIMITED TO) BIODIVERSITY, CONSERVATION, PROTECTION AND IMPROVEMENT OF THE PHYSICAL AND NATURAL ENVIRONMENT, AND SUSTAINABLE DEVELOPMENT.IN THESE OBJECTS "SUSTAINABLE DEVELOPMENT" IS DEFINED AS "DEVELOPMENT WHICH MEETS THE NEEDS OF THE PRESENT WITHOUT COMPROMISING THE ABILITY OF FUTURE GENERATIONS TO MEET THEIR OWN NEEDS".

**Activities:** Our focus is on non-confrontational, pragmatic, science-based programmes & solutions to build a world where biodiversity thrives & people conserve nature both for its own sake and for its ability to enrich human lives. The programmes TNC-UK supports will focus on globally significant lands, rivers, lakes, oceans and strategies to create more sustainable cities and stabilise the climate.

## Classification

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- **How:** Makes Grants To Organisations, Provides Services, Sponsors Or Undertakes Research
- **What:** Education/training, The Prevention Or Relief Of Poverty, Environment/conservation/heritage, Economic/community Development/employment
- **Who:** Other Charities Or Voluntary Bodies, The General Public/mankind

## Geography

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- Afghanistan
- Akrotiri
- Albania
- Algeria
- American Samoa
- Andorra
- Angola
- Anguilla
- Antarctica
- Antigua And Barbuda
- Argentina
- Armenia
- Aruba
- Australia
- Austria
- Azerbaijan
- Bahrain
- Bangladesh
- Barbados
- Belgium
- Belize
- Benin
- Bermuda
- Bhutan
- Bolivia
- Bosnia And Herzegovina
- Botswana
- Brazil
- British Indian Ocean Territory
- British Virgin Islands
- Brunei
- Bulgaria
- Burkina Faso
- Burundi

- Cambodia
- Cameroon
- Canada
- Cape Verde
- Cayman Islands
- Chad
- Chile
- China
- Christmas Island
- Cocos (KEELING) ISLANDS
- Colombia
- Comoros
- Congo (Democratic Republic)
- Cook Islands
- Costa Rica
- Croatia
- Cyprus
- Czech Republic
- Denmark
- Dhekelia
- Djibouti
- Dominica
- Dominican Republic
- East Timor
- Easter Island
- Ecuador
- Egypt
- El Salvador
- Equatorial Guinea
- Eritrea
- Estonia
- Eswatini
- Ethiopia
- Falkland Islands
- Faroe Islands

- Fiji
- Finland
- France
- French Guiana
- French Polynesia
- Gabon
- Georgia
- Germany
- Ghana
- Gibraltar
- Greece
- Greenland
- Grenada
- Guadeloupe
- Guam
- Guatemala
- Guernsey
- Guinea
- Guinea-bissau
- Guyana
- Haiti
- Honduras
- Hong Kong
- Hungary
- Iceland
- India
- Indonesia
- Ireland
- Isle Of Man
- Israel
- Italy
- Jamaica
- Japan
- Jersey
- Jordan

- Kazakhstan
- Kenya
- Kiribati
- Kosovo
- Kuwait
- Kyrgyzstan
- Laos
- Latvia
- Lesotho
- Liechtenstein
- Lithuania
- Luxembourg
- Macau
- Macedonia
- Madagascar
- Malawi
- Malaysia
- Maldives
- Mali
- Malta
- Marshall Islands
- Martinique
- Mauritania
- Mauritius
- Mayotte
- Mexico
- Micronesia
- Moldova
- Monaco
- Mongolia
- Montenegro
- Montserrat
- Morocco
- Mozambique
- Namibia

- Nauru
- Nepal
- Netherlands
- New Caledonia
- New Zealand
- Nicaragua
- Niger
- Nigeria
- Niue
- Norfolk Island
- Northern Mariana Islands
- Norway
- Occupied Palestinian Territories
- Oman
- Pakistan
- Palau
- Panama
- Papua New Guinea
- Paraguay
- Peru
- Philippines
- Pitcairn, Henderson, Ducie And Oeno Islands
- Poland
- Portugal
- Puerto Rico
- Qatar
- Romania
- Rwanda
- Réunion
- Saint Barthélemy
- Saint Helena
- Saint Pierre And Miquelon
- Saint Vincent
- Samoa
- San Marino

- Saudi Arabia
- Senegal
- Serbia
- Seychelles
- Sierra Leone
- Singapore
- Sint Maarten
- Slovakia
- Slovenia
- Solomon Islands
- South Africa
- South Georgia And South Sandwich Islands
- South Korea
- South Sudan
- Spain
- Sri Lanka
- St Kitts And Nevis
- St Lucia
- Suriname
- Svalbard And Jan Mayen
- Sweden
- Switzerland
- São Tomé And Príncipe
- Taiwan
- Tajikistan
- Tanzania
- Thailand
- The Bahamas
- The Gambia
- Togo
- Tokelau
- Tonga
- Trinidad And Tobago
- Tunisia
- Turkey

- Turkmenistan
- Turks And Caicos Islands
- Tuvalu
- Uganda
- United Arab Emirates
- United States
- United States Virgin Islands
- Uruguay
- Uzbekistan
- Vanuatu
- Vietnam
- Wallis And Futuna
- Zambia

## Finances

Period end	Income	Expenditure	Assets	Employees
2025-06-30	£2,998,652	£2,998,652	£1,281	0
2024-06-30	£3,353,454	£3,353,454	£1,281	0
2023-06-30	£2,558,935	£2,558,935	£1,281	0
2022-06-30	£1,902,580	£1,917,770	£1,281	0
2021-06-30	£1,225,150	£1,234,071	£16,471	0

## Trustees

Name	Role	Appointed
Alan Adye		2024-08-21
Marta Magdalena Lejkowski		2019-07-08
Roni Elchahal		2021-10-26
Rupert Adams		2024-08-21

**TNC UK FOUNDATION LIMITED**

England & Wales - Charity number 1167674

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# Accounts

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# Financial Statements

## TNC UK Foundation Limited

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**For the year ended 30 June 2025**

**Company number: 08960834**  
**Charity number: 1167674**

**TNC UK Foundation Limited**  
**Financial statements for the year ended 30 June 2025**

## Company Information

**Trustees**

R Adams  
A Adye  
R Elchahal  
M Lejkowski

**Company secretary**

L Robson

**Registered office and principal  
place of business**

330 High Holborn  
London  
WC1V 7QH

**Auditor**

Grant Thornton UK LLP  
8 Finsbury Circus  
London  
EC2M 7EA

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**Chair's report**

I am delighted to report that the TNC UK Foundation had another productive year.

Foundation activities included three Trustee meetings, one of which included special guests from TNC Africa, reporting on the positive impact of the UK Foundation on their important work. This year the acceptance of donations from third parties totals £2,844,877.

Looking ahead, the Foundation will strive to work towards the goal of supporting science-based, impactful programmes and solutions to conserve nature for all lives on which it depends.

The current geo-political landscape has created an uncertain period which has been felt across this sector, yet support for the TNC UK Foundation continues to grow. I would like to extend my sincerest thanks to our donors for their wonderful support of global conservation programmes.

*Marta Lejkowski*

**Marta Lejkowski**

5<sup>th</sup> March 2026

# Report of the trustees for the year ended 30 June 2025

The trustees are pleased to present their annual report together with the Financial Statements of the charity for the year ending 30 June 2025 which are also prepared to meet the requirements for a directors' report and Financial Statements for Companies Act purposes.

The Financial Statements comply with the Charities Act 2011, the Companies Act 2006, the Memorandum and Articles of Association, and Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their Financial Statements in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) published in October 2019.

## **Our purposes and activities**

Grants provided by TNC UK support other charities and organisations to promote objectives which are charitable under the law of England and Wales, particularly in the area of the environment. Grants are made when funding to the grantee demonstrably advances TNC UK's charitable objectives. In making grants, TNC UK and the grantee comply with any conditions placed on the funds, including implementing safeguards to ensure its funds are used prudently and in furtherance of TNC UK's charitable objectives.

The objectives of the TNC UK Foundation are:

- To promote for the benefit of the public, the conservation, protection and improvement of the physical and natural environment of the world, including its plants, animals, natural communities and biodiversity, particularly (but not limited to) by the worldwide protection of lands and waters that all life depends on;
- To promote for the benefit of the public sustainable development that supports the conservation, protection and improvement of the physical and natural environment and its biodiversity;
- To advance the education of the public on environmental and conservation issues including (but not limited to): biodiversity; conservation, protection and improvement of the physical and natural environment; and sustainable development; and
- To promote and carry out research and, where appropriate, disseminate its results, for the public benefit, into environmental issues including (but not limited to): biodiversity; conservation; protection and improvement of the physical and natural environment; and sustainable development.

## **Achievements and performance**

The charity raises money in the UK, primarily in relation for specific projects being undertaken by The Nature Conservancy worldwide. Donations are passed on in their entirety in the form of grants to The Nature Conservancy to deliver the identified projects. As such, the Foundation's activities over the past year focused on advancing the objectives of the Foundation including by:

- Convening three meetings of the Trustees
- Accepting new gifts totalling £2,844,877 (2024: £3,248,048) for the following conservation areas:
  - o TNC's European operations
  - o TNC's Cape Town Water Fund programme
  - o TNC's Africa Scale-Up Fund
  - o TNC's Norfolk Water Fund
  - o TNC's North Georgia programme
  - o TNC's Europe Water Security and Europe SE River conservation programmes
  - o TNC's Turtle conservation efforts in the Arnavon Islands

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**Financial statements for the year ended 30 June 2025**

- o TNC's Natural Climate Solutions programme

More information about TNC and these programmes can be found at: [nature.org](https://nature.org)

### **Fundraising standards information**

The TNC UK Foundation works with legal counsel at Bates Wells on fundraising. All fundraising is done in-house and is not outsourced to any professional fundraisers or commercial participators.

The TNC UK Foundation is registered with the Fundraising Regulator. The Fundraising Regulator holds the Code of Fundraising Practice for the UK. We follow the standards for charitable fundraising, ensuring that our fundraising is respectful, open, honest and accountable to the public. The Foundation has not knowingly failed to comply with the standards of practice.

The Foundation has not received any complaints regarding its fundraising efforts in the year ended 30 June 2025 or to the date of this report. In all our policies and practices, we have not actively sought additional data that is not already in the public domain. We only record data that people opt to provide to us. Our communication programme focuses on less intrusive types of communication, for example, customised email messages. All fundraising requests are passive or by invitation only and we do not run face to face or telephone campaigns.

### **Financial review**

The charity raises money in the UK, primarily in relation for specific projects being undertaken by The Nature Conservancy worldwide. Donations are passed on in their entirety in the form of grants to The Nature Conservancy to deliver the identified projects. In this regard, the Foundation received third party donations in the year totalling £2,844,877 (2024: £3,248,048). Grants of £2,844,877 (2024: £3,248,048) were subsequently made to the appropriate programmes of The Nature Conservancy.

The Foundation also received financial and in-kind support from the parent company, The Nature Conservancy. The Nature Conservancy provided the Foundation with a donation (including both cash and in-kind support) of £153,775 (2024: £105,406) for the last fiscal year.

The balance sheet is broadly composed of cash arising from UK donations that have not been paid out in the form of grants, associated creditors for grant obligations and business accruals.

### **Going concern**

The trustees have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future being for a period of at least 12 months from the approval of these financial statements and believe that it remains appropriate to prepare the financial statements on a going concern basis. This is primarily on the basis that under the Cooperation Agreement dated 14 June 2017, The Nature Conservancy provides donations to cover operational expenses and contractual obligations allowing the Foundation to match all third party donations on appropriate charitable programs. As such, the trustees therefore continue to adopt the going concern basis of accounting in preparing the annual financial statements.

### **Plans for future periods**

The Foundation will continue to support a diverse set of approaches to address environmental challenges. In

**TNC UK Foundation Limited**  
**Financial statements for the year ended 30 June 2025**

order to further this goal, the Foundation will continue to strengthen its development practices and engage new donors.

### **Reserves policy and management**

The Foundation has chosen to maintain a minimal level of retained reserves. This reflects the fact that under the Cooperation Agreement dated 14 June 2017, The Nature Conservancy provides donations to cover operational expenses and contractual obligations allowing the Foundation to match all third party donations on appropriate charitable programs. Reserves at the year-end amounted to £1,281 which relate wholly to unrestricted funds.

### **Risk management**

At each Board Meeting, Trustees review risk ensuring key risks are monitored and managed. The principal risks identified this year are:

- Cash-flow and liquidity risk (low): As a grant-making charity with stable reserves, cash-flow risk remains minimal. Regular forecasts and maintained reserves ensure continuity of grant-making.
- Compliance and regulatory risk: The charity must comply with charity law, fundraising regulation, and data protection rules. These risks are mitigated through annual legal review, strong governance procedures, and registration with the Fundraising Regulator.
- Governance and decision-making: Effective oversight of grant-making is essential. Risks are managed through structured grant processes, Board scrutiny, and periodic governance reviews.
- Reputational risk: Transparent grant decisions, due diligence on grantees, and adherence to best-practice fundraising standards help safeguard reputation.

The Trustees consider these controls appropriate and proportionate and are satisfied that risk management operated effectively during the year.

### **Public benefit statement**

The Trustees have given due consideration to the Charity Commission published guidance on the public benefit requirement. They will continue to promote environmental issues including (but not limited to): biodiversity; conversation; protection and improvement of the physical and natural environment; and sustainable development.

### **Reference and administrative details**

Charity number: 1167674  
Company number: 08960834  
Registered office: 330 High Holborn  
London WC1V 7QH

#### **Our advisers**

Auditors: Grant Thornton UK LLP  
8 Finsbury Circus, London, EC2M 7EA

Bankers: Bank of America  
2 King Edward Street, London, EC1A 1HQ

Legal advisors: Bates Wells  
10, Queen Street Place, London, EC4R 1BE

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## **Directors and trustees**

The directors of the charitable company (the charity) are its trustees for the purpose of charity law. The trustees and officers serving during the year and since the year end were as follows:

Nominated chair: **Marta Lejkowski**

Trustees: R Adams (Appointed on 21 August 2025)  
A Adye (Appointed on 21 August 2025)  
R Elchahal  
M Kleiberg (resigned 1 February 2025)  
M Lejkowski  
G Loudon (resigned 9 July 2025)  
D Miller (resigned 18 November 2024)

Secretary: L Robson

There are no other key management personnel other than those listed above.

## **Structure, Governance and Management**

### **Governing Document**

TNC UK Foundation Limited is a charitable company governed by its Memorandum and Articles of Association dated 25 March 2014.

### **Appointment of trustees**

As set out in the Articles of Association, there shall be at least three Trustees. Any person who is willing to act as a Trustee, and who would not be disqualified from acting under the provisions outlined in the Articles, may be appointed to be a Trustee by ordinary resolution.

The Foundation may appoint one of the Trustees to be the Chair of the Trustees and one of the Trustees to be the Treasurer of the Trustees for such terms of office as it determines and may at any time remove him or her from that office.

The Foundation may appoint other Trustees or persons to such roles and offices from time to time as it deems appropriate and on such terms as it deems appropriate, subject to the Articles.

### **Organisation**

The Board of Trustees are responsible for the management of the Foundation's business. The Board meets at least once a year. None of our Trustees receive remuneration or other benefit from their work with the charity.

At present, the Foundation has no paid staff. Legal advice is provided by the law firm of Bates Wells and non audit financial services are provided by Azets. Audit services are now provided by Grant Thornton UK LLP.

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**Financial statements for the year ended 30 June 2025**

**Trustees' responsibilities in relation to the financial statements**

The charity trustees (who are also the directors of the TNC UK Foundation Limited for the purposes of company law) are responsible for preparing a trustees' annual report and financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the charity trustees to prepare financial statements for each 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 the 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 judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in business.

The trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the charity and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the charity and hence taking reasonable steps for the prevention and detection of fraud and other irregularities. 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.

**Statement as to disclosure to our auditor**

In so far as the trustees are aware at the time of approving our trustees' annual report:

- there is no relevant information, being information needed by the auditor in connection with preparing their report, of which the company's auditor is unaware, and
- the trustees, having made enquiries of fellow directors and the company's auditor that they ought to have individually taken, have each taken all steps that he/she is obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

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**Financial statements for the year ended 30 June 2025**

**Auditor**

Grant Thornton UK LLP were appointed as auditor in the year and will be proposed for re-appointment in accordance with section 485 of the Companies Act 2006.

**Small company provision**

In preparing this report, the Trustees have taken advantage of the small companies' exemption provided by section 415A of the Companies Act 2006.

This report was approved by the board of trustees and signed on its behalf by:

*Marta Lejkowski*  
**Marta Lejkowski**

Date: 5<sup>th</sup> March 2026

# Independent Auditor's Report to the Members of TNC UK Foundation Limited

## **Opinion**

We have audited the financial statements of TNC UK Foundation Limited ('the charitable company') for the year ended 30 June 2025, which comprise the Statement of Financial Activities including Income and Expenditure Account, Balance Sheet, Statement of Cash Flows, and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102; The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 30 June 2025 and of its incoming resources and application of resources including, its income and expenditure for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## **Basis for opinion**

The trustees have elected for the financial statements to be audited in accordance with the Charities Act 2011 rather than the Companies Act 2006. Accordingly, we have been appointed as auditor under section 144 of the Charities Act 2011 and report in accordance with regulations made under that Act. 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.

## **Conclusions relating to going concern**

We are responsible for concluding on the appropriateness of the trustees' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the charitable company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the company to cease to continue as a going concern.

In our evaluation of the trustees' conclusions, we considered the inherent risks associated with the charitable company's business model including effects arising from macro-economic uncertainties such as the cost of living crisis resulting in a reduction in donations, and an increase in operating costs, we assessed and challenged the

**TNC UK Foundation Limited**  
**Financial statements for the year ended 30 June 2025**

reasonableness of estimates made by the trustees and the related disclosures and analysed how those risks might affect the charitable company's financial resources or ability to continue operations over the going concern period.

In auditing the financial statements, we have concluded that the trustees' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the charitable company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

### **Other information**

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

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements 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.

### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Charities Act 2011 requires us to report to you if, in our opinion:

- the information given in the Trustees' Annual Report is inconsistent in any material respect with the financial statements; or
- the charitable company has not kept adequate accounting records; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

### **Responsibilities of trustees**

As explained more fully in the statement of Trustees' responsibilities in relation to the financial statements, set out on page 6, the trustees (who are also the directors of the charitable company for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the trustees determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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**Financial statements for the year ended 30 June 2025**

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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Foundation, and the industry in which it operates. We determined that the following laws and regulations were most significant; financial reporting legislation (United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102), Charities Act 2011 and the Companies Act 2006;
- We understood how the company is complying with those legal and regulatory frameworks by, making inquiries of management and those responsible for legal and compliance procedures. We enquired of management and those charged with governance whether there were any instances of non-compliance with laws and regulations, or whether they had any knowledge of actual or suspected fraud. We corroborated the results of our enquires through our reading of meeting minutes;
- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it;
- The engagement partner's assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's knowledge of the industry in which the client operates in and understanding of, and practical experience through training and participation with audit engagements of a similar nature;
- We communicated relevant laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

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

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**Financial statements for the year ended 30 June 2025**

**Use of our report**

This report is made solely to the charitable company's trustees, as a body, in accordance with Part 4 of the Charities (Accounts and Reports) Regulations 2008 and Section 154 of the Charities Act 2011. Our audit work has been undertaken so that we might state to the charitable company's trustees 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 trustees as a body, for our audit work, for this report, or for the opinions we have formed.

*Stephen Dean*

Stephen Dean  
Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
London  
5<sup>th</sup> March 2026

Grant Thornton UK LLP is eligible to act as an auditor in terms of section 1212 of the Companies Act 2006

**TNC UK Foundation Limited**  
**Financial statements for the year ended 30 June 2025**

## Statement of Financial Activities including Income and Expenditure Account

	Note	Restricted funds	2025 Unrestricted funds	Total	2024 Total
<b>Income</b>					
Donations	3	2,763,379	235,273	2,998,652	3,353,454
<b>Total incoming resources</b>		<u>2,763,379</u>	<u>235,273</u>	<u>2,998,652</u>	<u>3,353,454</u>
<b>Expenditure</b>					
Charitable activities	4	(2,763,379)	(235,273)	(2,998,652)	(3,353,454)
<b>Net (expenditure) and net movement in funds for the year</b>		<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Reconciliation of funds</b>					
Total funds brought forward		-	1,281	1,281	1,281
<b>Total funds carried forward</b>		<u>-</u>	<u>1,281</u>	<u>1,281</u>	<u>1,281</u>

The statement of financial activities includes all gains and losses in the year. All income and expenditure derives from continuing activities.

The notes on pages 16 to 22 form part of these accounts.

**TNC UK Foundation Limited**  
**Financial statements for the year ended 30 June 2025**

## Prior Year Statement of Financial Activities including Income and Expenditure Account

	Note	Restricted funds	2024 Unrestricted funds	Total	2023 Total
<b>Income</b>					
Donations	3	3,144,048	209,406	3,353,454	2,558,935
<b>Total incoming resources</b>		<u>3,144,048</u>	<u>209,406</u>	<u>3,353,454</u>	<u>2,558,935</u>
<b>Expenditure</b>					
Charitable activities	4	(3,144,048)	(209,406)	(3,353,454)	(2,558,935)
<b>Net (expenditure)/income and net movement in funds for the year</b>		<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Reconciliation of funds</b>					
Total funds brought forward		-	1,281	1,281	1,281
<b>Total funds carried forward</b>		<u>-</u>	<u>1,281</u>	<u>1,281</u>	<u>1,281</u>

The statement of financial activities includes all gains and losses in the year. All income and expenditure derives from continuing activities.

**TNC UK Foundation Limited**  
**Financial statements for the year ended 30 June 2025**

## Balance Sheet as at 30 June 2025

	Note	2025 £	2024 £
<b>Current assets</b>			
Debtors	13	13,066	9,570
Cash at bank		<u>2,277,242</u>	<u>7,530</u>
		2,290,308	17,100
<b>Creditors: amounts falling due within one year</b>	14	<u>(2,289,027)</u>	<u>(15,819)</u>
<b>Net current assets</b>		1,281	1,281
<b>Net assets</b>		<u>1,281</u>	<u>1,281</u>
<b>The funds of the charity</b>			
Unrestricted income funds	15	<u>1,281</u>	<u>1,281</u>
<b>Total charity funds</b>		<u>1,281</u>	<u>1,281</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The Financial Statements were approved and authorised for issue by the trustees and were signed on their behalf by:

**Marta Lejkowski**

*Marta Lejkowski*

Date: 5<sup>th</sup> March 2026

Company number: 08960834

The notes at pages 16 to 22 form part of these accounts

**TNC UK Foundation Limited**  
**Financial statements for the year ended 30 June 2025**

## Statement of Cash Flows

	2025 £	2024 £
<b>Net cash flow from operating activities</b>	<b>2,269,712</b>	<b>(3,206)</b>
<b>Cash flow from investing activities</b>	-	-
<b>Cash flow from financing activities</b>	-	-
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>2,269,712</b>	<b>(3,206)</b>
<b>Cash and cash equivalents at 1 July 2024</b>	<b>7,530</b>	<b>28,671</b>
<b>Cash and cash equivalents at 30 June 2025</b>	<b><u>2,277,242</u></b>	<b><u>7,530</u></b>
 <b>Reconciliation in net income to net cash flow from operating activities</b>		
Net income/(expenditure) for the year	-	-
(Increase)/decrease in debtors	<b>(3,496)</b>	-
Increase/(decrease) in creditors	<b>2,273,208</b>	<b>(3,206)</b>
<b>Net cash flow from operating activities</b>	<b><u>2,269,712</u></b>	<b><u>(3,206)</u></b>
 <b>Analysis of changes in net funds</b>		
At 1 July 2024	<b>10,736</b>	10,736
Cash flows	<b>2,269,712</b>	<b>(3,206)</b>
At 30 June 2025	<b><u>2,277,242</u></b>	<b><u>7,530</u></b>

# Notes on the Financial Statements

## **1 Accounting Policies**

The principal accounting policies adopted, judgements and key sources of estimation uncertainty in the preparation of the financial statements are as follows:

### **Basis of preparation**

TNC UK Foundation Limited is a charitable company limited by guarantee, registered in England and Wales. The registered office and principal place of business is disclosed on the company information page.

The financial statements have been prepared in accordance with 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 issued in October 2019, the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS 102), the Companies Act 2006 and UK Generally Accepted Accounting Practice.

TNC UK Foundation Limited meets the definition of a public benefit entity under FRS 102. Assets and liabilities are initially recognised at historical cost or transaction value unless otherwise stated in the relevant accounting policy note(s).

The financial statements are presented in Sterling which is the functional currency of the charity and are and presented to the nearest Pound (£).

### **Preparation of the accounts on a going concern basis**

The trustees have a reasonable expectation that the charity has adequate resources to continue in operational existence for the foreseeable future being for a period of at least 12 months from the approval of these financial statements and believe that it remains appropriate to prepare the financial statements on a going concern basis.

The controlling party has confirmed it will provide sufficient operating and financial support to TNC UK Foundation Limited to enable it to continue in operating existence and meet its financial liabilities as they fall due for the foreseeable future and, in any event, for period of not less than twelve months from the dates of approval of these financial statements. The trustees therefore continue to adopt the going concern basis of accounting in preparing the annual financial statements.

### **Income**

Donations are recognised when the charity has entitlement to the income, it is probable that the income will be received and the amount can be measured reliably.

### **Donated services and facilities**

Donated professional services and donated facilities are recognised as income when the charity has control over the item, any conditions associated with the donated item have been met, the receipt of economic benefit from the use by the charity of the item is probable and that economic benefit can be measured reliably.

On receipt, donated professional services and donated facilities are recognised on the basis of the value of the gift to the charity which is the amount the charity would have been willing to pay to obtain services or

**TNC UK Foundation Limited**  
**Financial statements for the year ended 30 June 2025**

facilities of equivalent economic benefit on the open market; a corresponding amount is then recognised in expenditure in the period of receipt.

**Fund accounting**

Unrestricted funds are available to spend on activities that further any of the purposes of the charity. Designated funds are unrestricted funds of the charity which the trustees have decided at their discretion to set aside to use for a specific purpose. Restricted funds are donations which the donor has specified are to be solely used for particular areas of the charity's work or for specific conservation projects being undertaken by the charity.

**Expenditure**

Expenditure is recognised once there is a legal or constructive obligation to make a payment to a third party, it is probable that settlement will be required and the amount of the obligation can be measured reliably.

**Allocation of support costs**

Support costs are those functions that assist the work of the charity but do not directly undertake charitable activities. Support costs include office rent, computer cost, cost of hiring the room for conference and filing penalties.

**Grants payable**

Grants payable are payments made to third parties in the furtherance of the charitable objectives of the charity. In the case of an unconditional grant offer, this is accrued once the recipient has been notified of the grant award. The notification gives the recipient a reasonable expectation that they will receive the one-year or multiyear grant. Grant awards that are subject to the recipient fulfilling performance conditions are only accrued when the recipient has been notified of the grant and any remaining unfulfilled conditions attaching to the that grant are outside of the control of the charity.

The provision for a multi-year grant is recognised at its present value where settlement is due over more than one year from the date of the award, there are no unfulfilled performance conditions under the control of the charity that would permit the charity to avoid making the future payment(s), settlement is probable and the effect of discounting is material.

**Irrecoverable VAT**

Irrecoverable VAT is charged as a cost against the activity for which the expenditure was incurred.

**Operating leases**

Rentals under operating leases are charged to the Profit and Loss account on straight line basis over lease term.

**TNC UK Foundation Limited**  
**Financial statements for the year ended 30 June 2025**

**Debtors**

Trade and other debtors are measured at transaction price less any impairment unless the arrangements constitutes a financing transaction in which case the transaction is measured at the present value of the future receipts discounted at the prevailing rate of interest.

**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.

**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 after allowing for any trade discounts due.

**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 with the exception of bank loans which are subsequently measured at amortised cost using the effective interest method.

**Judgements and estimates**

The preparation of the financial statements requires the trustees to make judgements, estimates and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

There are no material judgements and sources of estimation uncertainty that have a significant effect on the amounts recorded in these financial statements.

**2 Legal status of the Charity**

The charity is a company limited by guarantee and has no share capital. In the event of the charity being wound up, the liability in respect of the guarantee is limited to £1 per member of the charity.

**3 Income from donations and legacies**

	2025	2024
	£	£
<b>Donations</b>		
Donations from parent	153,775	105,406
Donations	<u>2,844,877</u>	<u>3,248,048</u>
	<u><u>2,998,652</u></u>	<u><u>3,353,454</u></u>

**TNC UK Foundation Limited**  
**Financial statements for the year ended 30 June 2025**

**4 Analysis of expenditure on charitable activities**

	2025	2024
	£	£
Support costs (see note 5)	102,252	87,982
Governance costs (see note 6)	51,523	17,424
Grant expenditure (see note 7 and 8)	2,844,877	3,248,048
	<u>2,998,652</u>	<u>3,353,454</u>

**5 Support costs**

	2025	2024
	£	£
Office costs	101,062	86,728
Bank charges	1,190	1,254
	<u>102,252</u>	<u>87,982</u>

**6 Governance costs**

	2025	2024
	£	£
Auditor's remuneration paid to current auditor	34,608	-
Auditors' remuneration paid to former auditor	-	8,430
Accountancy fees	6,660	5,370
Legal and professional	10,255	3,624
	<u>51,523</u>	<u>17,424</u>

**7 Grant expenditure - Restricted**

Grants were awarded in the year from restricted funds to The Nature Conservancy, a not for profit entity (and its parent) in support of the following programs:

	2025	2024
	£	£
<b>Project</b>		
European programmes	93,879	292,961
Africa programmes	-	223,767
Africa scale up fund	1,101,365	2,537,320
Cape Town water programme	15,000	40,000
Turtle conservation	-	50,000
Norfolk Water Fund	100,000	-
North GA/Europe Water Security/SE River Conservation	829,159	-
SOL True Endowment	50,000	-
TCC Natural Climate Solutions	573,976	-
	<u>2,763,379</u>	<u>3,144,048</u>

**TNC UK Foundation Limited**  
**Financial statements for the year ended 30 June 2025**

**8 Grant expenditure - Unrestricted**

Grants were awarded in the year from unrestricted funds to The Nature Conservancy, a not for profit entity (and its parent) in support of the following programs:

	2025	2024
	£	£
<b>Project</b>		
Unrestricted	<u>81,498</u>	<u>104,000</u>
	<u><b>81,498</b></u>	<u><b>104,000</b></u>

**9 Net income for the year**

	2025	2024
	£	£
<b>This is stated after charging:</b>		
Operating lease rentals	<u>97,380</u>	83,118
Auditor’s remuneration	<u>34,608</u>	8,430
Accountancy services	<u>6,660</u>	<u>5,370</u>

Auditors remuneration in current year relates to amounts due to Grant Thornton UK LLP. The prior year figure relates to amounts due to the previous auditor, Azets Audit Services.

Accountancy fees of £nil (2024: £5,370) in the current year comprise non-audit services provided by the auditor.

**10 Staff costs, trustee remuneration and expenses, and the cost of key management personnel**

The charity employed no staff during the year.

The charity trustees were not paid and did not receive any other benefits from employment with the charity in the year (2024: £Nil) neither were they reimbursed expenses during the year (2024: £Nil). No charity trustee received payment for professional or other services supplied to the charity (2024: £Nil).

**11 Staff Numbers**

The average number of employees during the year, calculated on the basis of full time equivalents, was nil (2024: nil).

**12 Corporation Taxation**

The charity is an exempt charity within the meaning of schedule 3 of the Charities Act 2011 and is considered to pass the tests set out in Paragraph 1 Schedule 6 Finance Act 2010 and therefore it meets the definition of a charitable company for UK corporation tax purposes.

**TNC UK Foundation Limited**  
**Financial statements for the year ended 30 June 2025**

**13 Debtors**

	2025 £	2024 £
Other debtors	13,066	9,570
	<u>13,066</u>	<u>9,570</u>

**14 Creditors: amounts falling due within one year**

	2025 £	2024 £
Amounts owed to related parties	2,239,959	2,019
Accruals	49,068	13,800
	<u>2,289,027</u>	<u>15,819</u>

**15 Analysis of charitable funds**

	At 1 July 2024 £	Income £	Expenditure £	At 30 June 2025 £
Unrestricted funds	1,281	235,273	(235,273)	1,281
Restricted funds	-	2,763,379	(2,763,379)	-
<b>Total</b>	<u>1,281</u>	<u>2,998,652</u>	<u>(2,998,652)</u>	<u>1,281</u>

	At 1 July 2023 £	Income £	Expenditure £	At 30 June 2024 £
Unrestricted fund	1,281	209,406	(209,406)	1,281
Restricted funds	-	3,144,048	(3,144,048)	-
<b>Total</b>	<u>1,281</u>	<u>3,353,454</u>	<u>(3,353,454)</u>	<u>1,281</u>

**TNC UK Foundation Limited**  
**Financial statements for the year ended 30 June 2025**

## 16 Operating leases

Total future minimum lease payments under non-cancellable operating leases are as follows:

	2025 £	2024 £
Between one and five years	<u>106,070</u>	<u>212,141</u>

## 17 Financial instruments

Financial assets measured at amortised cost comprise of cash at bank and other debtors.

Financial liabilities measured at amortised cost comprise of accruals and other taxation and social security costs.

<b>Financial assets</b>	2025 £	2024 £
Financial assets measured at amortised cost	<u>2,290,308</u>	<u>17,100</u>
<b>Financial liabilities</b>	2025 £	2024 £
Financial liabilities measured at amortised cost	<u>2,289,027</u>	<u>15,819</u>

## 18 Related party transactions

Expenses totalling £120,813 (2024: £103,461) were paid in the year by the parent company, The Nature Conservancy. The charity received the donation from the parent totalling £153,775 (2024: £105,406) in the period. £2,239,959 was owed to the parent company at the balance sheet (2024: £2,019).

Grants made by TNC Foundation UK Limited are detailed in note 7 and 8.

## 19 Ultimate parent undertaking and controlling party

The ultimate controlling party was The Nature Conservancy, an American charitable environmental organisation which is a sole subscriber to TNC UK Foundation Limited Memorandum of Association. Company registration number is FC027568 and charity registration number is 980660.

The Nature Conservancy is a global conservation organisation whose mission is to conserve the lands and waters on which all life depends. The Nature Conservancy conducts its activities throughout the United States, Canada, Latin America, the Caribbean, Europe, Africa, Asia and Pacific.

Copies of consolidated financial statements are publicly available and can be obtained from the Company Secretary, 4245 N. Fairfax Drive, Arlington, USA, VA22203.

**TNC UK Foundation Limited**  
**Financial statements for the year ended 30 June 2025**

## Detailed Statement of Financial Activities

	2025	2024
	£	£
<b>Income</b>		
Donations in kind	153,775	105,406
Donations	2,844,877	3,248,048
	<u>2,998,652</u>	<u>3,353,454</u>
	2025	2024
	£	£
<b>Expenditure on charitable activities</b>		
Grants made	2,844,877	3,248,048
Property costs	101,062	86,727
Auditor's remuneration	34,608	8,430
Accountancy fees	6,660	5,370
Legal and professional	10,255	3,624
Bank charges	1,254	1,254
	<u>3,353,454</u>	<u>3,353,454</u>

**TNC UK FOUNDATION LIMITED**

England & Wales - Charity number 1167674

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# Accounts

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# Financial Statements

## TNC UK Foundation Limited

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**For the year ended 30 June 2024**

Company number: 08960834  
Charity number: 1167674

## Company Information

### **Trustees**

R Elchahal  
M Kleiberg  
M Lejkowski  
D Miller  
R Adams  
A Adye

### **Registered office and principal place of business**

330 High Holborn  
London  
WC1V 7QH

### **Auditor**

Azets Audit Services  
Gladstone House  
77-79 High Street  
Egham  
Surrey  
TW20 9HY

<b>Chair's report</b>	<b>1</b>
<b>Trustees' report</b>	<b>2-6</b>
<b>Independent auditor's report</b>	<b>7-10</b>
<b>Statement of financial activities</b>	<b>11-12</b>
<b>Balance sheet</b>	<b>13</b>
<b>Statement of Cash Flows</b>	<b>14</b>
<b>Notes to the financial statements</b>	<b>15 - 21</b>
<b>Detailed statement of financial activities</b>	<b>22</b>

## **Chair's report**

I am pleased to report the TNC UK Foundation had another productive year. Foundation activities included two Trustee meetings and the acceptance of donations from third parties totalling £3,248,048.

In the coming year, the Foundation hopes to continue working towards the goal of supporting non-confrontational, pragmatic, science-based programmes and solutions to build a world where biodiversity thrives, and people conserve nature both for its own sakes and for its ability to enrich humans lives.

This fiscal year has continued to be a very uncertain time for the global conservation sector and all charities relying on private philanthropy due to the effects of the pandemic and the downturn in the economy. Yet support for the TNC UK Foundation has continued to grow and as ever, the Trustees and I would like to thank donors for their tremendous supports of global conservation programmes.



Marianne Kleiberg  
Chair  
[05.02.2025]

## Report of the trustees for the year ended 30 June 2024

The trustees are pleased to present their annual report together with the Financial Statements of the charity for the year ending 30 June 2024 which are also prepared to meet the requirements for a directors' report and Financial Statements for Companies Act purposes.

The Financial Statements comply with the Charities Act 2011, the Companies Act 2006, the Memorandum and Articles of Association, and Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their Financial Statements in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) published in October 2019.

### **Our purposes and activities**

The objectives of the TNC UK Foundation are:

- To promote for the benefit of the public, the conservation, protection and improvement of the physical and natural environment of the world, including its plants, animals, natural communities and biodiversity, particularly (but not limited to) by the worldwide protection of lands and waters that all life depends on;
- To promote for the benefit of the public sustainable development that supports the conservation, protection and improvement of the physical and natural environment and its biodiversity;
- To advance the education of the public on environmental and conservation issues including (but not limited to): biodiversity; conservation, protection and improvement of the physical and natural environment; and sustainable development; and
- To promote and carry out research and, where appropriate, disseminate its results, for the public benefit, into environmental issues including (but not limited to): biodiversity; conservation; protection and improvement of the physical and natural environment; and sustainable development.

### **Achievements and performance**

The Foundation's activities over the past year focused on advancing the objectives of the Foundation including by:

- Convening two meetings of the Trustees
- Accepting new gifts totalling £3,248,048 for the following conservation areas:
  - o TNC's European operations
  - o TNC's Africa programme
  - o TNC's Cape Town Water Fund programme
  - o TNC's Africa Scale-Up programme
  - o TNC's Turtle conservation efforts in the Arnavon Islands
  - o TNC's general operations

More information about TNC and these programmes can be found at: [nature.org](https://www.nature.org)

### **Fundraising standards information**

The TNC UK Foundation works with legal counsel at Bates Wells on fundraising. All fundraising is done in-house and is not outsourced to any professional fundraisers or commercial participators.

The TNC UK Foundation is registered with the Fundraising Regulator. The Fundraising Regulator holds the Code of Fundraising Practice for the UK. We follow the standards for charitable fundraising, ensuring that our

fundraising is respectful, open, honest and accountable to the public. The Foundation has not knowingly failed to comply with the standards of practice.

The Foundation has not received any complaints regarding its fundraising efforts in the year ended 30 June 2024 or to the date of this report. In all our policies and practices, we have not actively sought additional data that is not already in the public domain. We only record data that people opt to provide to us. Our communication programme focuses on less intrusive types of communication, for example, customised email messages. All fundraising requests are passive or by invitation only and we do not run face to face or telephone campaigns.

### **Financial review**

The Foundation received third party donations in the year totalling £3,248,048. Grants of £3,248,048 were subsequently made to the appropriate programmes of the Nature Conservancy.

The Foundation also received financial and in-kind support from the parent company, The Nature Conservancy. The Nature Conservancy provided the Foundation with a donation (including both cash and in-kind support) of £105,406 for the last fiscal year.

### **Plans for future periods**

The Foundation will continue to support a diverse set of approaches to address environmental challenges. In order to further this goal, the Foundation will continue to strengthen its development practices and engage new donors.

### **Reserves policy and management**

The Foundation has chosen to maintain a minimal level of retained reserves. This reflects the fact that under the Cooperation Agreement dated 14 June 2017, The Nature Conservancy provides donations to cover operational expenses and contractual obligations allowing the Foundation to match all third party donations on appropriate charitable programs. Reserves at the year-end amounted to £1,281.

### **Risk management**

The Trustees continue to work with legal counsel and advisors to ensure general risks related to fundraising and governance align with best practice and applicable rules and regulations.

### **Public benefit statement**

The Trustees have given due consideration to the Charity Commission published guidance on the public benefit requirement. They will continue to promote environmental issues including (but not limited to): biodiversity; conversation; protection and improvement of the physical and natural environment; and sustainable development.

### **Reference and administrative details**

Charity number: 1167674  
Company number: 08960834  
Registered office: 330 High Holborn  
London WC1V 7QH

### **Our advisers**

Auditors: Azets Audit Services  
Gladstone House, 77-79 High Street, Egham, Surrey, TW20 9HY

Bankers: Bank of America  
2 King Edward Street, London, EC1A 1HQ

Legal advisors: Bates Wells  
10, Queen Street Place, London, EC4R 1BE

### **Directors and trustees**

The directors of the charitable company (the charity) are its trustees for the purpose of charity law. The trustees and officers serving during the year and since the year end were as follows:

Nominated chair: M Lejkowski

Trustees: R Elchahal  
M Kleiberg  
M Lejkowski  
R Adams (Appointed on 21 August 2024)  
A Adye (Appointed on 21 August 2024)  
G Loudon (resigned 9 July 2024)  
D Miller  
M Ostlie (resigned 29 November 2023)

Secretary: N Roberts

There are no other key management personnel other than those listed above.

### **Structure, Governance and Management**

#### **Governing Document**

TNC UK Foundation Limited is a charitable company governed by its Memorandum and Articles of Association dated 25 March 2014.

#### **Appointment of trustees**

As set out in the Articles of Association, there shall be at least five Trustees. Any person who is willing to act as a Trustee, and who would not be disqualified from acting under the provisions outlined in the Articles, may be appointed to be a Trustee by ordinary resolution.

The Foundation may appoint one of the Trustees to be the Chair of the Trustees and one of the Trustees to be the Treasurer of the Trustees for such terms of office as it determines and may at any time remove him or her from that office.

The Foundation may appoint other Trustees or persons to such roles and offices from time to time as it deems appropriate and on such terms as it deems appropriate, subject to the Articles.

#### **Organisation**

The Board of Trustees are responsible for the management of the Foundation's business. The Board meets at least one a year. None of our Trustees receive remuneration or other benefit from their work with the charity.

At present, the Foundation has no paid staff. Legal advice is provided by the law firm of Bates Wells and financial services are provided by Azets.

### **Trustees' responsibilities in relation to the financial statements**

The charity trustees (who are also the directors of the TNC UK Foundation Limited for the purposes of company law) are responsible for preparing a trustees' annual report and financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the charity trustees to prepare financial statements for each 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 the 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 judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in business.

The trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the charity and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the charity and hence taking reasonable steps for the prevention and detection of fraud and other irregularities. 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.

### **Statement as to disclosure to our auditor**

In so far as the trustees are aware at the time of approving our trustees' annual report:

- there is no relevant information, being information needed by the auditor in connection with preparing their report, of which the company's auditor is unaware, and
- the trustees, having made enquiries of fellow directors and the company's auditor that they ought to have individually taken, have each taken all steps that he/she is obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

**Auditor**

The auditor, Azets Audit Services are proposed for re-appointment in accordance with section 485 of the Companies Act 2006.

**Small company provision**

In preparing this report, the Trustees have taken advantage of the small companies' exemption provided by section 415A of the Companies Act 2006.

This report was approved by the board of trustees and signed on its behalf by:



Marianne Kleiberg(Chair)

Date: 05.02.2025

# Independent Auditor's Report to the Members of TNC UK Foundation Limited

## **Opinion**

We have audited the financial statements of TNC UK Foundation Limited (the 'charitable company') for the year ended 30 June 2024 which comprise Statement of Financial Activities, Balance Sheet, Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 30 June 2024 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.

## **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

## **Other information**

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

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

We have nothing to report in this regard.

### **Opinion on other matter 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 includes the directors' report prepared for the purposes of company law, for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report included within 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 directors' report included within the trustees' report.

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

- adequate 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.

### **Responsibilities of trustees**

As explained more fully in the trustees' responsibilities statement, the trustees (who are also the directors of the charitable company for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the trustees determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the trustees are responsible for assessing the 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.

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above and on the Financial Reporting Council's website, to detect material misstatements in respect of irregularities, including fraud.

We obtain and update our understanding of the entity, its activities, its control environment, and likely future developments, including in relation to the legal and regulatory framework applicable and how the entity is complying with that framework. Based on this understanding, we identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. This includes consideration of the risk of acts by the entity that were contrary to applicable laws and regulations, including fraud.

In response to the risk of irregularities and non-compliance with laws and regulations, including fraud, we designed procedures which included:

- Enquiry of management and those charged with governance around actual and potential litigation and claims as well as actual, suspected and alleged fraud;
- Reviewing minutes of meetings of those charged with governance;
- Assessing the extent of compliance with the laws and regulations considered to have a direct material effect on the financial statements or the operations of the entity through enquiry and inspection;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- Performing audit work over the risk of management bias and override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for indicators of potential bias.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of noncompliance. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

### **Use of our report**

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

*Azets Audit Services*

Paul Creasey (Senior Statutory Auditor)  
for and on behalf of Azets Audit Services  
Statutory Auditor  
Egham

5 February 2025

## Statement of Financial Activities including Income and Expenditure Account

	Note	Restricted funds	2024 Unrestricted funds	Total	2023 Total
<b>Income</b>					
Donations	3	3,144,048	209,406	3,353,454	2,558,935
<b>Total incoming resources</b>		<u>3,144,048</u>	<u>209,406</u>	<u>3,353,454</u>	<u>2,558,935</u>
<b>Expenditure</b>					
Charitable activities	4	(3,144,048)	(209,406)	(3,353,454)	(2,558,935)
<b>Net (expenditure) and net movement in funds for the year</b>		<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Reconciliation of funds</b>					
Total funds brought forward		-	1,281	1,281	1,281
<b>Total funds carried forward</b>		<u>-</u>	<u>1,281</u>	<u>1,281</u>	<u>1,281</u>

The statement of financial activities includes all gains and losses in the year. All income and expenditure derives from continuing activities.

The notes on pages 15 to 21 form part of these accounts.

## Prior Year Statement of Financial Activities including Income and Expenditure Account

	Note	Restricted funds	2023 Unrestricted funds	Total	2022 Total
<b>Income</b>					
Donations	3	2,453,701	105,234	2,558,935	1,902,580
<b>Total incoming resources</b>		<u>2,453,701</u>	<u>105,234</u>	<u>2,558,935</u>	<u>1,902,580</u>
<b>Expenditure</b>					
Charitable activities	4	(2,453,701)	(105,234)	(2,558,935)	(1,917,770)
<b>Net (expenditure)/income and net movement in funds for the year</b>		<u>-</u>	<u>-</u>	<u>-</u>	<u>(15,190)</u>
<b>Reconciliation of funds</b>					
Total funds brought forward		-	1,281	1,281	16,471
<b>Total funds carried forward</b>		<u>-</u>	<u>1,281</u>	<u>1,281</u>	<u>1,281</u>

The statement of financial activities includes all gains and losses in the year. All income and expenditure derives from continuing activities.

## Balance Sheet as at 30 June 2024

	Note	2024 £	2023 £
<b>Current assets</b>			
Debtors	13	9,570	9,570
Cash at bank		7,530	10,736
		<u>17,100</u>	<u>20,306</u>
<b>Creditors: amounts falling due within one year</b>	14	<b>(15,819)</b>	<b>(19,025)</b>
<b>Net current (liabilities)/assets</b>		<u>1,281</u>	<u>1,281</u>
<b>Net assets</b>		<u>1,281</u>	<u>1,281</u>
<b>The funds of the charity</b>			
Unrestricted income funds	15	1,281	1,281
Restricted income funds		-	-
<b>Total charity funds</b>		<u>1,281</u>	<u>1,281</u>

The Financial Statements were approved and authorised for issue by the trustees and were signed on their behalf by:



Marianne Kleiberg

Date: 05.02.2025

Company number: 08960834

The notes at pages 15 to 21 form part of these accounts

## Statement of Cash Flows

	2024 £	2023 £
<b>Net cash flow from operating activities</b>		7,421
<b>Cash flow from investing activities</b>	-	-
<b>Cash flow from financing activities</b>	-	-
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(3,206)</b>	7,421
<b>Cash and cash equivalents at 1 July 2023</b>	<b>10,736</b>	28,671
<b>Cash and cash equivalents at 30 June 2024</b>	<b><u>7,530</u></b>	<b><u>10,736</u></b>
 <b>Reconciliation in net income to net cash flow from operating activities</b>		
Net income/(expenditure) for the year	-	-
Decrease/(increase) in debtors	-	-
(Decrease)/increase in creditors	<b>(3,206)</b>	7,421
<b>Net cash flow from operating activities</b>	<b><u>(3,206)</u></b>	<b><u>7,421</u></b>
 <b>Analysis of changes in net funds</b>		
At 1 July 2023	10,736	3,315
Cash flows	<b>(3,206)</b>	7,421
At 30 June 2024	<b><u>7,530</u></b>	<b><u>10,736</u></b>

# Notes on the Financial Statements

## **1 Accounting Policies**

The principal accounting policies adopted, judgements and key sources of estimation uncertainty in the preparation of the financial statements are as follows:

### **Basis of preparation**

TNC UK Foundation Limited is a charitable company limited by guarantee, registered in England and Wales. The registered office and principal place of business is disclosed on the company information page.

The financial statements have been prepared in accordance with 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 issued in October 2019, the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS 102), the Companies Act 2006 and UK Generally Accepted Accounting Practice.

TNC UK Foundation Limited meets the definition of a public benefit entity under FRS 102. Assets and liabilities are initially recognised at historical cost or transaction value unless otherwise stated in the relevant accounting policy note(s).

The financial statements are presented in Sterling which is the functional currency of the Company and are and presented to the nearest Pound (£).

### **Preparation of the accounts on a going concern basis**

The trustees have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future being for a period of at least 12 months from the approval of these financial statements and believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result in the going concern basis of preparation being appropriate.

The controlling party has confirmed it will provide sufficient operating and financial support to TNC UK Foundation Limited to enable it to continue in operating existence and meet its financial liabilities as they fall due for the foreseeable future and, in any event, for period of not less than twelve months from the dates of approval of these financial statements. The trustees therefore continue to adopt the going concern basis of accounting in preparing the annual financial statements.

### **Income**

Donations are recognised when the company has entitlement to the income, it is probable that the income will be received and the amount can be measured reliably.

### **Donated services and facilities**

Donated professional services and donated facilities are recognised as income when the charity has control over the item, any conditions associated with the donated item have been met, the receipt of economic benefit from the use by the charity of the item is probable and that economic benefit can be measured reliably.

On receipt, donated professional services and donated facilities are recognised on the basis of the value of the gift to the charity which is the amount the charity would have been willing to pay to obtain services or facilities of equivalent economic benefit on the open market; a corresponding amount is then recognised in expenditure in the period of receipt.

#### **Interest receivable**

Interest on funds held on deposit is included when it becomes receivable and the amount can be measured reliably by the charity; this is normally upon notification of the interest paid or payable by the Bank.

#### **Fund accounting**

Unrestricted funds are available to spend on activities that further any of the purposes of charity. Designated funds are unrestricted funds of the charity which the trustees have decided at their discretion to set aside to use for a specific purpose. Restricted funds are donations which the donor has specified are to be solely used for particular areas of the Trust's work or for specific artistic projects being undertaken by the Trust.

#### **Expenditure**

Expenditure is recognised once there is a legal or constructive obligation to make a payment to a third party, it is probable that settlement will be required and the amount of the obligation can be measured reliably.

#### **Allocation of support costs**

Support costs are those functions that assist the work of the charity but do not directly undertake charitable activities. Support costs include office rent, computer cost, cost of hiring the room for conference and filling penalties.

#### **Grants payable**

Grants payable are payments made to third parties in the furtherance of the charitable objectives of the charity. In the case of an unconditional grant offer, this is accrued once the recipient has been notified of the grant award. The notification gives the recipient a reasonable expectation that they will receive the one-year or multiyear grant. Grant awards that are subject to the recipient fulfilling performance conditions are only accrued when the recipient has been notified of the grant and any remaining unfulfilled conditions attaching to the that grant is outside of the control of the charity.

The provision for a multi-year grant is recognised at its present value where settlement is due over more than one year from the date of the award, there are no unfulfilled performance conditions under the control of the charity that would permit the charity to avoid making the future payment(s), settlement is probable and the effect of discounting is material.

#### **Irrecoverable VAT**

Irrecoverable VAT is charged as a cost against the activity for which the expenditure was incurred.

#### **Operating leases**

Rentals under operating leases are charged to the Profit and Loss account on straight line basis over lease term.

### **Debtors**

Trade and other debtors are measured at transaction price less any impairment unless the arrangements constitutes a financing transaction in which case the transaction is measured at the present value of the future receipts discounted at the prevailing rate of interest.

### **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.

### **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 after allowing for any trade discounts due.

### **Financial instruments**

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

### **Judgements and estimates**

The preparation of the financial statements requires the trustees to make judgements, estimates and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

There are no material judgements and sources of estimation uncertainty that have a significant effect on the amounts recorded in these financial statements.

## **2 Legal status of the Trust**

The charity is a company limited by guarantee and has no share capital. In the event of the charity being wound up, the liability in respect of the guarantee is limited to £1 per member of the charity.

## **3 Income from donations and legacies**

	2024	2023
	£	£
<b>Donations</b>		
Donations in kind	105,406	105,234
Donations	3,248,048	2,453,701
	<u>3,353,454</u>	<u>2,558,935</u>

**4 Analysis of expenditure on charitable activities**

	2024	2023
	£	£
Support costs (see note 5)	87,982	87,093
Governance costs (see note 6)	17,424	18,141
Grant expenditure (see note 7 and 8)	3,248,048	2,453,701
	<u>3,353,454</u>	<u>2,558,935</u>

**5 Support costs**

	2024	2023
	£	£
Office costs	86,727	85,814
Bank charges	1,254	1,279
	<u>87,981</u>	<u>87,093</u>

**6 Governance costs**

	2024	2023
	£	£
Auditor's remuneration	8,430	8,010
Accountancy fees	5,370	5,100
Legal and professional	3,624	5,031
	<u>17,424</u>	<u>18,141</u>

**7 Grant expenditure - Restricted**

Grants were awarded in the year from restricted funds to The Nature Conservancy, a not for profit entity (and its parent) in support of the following programs:

	2024	2023
	£	£
<b>Project</b>		
European programmes	292,961	111,585
Africa programmes	223,767	86,235
Africa scale up fund	2,537,320	1,820,684
Cape Town water programme	40,000	15,000
Turtle conservation	50,000	-
Natural Climate Solutions programme	-	399,697
Highest Priorities	-	20,000
	<u>3,144,048</u>	<u>2,453,201</u>

## **8 Grant expenditure - Unrestricted**

Grants were awarded in the year from unrestricted funds to The Nature Conservancy, a not for profit entity (and its parent) in support of the following programs:

	2024	2023
	£	£
<b>Project</b>		
Unrestricted	<b>104,000</b>	500
	<b><u>104,000</u></b>	<b><u>500</u></b>

## **9 Net income for the year**

	2024	2023
	£	£
<b>This is stated after charging:</b>		
Operating lease rentals	<b>83,118</b>	74,001
Auditor's remuneration	<b>8,430</b>	8,010
Accountancy services	<b>5,370</b>	5,100
	<b><u>96,918</u></b>	<b><u>87,111</u></b>

Accountancy fees of £5,370 (2023 £5,100) in the current year comprise non-audit services provided by the auditor.

## **10 Staff costs, trustee remuneration and expenses, and the cost of key management personnel**

The charity employed no staff during the year.

The charity trustees were not paid and did not receive any other benefits from employment with the charity in the year (2023: £Nil) neither were they reimbursed expenses during the year (2023: £Nil). No charity trustee received payment for professional or other services supplied to the charity (2023: £Nil). The charity's work is carried out by staff employed by the US parent and costs are recharged, and then a donation in kind made for that work.

## **11 Staff Numbers**

The average number of employees during the year, calculated on the basis of full time equivalents, was nil (2023: nil).

## **12 Corporation Taxation**

The charity is an exempt charity within the meaning of schedule 3 of the Charities Act 2011 and is considered to pass the tests set out in Paragraph 1 Schedule 6 Finance Act 2010 and therefore it meets the definition of a charitable company for UK corporation tax purposes.

**13 Debtors**

	2024 £	2023 £
Other debtors	9,570	9,570
Prepayments and accrued income	-	-
	<u>9,570</u>	<u>9,570</u>

**14 Creditors: amounts falling due within one year**

	2024 £	2023 £
Other creditors	-	-
Amounts owed to related parties	2,019	5,915
Accruals	13,800	13,110
	<u>15,819</u>	<u>19,025</u>

**15 Analysis of charitable funds**

	At 1 July 2023 £	Income £	Expenditure £	At 30 June 2024 £
Unrestricted funds	1,281	209,406	(209,406)	1,281
Restricted funds	-	3,144,048	(3,144,048)	-
<b>Total</b>	<u>1,281</u>	<u>3,353,454</u>	<u>(3,353,454)</u>	<u>1,281</u>

	At 1 July 2022 £	Income £	Expenditure £	At 30 June 2023 £
Unrestricted fund	1,281	105,734	(105,734)	1,281
Restricted funds	-	2,453,201	(2,453,201)	-
<b>Total</b>	<u>1,281</u>	<u>2,558,935</u>	<u>(2,558,935)</u>	<u>1,281</u>

## **16 Operating leases**

Total future minimum lease payments under non-cancellable operating leases are as follows:

	2024 £	2023 £
Between one and five years	<u>212,141</u>	<u>318,211</u>

## **17 Financial instruments**

Financial assets measured at amortised cost comprise of cash at bank and other debtors.

Financial liabilities measured at amortised cost comprise of accruals and other taxation and social security costs.

<b>Financial assets</b>	2024 £	2023 £
Financial assets measured at amortised cost	<u>17,100</u>	<u>20,306</u>

<b>Financial liabilities</b>	2024 £	2023 £
Financial liabilities measured at amortised cost	<u>15,819</u>	<u>19,025</u>

## **18 Related party transactions**

Expenses totalling £103,461 (2023: £105,473) were paid in the year by the parent company, the Nature Conservancy. The company received the donation in kind from the parent totalling £105,406 (2023: £105,473) in the period. £2,019 was owed to the parent company at the balance sheet (2023: £5,915).

Grants were made to TNC Foundation UK Limited are detailed in note 7.

## **19 Ultimate parent undertaking and controlling party**

The ultimate controlling party was The Nature Conservancy, an American charitable environmental organisation which is a sole subscriber to TNC UK Foundation Limited Memorandum of Association. Company registration number is FC027568 and charity registration number is 980660.

The Nature Conservancy is a global conservation organisation whose mission is to conserve the lands and waters on which all life depends. The Conservancy conducts its activities throughout the United States, Canada, Latin America, the Caribbean, Europe, Africa, Asia and Pacific.

Copies of consolidated financial statements are publicly available and can be obtained from the Company Secretary, 4245 N. Fairfax Drive, Arlington, USA, VA22203.

## Detailed Statement of Financial Activities

	2024	2023
	£	£
<b>Income</b>		
Donations in kind	105,406	105,234
Donations	3,248,048	2,453,701
	<u>3,353,454</u>	<u>2,558,935</u>
	2024	2023
	£	£
<b>Expenditure on charitable activities</b>		
Grants made	3,248,048	2,453,701
Property costs	86,727	85,813
Auditor's remuneration	8,430	8,010
Accountancy fees	5,370	5,100
Legal and professional	3,624	5,031
Bank charges	1,254	1,279
	<u>3,353,454</u>	<u>2,558,935</u>

**TNC UK FOUNDATION LIMITED**

England & Wales - Charity number 1167674

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# Accounts

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# Financial Statements

## TNC UK Foundation Limited

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**For the year ended 30 June 2023**

**Company number: 08960834**

**Charity number: 1167674**

## Company Information

### **Trustees**

R Elchahal  
M Kleiberg  
M Lejkowski  
G Loudon  
D Miller  
M Ostlie

### **Registered office and principal place of business**

330 High Holborn  
London  
WC1V 7QH

### **Auditor**

Azets Audit Services  
Gladstone House  
77-79 High Street  
Egham  
Surrey  
TW20 9HY

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<b>Independent auditor's report</b>	<b>7-10</b>
<b>Statement of financial activities</b>	<b>11-12</b>
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<b>Detailed statement of financial activities</b>	<b>22</b>

## **Chair's report**

I am pleased to report the TNC UK Foundation had another productive year. Foundation activities included two Trustee meetings and the acceptance of donations from third parties totalling £2,453,701.

In the coming year, the Foundation hopes to continue working towards the goal of supporting non-confrontational, pragmatic, science-based programmes and solutions to build a world where biodiversity thrives, and people conserve nature both for its own sakes and for its ability to enrich humans lives.

This fiscal year has continued to be a very uncertain time for the global conservation sector and all charities relying on private philanthropy due to the effects of the pandemic and the downturn in the economy. Yet support for the TNC UK Foundation has continued to grow and as ever, the Trustees and I would like to thank donors for their tremendous supports of global conservation programmes.



Marianne Kleiberg

Chair

13.11.2023

## Report of the trustees for the year ended 30 June 2023

The trustees are pleased to present their annual report together with the Financial Statements of the charity for the year ending 30 June 2023 which are also prepared to meet the requirements for a directors' report and Financial Statements for Companies Act purposes.

The Financial Statements comply with the Charities Act 2011, the Companies Act 2006, the Memorandum and Articles of Association, and Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their Financial Statements in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) published in October 2019.

### **Our purposes and activities**

The objectives of the TNC UK Foundation are:

- To promote for the benefit of the public, the conservation, protection and improvement of the physical and natural environment of the world, including its plants, animals, natural communities and biodiversity, particularly (but not limited to) by the worldwide protection of lands and waters that all life depends on;
- To promote for the benefit of the public sustainable development that supports the conservation, protection and improvement of the physical and natural environment and its biodiversity;
- To advance the education of the public on environmental and conservation issues including (but not limited to): biodiversity; conservation, protection and improvement of the physical and natural environment; and sustainable development; and
- To promote and carry out research and, where appropriate, disseminate its results, for the public benefit, into environmental issues including (but not limited to): biodiversity; conservation; protection and improvement of the physical and natural environment; and sustainable development.

### **Achievements and performance**

The Foundation's activities over the past year focused on advancing the objectives of the Foundation including by:

- Convening two meetings of the Trustees
- Accepting new gifts totalling £2,453,201 for the following conservation areas:
  - o TNC's European operations
  - o TNC's Africa programme
  - o TNC's Cape Town Water Fund programme
  - o TNC's Africa Scale-Up programme
  - o TNC's Okvango Basin programme
  - o TNC's Natural Climate Solutions programme
  - o TNC's general operations

More information about TNC and these programmes can be found at: [nature.org](https://nature.org)

### **Fundraising standards information**

The TNC UK Foundation works with legal counsel at Bates Wells on fundraising. All fundraising is done in-house and is not outsourced to any professional fundraisers or commercial participators.

The TNC UK Foundation is registered with the Fundraising Regulator. The Fundraising Regulator holds the Code of Fundraising Practice for the UK. We follow the standards for charitable fundraising, ensuring that our

fundraising is respectful, open, honest and accountable to the public. The Foundation has not knowingly failed to comply with the standards of practice.

The Foundation has not received any complaints regarding its fundraising efforts in the year ended 30 June 2023 or to the date of this report. In all our policies and practices, we have not actively sought additional data that is not already in the public domain. We only record data that people opt to provide to us. Our communication programme focuses on less intrusive types of communication, for example, customised email messages. All fundraising requests are passive or by invitation only and we do not run face to face or telephone campaigns.

### **Financial review**

The Foundation received third party donations in the year totalling £2,453,701. Grants of £2,453,701 were subsequently made to the appropriate programmes of the Nature Conservancy.

The Foundation also received financial and in-kind support from the parent company, The Nature Conservancy. The Nature Conservancy provided the Foundation with a donation (including both cash and in-kind support) of £105,234 for the last fiscal year.

### **Plans for future periods**

The Foundation will continue to support a diverse set of approaches to address environmental challenges. In order to further this goal, the Foundation will continue to strengthen its development practices and engage new donors.

### **Reserves policy and management**

The Foundation has chosen to maintain a minimal level of retained reserves. This reflects the fact that under the Cooperation Agreement dated 14 June 2017, The Nature Conservancy provides donations to cover operational expenses and contractual obligations allowing the Foundation to match all third party donations on appropriate charitable programs. Reserves at the year-end amounted to £1,281.

### **Risk management**

Compliance with privacy and data security as well as fundraising regulations and good governance processes are areas in which the Trustees have identified some risk and are working with The Nature Conservancy staff and third parties, including outside legal counsel where appropriate to address.

### **Public benefit statement**

The Trustees have given due consideration to the Charity Commission published guidance on the public benefit requirement. They will continue to promote environmental issues including (but not limited to): biodiversity; conversation; protection and improvement of the physical and natural environment; and sustainable development.

### **Reference and administrative details**

Charity number: 1167674  
Company number: 08960834  
Registered office: 330 High Holborn  
London WC1V 7QH

## **Our advisers**

Auditors:	Azets Audit Services Gladstone House, 77-79 High Street, Egham, Surrey, TW20 9HY
Bankers:	Bank of America 2 King Edward Street, London, EC1A 1HQ

## **Directors and trustees**

The directors of the charitable company (the charity) are its trustees for the purpose of charity law. The trustees and officers serving during the year and since the year end were as follows:

Nominated chair: M Kleiberg

Trustees: R Elchahal  
M Kleiberg  
M Lejkowski  
G Loudon  
D Miller  
M Ostlie

Secretary: N Roberts

There are no other key management personnel other than those listed above.

## **Structure, Governance and Management**

### **Governing Document**

TNC UK Foundation Limited is a charitable company governed by its Memorandum and Articles of Association dated 25 March 2014.

### **Appointment of trustees**

As set out in the Articles of Association, there shall be at least five Trustees. Any person who is willing to act as a Trustee, and who would not be disqualified from acting under the provisions outlined in the Articles, may be appointed to be a Trustee by ordinary resolution.

The Foundation may appoint one of the Trustees to be the Chair of the Trustees and one of the Trustees to be the Treasurer of the Trustees for such terms of office as it determines and may at any time remove him or her from that office.

The Foundation may appoint other Trustees or persons to such roles and offices from time to time as it deems appropriate and on such terms as it deems appropriate, subject to the Articles.

## **Organisation**

The Board of Trustees are responsible for the management of the Foundation's business. The Board meets at least one a year. None of our Trustees receive remuneration or other benefit from their work with the charity.

At present, the Foundation has no paid staff. Legal advice is provided by the law firm of Bates Wells and financial services are provided by Azets.

## **Trustees' responsibilities in relation to the financial statements**

The charity trustees (who are also the directors of the TNC UK Foundation Limited for the purposes of company law) are responsible for preparing a trustees' annual report and financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the charity trustees to prepare financial statements for each 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 the 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 judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in business.

The trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the charity and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the charity and hence taking reasonable steps for the prevention and detection of fraud and other irregularities. 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.

## **Statement as to disclosure to our auditor**

In so far as the trustees are aware at the time of approving our trustees' annual report:

- there is no relevant information, being information needed by the auditor in connection with preparing their report, of which the company's auditor is unaware, and
- the trustees, having made enquiries of fellow directors and the company's auditor that they ought to have individually taken, have each taken all steps that he/she is obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

## **Auditor**

The auditor, Azets Audit Services are proposed for re-appointment in accordance with section 485 of the Companies Act 2006.

**Small company provision**

In preparing this report, the Trustees have taken advantage of the small companies' exemption provided by section 415A of the Companies Act 2006.

This report was approved by the board of trustees and signed on its behalf by:



Marianne Kleiberg (Chair)

Date: 13.11.2023

# Independent Auditor's Report to the Members of TNC UK Foundation Limited

## **Opinion**

We have audited the financial statements of TNC UK Foundation Limited (the 'charitable company') for the year ended 30 June 2023 which comprise Statement of Financial Activities, Balance Sheet, Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 30 June 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.

## **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

## **Other information**

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

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

We have nothing to report in this regard.

### **Opinion on other matter 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 includes the directors' report prepared for the purposes of company law, for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report included within 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 directors' report included within the trustees' report.

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

- adequate 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.

### **Responsibilities of trustees**

As explained more fully in the trustees' responsibilities statement, the trustees (who are also the directors of the charitable company for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the trustees determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the trustees are responsible for assessing the 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.

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above and on the Financial Reporting Council's website, to detect material misstatements in respect of irregularities, including fraud.

We obtain and update our understanding of the entity, its activities, its control environment, and likely future developments, including in relation to the legal and regulatory framework applicable and how the entity is complying with that framework. Based on this understanding, we identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. This includes consideration of the risk of acts by the entity that were contrary to applicable laws and regulations, including fraud.

In response to the risk of irregularities and non-compliance with laws and regulations, including fraud, we designed procedures which included:

- Enquiry of management and those charged with governance around actual and potential litigation and claims as well as actual, suspected and alleged fraud;
- Reviewing minutes of meetings of those charged with governance;
- Assessing the extent of compliance with the laws and regulations considered to have a direct material effect on the financial statements or the operations of the entity through enquiry and inspection;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- Performing audit work over the risk of management bias and override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for indicators of potential bias.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of noncompliance. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

### **Use of our report**

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

*Azets Audit Services*

Paul Creasey (Senior Statutory Auditor)  
for and on behalf of Azets Audit Services  
Statutory Auditor  
Egham

14 November 2023

## Statement of Financial Activities including Income and Expenditure Account

	Note	Restricted funds	2023 Unrestricted funds	Total	2022 Total
<b>Income</b>					
Donations	3	2,453,701	105,234	2,558,935	1,902,580
<b>Total incoming resources</b>		<u>2,453,701</u>	<u>105,234</u>	<u>2,558,935</u>	<u>1,902,580</u>
<b>Expenditure</b>					
Charitable activities	4	(2,453,701)	(105,234)	(2,558,935)	(1,917,770)
<b>Net (expenditure) and net movement in funds for the year</b>		<u>-</u>	<u>-</u>	<u>-</u>	<u>(15,190)</u>
<b>Reconciliation of funds</b>					
Total funds brought forward		-	1,281	1,281	16,471
<b>Total funds carried forward</b>		<u>-</u>	<u>1,281</u>	<u>1,281</u>	<u>1,281</u>

The statement of financial activities includes all gains and losses in the year. All income and expenditure derives from continuing activities.

The notes on pages 15 to 21 form part of these accounts.

## Prior Year Statement of Financial Activities including Income and Expenditure Account

	Note	2022 Restricted funds	2022 Unrestricted funds	Total	2021 Total
<b>Income</b>					
Donations	3	1,592,340	310,240	1,902,580	1,225,150
<b>Total incoming resources</b>		<u>1,592,340</u>	<u>310,240</u>	<u>1,902,580</u>	<u>1,225,150</u>
<b>Expenditure</b>					
Charitable activities	4	(1,592,340)	(325,430)	(1,917,770)	(1,234,071)
<b>Net (expenditure)/income and net movement in funds for the year</b>		<u>-</u>	<u>(15,190)</u>	<u>(15,190)</u>	<u>(8,921)</u>
<b>Reconciliation of funds</b>					
Total funds brought forward		-	16,471	16,471	25,392
<b>Total funds carried forward</b>		<u>-</u>	<u>1,281</u>	<u>1,281</u>	<u>16,471</u>

The statement of financial activities includes all gains and losses in the year. All income and expenditure derives from continuing activities.

## Balance Sheet as at 30 June 2023

	Note	2023 £	2022 £
<b>Current assets</b>			
Debtors	13	9,570	9,570
Cash at bank		<u>10,736</u>	<u>3,315</u>
		<b>20,306</b>	<b>12,885</b>
<b>Creditors: amounts falling due within one year</b>	<b>14</b>	<b>(19,025)</b>	<b>(11,604)</b>
<b>Net current (liabilities)/assets</b>		<u>1,281</u>	<u>1,281</u>
<b>Net assets</b>		<u><u>1,281</u></u>	<u><u>1,281</u></u>
<b>The funds of the charity</b>			
Unrestricted income funds	15	1,281	1,281
Restricted income funds		-	-
<b>Total charity funds</b>		<u><u>1,281</u></u>	<u><u>1,281</u></u>

The Financial Statements were approved and authorised for issue by the trustees and were signed on their behalf by:

  
Marianne Kleiberg

Date: 13.11.2023

Company number: 08960834

The notes at pages 15 to 21 form part of these accounts

## Statement of Cash Flows

	2023 £	2022 £
<b>Net cash flow from operating activities</b>	7,421	(19,093)
<b>Cash flow from investing activities</b>	-	-
<b>Cash flow from financing activities</b>	-	-
<b>Net (decrease)/increase in cash and cash equivalents</b>	7,421	(19,093)
<b>Cash and cash equivalents at 1 July 2022</b>	3,315	28,671
<b>Cash and cash equivalents at 30 June 2023</b>	<u>10,736</u>	<u>3,315</u>

### Reconciliation in net income to net cash flow from operating activities

Net income/(expenditure) for the year	-	(15,190)
Decrease/(increase) in debtors		28,615
(Decrease)/increase in creditors	7,421	(32,518)
<b>Net cash flow from operating activities</b>	<u>7,421</u>	<u>(19,093)</u>

### Analysis of changes in net funds

At 1 July 2022	3,315	28,671
Cash flows	7,421	(6,263)
At 30 June 2023	<u>10,736</u>	<u>3,515</u>

# Notes on the Financial Statements

## **1 Accounting Policies**

The principal accounting policies adopted, judgements and key sources of estimation uncertainty in the preparation of the financial statements are as follows:

### **Basis of preparation**

TNC UK Foundation Limited is a charitable company limited by guarantee, registered in England and Wales. The registered office and principal place of business is disclosed on the company information page.

The financial statements have been prepared in accordance with 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 issued in October 2019, the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS 102), the Companies Act 2006 and UK Generally Accepted Accounting Practice.

TNC UK Foundation Limited meets the definition of a public benefit entity under FRS 102. Assets and liabilities are initially recognised at historical cost or transaction value unless otherwise stated in the relevant accounting policy note(s).

The financial statements are presented in Sterling which is the functional currency of the Company and are and presented to the nearest Pound (£).

### **Preparation of the accounts on a going concern basis**

The trustees have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future being for a period of at least 12 months from the approval of these financial statements and believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result in the going concern basis of preparation being appropriate.

The controlling party has confirmed it will provide sufficient operating and financial support to TNC UK Foundation Limited to enable it to continue in operating existence and meet its financial liabilities as they fall due for the foreseeable future and, in any event, for period of not less than twelve months from the dates of approval of these financial statements. The trustees therefore continue to adopt the going concern basis of accounting in preparing the annual financial statements.

### **Income**

Donations are recognised when the company has entitlement to the income, it is probable that the income will be received and the amount can be measured reliably.

### **Donated services and facilities**

Donated professional services and donated facilities are recognised as income when the charity has control over the item, any conditions associated with the donated item have been met, the receipt of economic benefit from the use by the charity of the item is probable and that economic benefit can be measured reliably.

On receipt, donated professional services and donated facilities are recognised on the basis of the value of the gift to the charity which is the amount the charity would have been willing to pay to obtain services or facilities of equivalent economic benefit on the open market; a corresponding amount is then recognised in expenditure in the period of receipt.

#### **Interest receivable**

Interest on funds held on deposit is included when it becomes receivable and the amount can be measured reliably by the charity; this is normally upon notification of the interest paid or payable by the Bank.

#### **Fund accounting**

Unrestricted funds are available to spend on activities that further any of the purposes of charity. Designated funds are unrestricted funds of the charity which the trustees have decided at their discretion to set aside to use for a specific purpose. Restricted funds are donations which the donor has specified are to be solely used for particular areas of the Trust's work or for specific artistic projects being undertaken by the Trust.

#### **Expenditure**

Expenditure is recognised once there is a legal or constructive obligation to make a payment to a third party, it is probable that settlement will be required and the amount of the obligation can be measured reliably.

#### **Allocation of support costs**

Support costs are those functions that assist the work of the charity but do not directly undertake charitable activities. Support costs include office rent, computer cost, cost of hiring the room for conference and filling penalties.

#### **Grants payable**

Grants payable are payments made to third parties in the furtherance of the charitable objectives of the charity. In the case of an unconditional grant offer, this is accrued once the recipient has been notified of the grant award. The notification gives the recipient a reasonable expectation that they will receive the one-year or multiyear grant. Grant awards that are subject to the recipient fulfilling performance conditions are only accrued when the recipient has been notified of the grant and any remaining unfulfilled conditions attaching to the that grant is outside of the control of the charity.

The provision for a multi-year grant is recognised at its present value where settlement is due over more than one year from the date of the award, there are no unfulfilled performance conditions under the control of the charity that would permit the charity to avoid making the future payment(s), settlement is probable and the effect of discounting is material.

#### **Irrecoverable VAT**

Irrecoverable VAT is charged as a cost against the activity for which the expenditure was incurred.

#### **Operating leases**

Rentals under operating leases are charged to the Profit and Loss account on straight line basis over lease term.

### **Debtors**

Trade and other debtors are measured at transaction price less any impairment unless the arrangements constitutes a financing transaction in which case the transaction is measured at the present value of the future receipts discounted at the prevailing rate of interest.

### **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.

### **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 after allowing for any trade discounts due.

### **Financial instruments**

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

### **Judgements and estimates**

The preparation of the financial statements requires the trustees to make judgements, estimates and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

There are no material judgements and sources of estimation uncertainty that have a significant effect on the amounts recorded in these financial statements.

## **2 Legal status of the Trust**

The charity is a company limited by guarantee and has no share capital. In the event of the charity being wound up, the liability in respect of the guarantee is limited to £1 per member of the charity.

## **3 Income from donations and legacies**

	2023	2022
	£	£
<b>Donations</b>		
Donations in kind	105,234	96,058
Donations	2,453,701	1,806,522
	<u>2,558,935</u>	<u>1,902,580</u>

All income from donations in kind are regarded as unrestricted funds in both periods.

**4 Analysis of expenditure on charitable activities**

	2023	2022
	£	£
Support costs (see note 5)	87,093	95,323
Governance costs (see note 6)	18,141	15,925
Grant expenditure (see note 7 and 8)	2,453,701	1,806,522
	<u>2,558,935</u>	<u>1,917,770</u>

**5 Support costs**

	2023	2022
	£	£
Office costs	85,814	94,181
Bank charges	1,279	1,142
	<u>87,093</u>	<u>95,323</u>

**6 Governance costs**

	2023	2022
	£	£
Auditor's remuneration	8,010	7,280
Accountancy fees	5,100	4,856
Legal and professional	5,031	3,789
	<u>18,141</u>	<u>15,925</u>

**7 Grant expenditure - Restricted**

Grants were awarded in the year from restricted funds to The Nature Conservancy, a not for profit entity (and its parent) in support of the following programs:

	2023	2022
	£	£
<b>Project</b>		
European programmes	111,585	30,000
Africa programmes	86,235	418,433
Africa scale up fund	1,820,684	621,881
Northern Kenya	-	3,635
Cape Town water programme	15,000	15,000
Okvango Basin	-	100,000
Support of American programmes	-	10,000
Natural Climate Solutions programme	399,697	393,391
Highest Priorities	20,000	-
	<u>2,453,201</u>	<u>1,592,340</u>

## **8 Grant expenditure - Unrestricted**

Grants were awarded in the year from restricted funds to The Nature Conservancy, a not for profit entity (and its parent) in support of the following programs:

	2023	2022
	£	£
<b>Project</b>		
European programmes	-	97,932
Africa programmes	-	91,250
Unrestricted	<u>500</u>	<u>25,000</u>
	<u><u>500</u></u>	<u><u>214,181</u></u>

## **9 Net income for the year**

	2023	2022
	£	£
<b>This is stated after charging:</b>		
Operating lease rentals	<u>74,001</u>	75,740
Auditor's remuneration	<u>8,010</u>	7,280
Accountancy services	<u>5,100</u>	4,856

Accountancy fees of £5,100 (2022 £4,856) in the current year comprise non-audit services provided by the auditor.

## **10 Staff costs, trustee remuneration and expenses, and the cost of key management personnel**

The charity employed no staff during the year.

The charity trustees were not paid and did not receive any other benefits from employment with the charity in the year (2022: £Nil) neither were they reimbursed expenses during the year (2022: £Nil). No charity trustee received payment for professional or other services supplied to the charity (2022: £Nil). The charity's work is carried out by staff employed by the US parent and costs are recharged, and then a donation in kind made for that work.

## **11 Staff Numbers**

The average number of employees during the year, calculated on the basis of full time equivalents, was nil (2022: nil).

## **12 Corporation Taxation**

The charity is an exempt charity within the meaning of schedule 3 of the Charities Act 2011 and is considered to pass the tests set out in Paragraph 1 Schedule 6 Finance Act 2010 and therefore it meets the definition of a charitable company for UK corporation tax purposes.

**13 Debtors**

	2023 £	2022 £
Other debtors	9,570	9,570
Prepayments and accrued income	-	-
	<u>9,570</u>	<u>9,570</u>

**14 Creditors: amounts falling due within one year**

	2023 £	2022 £
Other creditors	-	-
Amounts owed to related parties	5,915	-
Accruals	13,110	11,604
	<u>19,025</u>	<u>11,604</u>

**15 Analysis of charitable funds**

	At 1 July 2022 £	Income £	Expenditure £	At 30 June 2023 £
Unrestricted funds	1,281	105,734	(105,734)	1,281
Restricted funds	-	2,453,201	(2,453,201)	-
<b>Total</b>	<u>1,281</u>	<u>2,558,935</u>	<u>(2,558,935)</u>	<u>1,281</u>

	At 1 July 2021 £	Income £	Expenditure £	At 30 June 2022 £
Unrestricted fund	16,471	310,240	(325,430)	1,281
Restricted funds	-	1,592,340	(1,592,340)	-
<b>Total</b>	<u>16,471</u>	<u>1,902,580</u>	<u>(1,917,770)</u>	<u>1,281</u>

## **16 Operating leases**

Total future minimum lease payments under non-cancellable operating leases are as follows:

	2023 £	2022 £
Between one and five years	-	-

## **17 Financial instruments**

Financial assets measured at amortised cost comprise of cash at bank and other debtors.

Financial liabilities measured at amortised cost comprise of accruals and other taxation and social security costs.

<b>Financial assets</b>	2023 £	2022 £
Financial assets measured at amortised cost	<b>20,306</b>	12,885
<b>Financial liabilities</b>	2023 £	2022 £
Financial liabilities measured at amortised cost	<b>19,025</b>	11,604

## **18 Related party transactions**

Expenses totalling £105,473 (2022: £100,636) were paid in the year by the parent company, the Nature Conservancy. The company received the donation in kind from the parent totalling £105,473 (2022: £96,058) in the period. £5,915 was owed to the parent company at the balance sheet (2022: £nil).

Grants were made to TNC Foundation UK Limited are detailed in note 7.

## **19 Ultimate parent undertaking and controlling party**

The ultimate controlling party was The Nature Conservancy, an American charitable environmental organisation which is a sole subscriber to TNC UK Foundation Limited Memorandum of Association. Company registration number is FC027568 and charity registration number is 980660.

The Nature Conservancy is a global conservation organisation whose mission is to conserve the lands and waters on which all life depends. The Conservancy conducts its activities throughout the United States, Canada, Latin America, the Caribbean, Europe, Africa, Asia and Pacific.

Copies of consolidated financial statements are publicly available and can be obtained from the Company Secretary, 4245 N. Fairfax Drive, Arlington, USA, VA22203.

## Detailed Statement of Financial Activities

	2023	2022
	£	£
<b>Income</b>		
Donations in kind	105,234	96,058
Donations	2,453,701	1,806,522
	<u>2,558,935</u>	<u>1,902,580</u>
	2023	2022
	£	£
<b>Expenditure on charitable activities</b>		
Grants made	2,453,701	1,806,522
Property costs	85,813	94,181
Auditor's remuneration	8,010	7,280
Accountancy fees	5,100	4,856
Legal and professional	5,031	3,789
Bank charges	1,279	1,142
	<u>2,558,935</u>	<u>1,917,770</u>

**TNC UK FOUNDATION LIMITED**

England & Wales - Charity number 1167674

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# Accounts

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# Financial Statements

## TNC UK Foundation Limited

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**For the year ended 30 June 2022**

**Company number: 08960834**

**Charity number: 1167674**

## Company Information

### **Trustees**

R Elchahal (Appointed 26 October 2021)  
M Kleiberg  
M Lejkowski  
G Loudon  
D Miller  
M Ostlie

### **Registered office and principal place of business**

5 Chancery Lane  
London  
WC2A 1LG

### **Auditor**

Azets Audit Services  
Gladstone House  
77-79 High Street  
Egham  
Surrey  
TW20 9HY

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### **Chair's report**

I am pleased to report the TNC UK Foundation had another productive year. Foundation activities included three Trustee meetings and the acceptance of donations from third parties totalling £1,806,522.

In the coming year, the Foundation hopes to continue working towards the goal of supporting non-confrontational, pragmatic, science-based programmes and solutions to build a world where biodiversity thrives, and people conserve nature both for its own sakes and for its ability to enrich humans lives.

This fiscal year has continued to be a very uncertain time for the global conservation sector and all charities relying on private philanthropy due to the effects of the pandemic and the downturn in the economy. Yet support for the TNC UK Foundation has continued to grow and as ever, the Trustees and I would like to thank donors for their tremendous supports of global conservation programmes.



Marianne Kleiberg  
Chair  
17 October 2022

# Report of the trustees for the year ended 30 June 2022

The trustees are pleased to present their annual report together with the Financial Statements of the charity for the year ending 30 June 2022 which are also prepared to meet the requirements for a directors' report and Financial Statements for Companies Act purposes.

The Financial Statements comply with the Charities Act 2011, the Companies Act 2006, the Memorandum and Articles of Association, and Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their Financial Statements in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) published in October 2019.

## **Our purposes and activities**

The objectives of the TNC UK Foundation are:

- To promote for the benefit of the public, the conservation, protection and improvement of the physical and natural environment of the world, including its plants, animals, natural communities and biodiversity, particularly (but not limited to) by the worldwide protection of lands and waters that all life depends on;
- To promote for the benefit of the public sustainable development that supports the conservation, protection and improvement of the physical and natural environment and its biodiversity;
- To advance the education of the public on environmental and conservation issues including (but not limited to): biodiversity; conservation, protection and improvement of the physical and natural environment; and sustainable development; and
- To promote and carry out research and, where appropriate, disseminate its results, for the public benefit, into environmental issues including (but not limited to): biodiversity; conservation; protection and improvement of the physical and natural environment; and sustainable development.

## **Achievements and performance**

The Foundation's activities over the past year focused on advancing the objectives of the Foundation including by:

- Convening two meetings of the Trustees
- Accepting new gifts totalling £1,806,522 for the following conservation areas:
  - 1 TNC's European operations
  - 2 TNC's Africa programme
  - 3 TNC's Northern Kenya programme
  - 4 TNC's Cape Town Water Fund programme
  - 5 TNC's Africa Scale-Up programme
  - 6 TNC's Africa Family Planning and Education programme
  - 7 TNC's Okvango Basin programme
  - 8 TNC's Natural Climate Solutions programme
  - 9 TNC's Massachusetts state programme
  - 10 TNC's general operations

More information about TNC and these programmes can be found at: [nature.org](https://www.nature.org)

- Welcoming the appointment of new Trustee Roni Elchahal

## **Fundraising standards information**

The TNC UK Foundation works with legal counsel at Bates Wells on fundraising. All fundraising is done in-house and is not outsourced to any professional fundraisers or commercial participators.

The TNC UK Foundation is registered with the Fundraising Regulator. The Fundraising Regulator holds the Code of Fundraising Practice for the UK. We follow the standards for charitable fundraising, ensuring that our fundraising is respectful, open, honest and accountable to the public. The Foundation has not knowingly failed to comply with the standards of practice.

The Foundation has not received any complaints regarding its fundraising efforts in the year ended 30 June 2022 or to the date of this report. In all our policies and practices, we have not actively sought additional data that is not already in the public domain. We only record data that people opt to provide to us. Our communication programme focuses on less intrusive types of communication, for example, customised email messages. All fundraising requests are passive or by invitation only and we do not run face to face or telephone campaigns.

### **Financial review**

The Foundation received donations in the year totalling £1,806,522. Grants of £1,806,522 were subsequently made to the appropriate programmes of the Nature Conservancy.

The Foundation also received financial and in-kind support from the parent company, The Nature Conservancy. The Nature Conservancy provided the Foundation with a donation (including both cash and in-kind support) of £96,058 for the last fiscal year.

### **Impact of Covid-19**

In 2022 the world continued to be shaken by the onset of Covid-19. The charity has an agile structure and has continued to operate during the pandemic with team members working remotely, usually from home, with some time in the office when possible. The Trustees are therefore confident that the organisation remains a going concern and remain extremely grateful to its donors for their support.

### **Plans for future periods**

The Foundation will continue to support a diverse set of approaches to address environmental challenges. In order to further this goal, the Foundation will continue to strengthen its development practices and engage new donors.

### **Reserves policy and management**

The Foundation has chosen to maintain a minimal level of retained reserves. This reflects the fact that under the Cooperation Agreement dated 14 June 2017, The Nature Conservancy provides donations to cover operational expenses and contractual obligations allowing the Foundation to match all third party donations on appropriate charitable programs. Reserves at the year-end amounted to £1,281.

### **Risk management**

Compliance with privacy and data security as well as fundraising regulations and good governance processes are areas in which the Trustees have identified some risk and are working with The Nature Conservancy staff and third parties, including outside legal counsel where appropriate to address.

### **Public benefit statement**

The Trustees have given due consideration to the Charity Commission published guidance on the public benefit requirement. They will continue to promote environmental issues including (but not limited to): biodiversity; conversation; protection and improvement of the physical and natural environment; and sustainable development.

### **Reference and administrative details**

Charity number: 1167674  
Company number: 08960834  
Registered office: 5 Chancery Lane  
London WC2A 1LG

### **Our advisers**

Auditors: Azets Audit Services  
Gladstone House, 77-79 High Street, Egham, Surrey, TW20 9HY

Bankers: Bank of America  
2 King Edward Street, London, EC1A 1HQ

### **Directors and trustees**

The directors of the charitable company (the charity) are its trustees for the purpose of charity law. The trustees and officers serving during the year and since the year end were as follows:

Nominated chair: M Kleiberg

Trustees: R Elchahal (appointed 26 October 2021)  
M Kleiberg  
M Lejkowski  
G Loudon  
D Miller  
M Ostlie

Secretary: N Roberts

There are no other key management personnel other than those listed above.

### **Structure, Governance and Management**

#### **Governing Document**

TNC UK Foundation Limited is a charitable company governed by its Memorandum and Articles of Association dated 25 March 2014.

#### **Appointment of trustees**

As set out in the Articles of Association, there shall be at least five Trustees. Any person who is willing to act as a Trustee, and who would not be disqualified from acting under the provisions outlined in the Articles, may be appointed to be a Trustee by ordinary resolution.

The Foundation may appoint one of the Trustees to be the Chair of the Trustees and one of the Trustees to be the Treasurer of the Trustees for such terms of office as it determines and may at any time remove him or her from that office.

The Foundation may appoint other Trustees or persons to such roles and offices from time to time as it deems appropriate and on such terms as it deems appropriate, subject to the Articles.

## **Organisation**

The Board of Trustees are responsible for the management of the Foundation's business. The Board meets at least one a year. None of our Trustees receive remuneration or other benefit from their work with the charity.

At present, the Foundation has no paid staff. Legal advice is provided by the law firm of Bates Wells and financial services are provided by Azets.

## **Trustees' responsibilities in relation to the financial statements**

The charity trustees (who are also the directors of the TNC UK Foundation Limited for the purposes of company law) are responsible for preparing a trustees' annual report and financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the charity trustees to prepare financial statements for each 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 the 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 judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in business.

The trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the charity and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the charity and hence taking reasonable steps for the prevention and detection of fraud and other irregularities. 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.

### **Statement as to disclosure to our auditor**

In so far as the trustees are aware at the time of approving our trustees' annual report:

- there is no relevant information, being information needed by the auditor in connection with preparing their report, of which the company's auditor is unaware, and
- the trustees, having made enquiries of fellow directors and the company's auditor that they ought to have individually taken, have each taken all steps that he/she is obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

### **Auditor**

The auditor, Azets Audit Services are proposed for re-appointment in accordance with section 485 of the Companies Act 2006.

### **Small company provision**

In preparing this report, the Trustees have taken advantage of the small companies' exemption provided by section 415A of the Companies Act 2006.

This report was approved by the board of trustees and signed on its behalf by:



Marianne Kleiberg (Chair)  
17 October 2022

# Independent Auditor's Report to the Members of TNC UK Foundation Limited

## **Opinion**

We have audited the financial statements of TNC UK Foundation Limited (the 'charitable company') for the year ended 30 June 2022 which comprise Statement of Financial Activities, Balance Sheet, Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 30 June 2022 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.

## **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

## **Other information**

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

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

We have nothing to report in this regard.

### **Opinion on other matter 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 includes the directors' report prepared for the purposes of company law, for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report included within 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 directors' report included within the trustees' report.

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

- adequate 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.

### **Responsibilities of trustees**

As explained more fully in the trustees' responsibilities statement, the trustees (who are also the directors of the charitable company for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the trustees determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the trustees are responsible for assessing the 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.

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above and on the Financial Reporting Council's website, to detect material misstatements in respect of irregularities, including fraud.

We obtain and update our understanding of the entity, its activities, its control environment, and likely future developments, including in relation to the legal and regulatory framework applicable and how the entity is complying with that framework. Based on this understanding, we identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. This includes consideration of the risk of acts by the entity that were contrary to applicable laws and regulations, including fraud.

In response to the risk of irregularities and non-compliance with laws and regulations, including fraud, we designed procedures which included:

- Enquiry of management and those charged with governance around actual and potential litigation and claims as well as actual, suspected and alleged fraud;
- Reviewing minutes of meetings of those charged with governance;
- Assessing the extent of compliance with the laws and regulations considered to have a direct material effect on the financial statements or the operations of the entity through enquiry and inspection;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- Performing audit work over the risk of management bias and override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for indicators of potential bias.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of noncompliance. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

### **Use of our report**

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

*Azets Audit Services*

Paul Creasey (Senior Statutory Auditor)  
for and on behalf of Azets Audit Services  
Statutory Auditor  
Egham  
1 November 2022

## Statement of Financial Activities including Income and Expenditure Account

	Note	Restricted funds	2022 Unrestricted funds	Total	2021 Total
<b>Income</b>					
Donations	3	1,592,340	310,240	1,902,580	1,225,150
<b>Total incoming resources</b>		<u>1,592,340</u>	<u>310,240</u>	<u>1,902,580</u>	<u>1,225,150</u>
<b>Expenditure</b>					
Charitable activities	4	(1,592,340)	(325,430)	(1,917,770)	(1,234,071)
<b>Net (expenditure) and net movement in funds for the year</b>		<u>-</u>	<u>(15,190)</u>	<u>(15,190)</u>	<u>(8,921)</u>
<b>Reconciliation of funds</b>					
Total funds brought forward		-	16,471	16,471	25,392
<b>Total funds carried forward</b>		<u>-</u>	<u>1,281</u>	<u>1,281</u>	<u>16,471</u>

The statement of financial activities includes all gains and losses in the year. All income and expenditure derives from continuing activities.

The notes on pages 15 to 21 form part of these accounts.

## Prior Year Statement of Financial Activities including Income and Expenditure Account

	Note	Restricted funds	2021 Unrestricted funds	Total	2020 Total
<b>Income</b>					
Donations	3	1,020,408	204,742	1,225,150	1,176,317
<b>Total incoming resources</b>		<u>1,020,408</u>	<u>204,742</u>	<u>1,225,150</u>	<u>1,176,317</u>
<b>Expenditure</b>					
Charitable activities	4	(1,020,408)	(213,663)	(1,234,071)	(1,222,302)
<b>Net (expenditure)/income and net movement in funds for the year</b>		<u>-</u>	<u>(8,921)</u>	<u>(8,921)</u>	<u>(45,985)</u>
<b>Reconciliation of funds</b>					
Total funds brought forward		-	25,392	25,392	71,377
<b>Total funds carried forward</b>		<u>-</u>	<u>16,471</u>	<u>16,471</u>	<u>25,392</u>

The statement of financial activities includes all gains and losses in the year. All income and expenditure derives from continuing activities.

## Balance Sheet as at 30 June 2022

	Note	2022 £	2021 £
<b>Current assets</b>			
Debtors	13	9,570	38,185
Cash at bank		3,315	22,408
		<u>12,885</u>	<u>60,593</u>
<b>Creditors:</b> amounts falling due within one year	14	<b>(11,604)</b>	<b>(44,122)</b>
<b>Net current (liabilities)/assets</b>		<u>1,281</u>	<u>16,471</u>
<b>Net assets</b>		<u>1,281</u>	<u>16,471</u>
<b>The funds of the charity</b>			
Unrestricted income funds	15	1,281	16,471
Restricted income funds		-	-
<b>Total charity funds</b>		<u>1,281</u>	<u>16,471</u>

The Financial Statements were approved and authorised for issue by the trustees and were signed on their behalf by:



Marianne Kleiberg

17 October 2022

Company number: 08960834

The notes at pages 15 to 21 form part of these accounts

## Statement of Cash Flows

	2022 £	2021 £
<b>Net cash flow from operating activities</b>	<b>(19,093)</b>	<b>(6,263)</b>
<b>Cash flow from investing activities</b>	-	-
<b>Cash flow from financing activities</b>	-	-
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(19,093)</b>	<b>(6,263)</b>
<b>Cash and cash equivalents at 1 July 2021</b>	<b>22,408</b>	<b>28,671</b>
<b>Cash and cash equivalents at 30 June 2022</b>	<b><u>3,315</u></b>	<b><u>22,408</u></b>
 <b>Reconciliation in net income to net cash flow from operating activities</b>		
Net income/(expenditure) for the year	<b>(15,190)</b>	(8,921)
Decrease/(increase) in debtors	<b>28,615</b>	43,110
(Decrease)/increase in creditors	<b>(32,518)</b>	(40,452)
<b>Net cash flow from operating activities</b>	<b><u>(19,093)</u></b>	<b><u>(6,263)</u></b>
 <b>Analysis of changes in net funds</b>		
At 1 July 2021	<b>22,408</b>	28,671
Cash flows	<b>(19,093)</b>	(6,263)
At 30 June 2022	<b><u>3,315</u></b>	<b><u>22,408</u></b>

# Notes on the Financial Statements

## **1 Accounting Policies**

The principal accounting policies adopted, judgements and key sources of estimation uncertainty in the preparation of the financial statements are as follows:

### **Basis of preparation**

TNC UK Foundation Limited is a charitable company limited by guarantee, registered in England and Wales. The registered office and principal place of business is disclosed on the company information page.

The financial statements have been prepared in accordance with 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 issued in October 2019, the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS 102), the Companies Act 2006 and UK Generally Accepted Accounting Practice.

TNC UK Foundation Limited meets the definition of a public benefit entity under FRS 102. Assets and liabilities are initially recognised at historical cost or transaction value unless otherwise stated in the relevant accounting policy note(s).

The financial statements are presented in Sterling which is the functional currency of the Company and are and presented to the nearest Pound (£).

### **Preparation of the accounts on a going concern basis**

The trustees have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future being for a period of at least 12 months from the approval of these financial statements and believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result in the going concern basis of preparation being appropriate.

The controlling party has confirmed it will provide sufficient operating and financial support to TNC UK Foundation Limited to enable it to continue in operating existence and meet its financial liabilities as they fall due for the foreseeable future and, in any event, for period of not less than twelve months from the dates of approval of these financial statements. The trustees therefore continue to adopt the going concern basis of accounting in preparing the annual financial statements.

### **Income**

Donations are recognised when the company has entitlement to the income, it is probable that the income will be received and the amount can be measured reliably.

### **Donated services and facilities**

Donated professional services and donated facilities are recognised as income when the charity has control over the item, any conditions associated with the donated item have been met, the receipt of economic benefit from the use by the charity of the item is probable and that economic benefit can be measured reliably.

On receipt, donated professional services and donated facilities are recognised on the basis of the value of the gift to the charity which is the amount the charity would have been willing to pay to obtain services or facilities of equivalent economic benefit on the open market; a corresponding amount is then recognised in expenditure in the period of receipt.

#### **Interest receivable**

Interest on funds held on deposit is included when it becomes receivable and the amount can be measured reliably by the charity; this is normally upon notification of the interest paid or payable by the Bank.

#### **Fund accounting**

Unrestricted funds are available to spend on activities that further any of the purposes of charity. Designated funds are unrestricted funds of the charity which the trustees have decided at their discretion to set aside to use for a specific purpose. Restricted funds are donations which the donor has specified are to be solely used for particular areas of the Trust's work or for specific artistic projects being undertaken by the Trust.

#### **Expenditure**

Expenditure is recognised once there is a legal or constructive obligation to make a payment to a third party, it is probable that settlement will be required and the amount of the obligation can be measured reliably.

#### **Allocation of support costs**

Support costs are those functions that assist the work of the charity but do not directly undertake charitable activities. Support costs include office rent, computer cost, cost of hiring the room for conference and filling penalties.

#### **Grants payable**

Grants payable are payments made to third parties in the furtherance of the charitable objectives of the charity. In the case of an unconditional grant offer, this is accrued once the recipient has been notified of the grant award. The notification gives the recipient a reasonable expectation that they will receive the one-year or multiyear grant. Grant awards that are subject to the recipient fulfilling performance conditions are only accrued when the recipient has been notified of the grant and any remaining unfulfilled conditions attaching to the that grant is outside of the control of the charity.

The provision for a multi-year grant is recognised at its present value where settlement is due over more than one year from the date of the award, there are no unfulfilled performance conditions under the control of the charity that would permit the charity to avoid making the future payment(s), settlement is probable and the effect of discounting is material.

#### **Irrecoverable VAT**

Irrecoverable VAT is charged as a cost against the activity for which the expenditure was incurred.

#### **Operating leases**

Rentals under operating leases are charged to the Profit and Loss account on straight line basis over lease term.

### **Debtors**

Trade and other debtors are measured at transaction price less any impairment unless the arrangements constitutes a financing transaction in which case the transaction is measured at the present value of the future receipts discounted at the prevailing rate of interest.

### **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.

### **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 after allowing for any trade discounts due.

### **Financial instruments**

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

### **Judgements and estimates**

The preparation of the financial statements requires the trustees to make judgements, estimates and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

There are no material judgements and sources of estimation uncertainty that have a significant effect on the amounts recorded in these financial statements.

## **2 Legal status of the Trust**

The charity is a company limited by guarantee and has no share capital. In the event of the charity being wound up, the liability in respect of the guarantee is limited to £1 per member of the charity.

## **3 Income from donations and legacies**

	2022	2021
	£	£
<b>Donations</b>		
Donations in kind	96,058	157,385
Donations	1,806,522	1,018,932
	<u>1,902,580</u>	<u>1,176,317</u>

All income from donations in kind are regarded as unrestricted funds in both periods.

**4 Analysis of expenditure on charitable activities**

	2022	2021
	£	£
Support costs (see note 5)	95,323	169,934
Governance costs (see note 6)	15,925	15,766
Grant expenditure (see note 7 and 8)	1,806,522	1,048,371
	<u>1,917,770</u>	<u>1,234,071</u>

**5 Support costs**

	2022	2021
	£	£
Office costs	94,181	168,795
Bank charges	1,142	1,139
	<u>95,323</u>	<u>169,934</u>

**6 Governance costs**

	2022	2021
	£	£
Auditor's remuneration	7,280	6,450
Accountancy fees	4,856	3,810
Legal and professional	3,789	1,058
	<u>15,925</u>	<u>11,318</u>

**7 Grant expenditure - Restricted**

Grants were awarded in the year from restricted funds to The Nature Conservancy, a not for profit entity (and its parent) in support of the following programs:

	2022	2021
	£	£
<b>Project</b>		
European programmes	30,000	27,500
Africa programmes	418,433	730,000
Africa scale up fund	621,881	-
Northern Kenya	3,635	-
Cape Town water programme	15,000	15,000
Okvango Basin	100,000	-
Support of American programmes	10,000	10,000
Natural Climate Solutions programme	393,391	237,908
	<u>1,592,340</u>	<u>1,020,408</u>

## **8 Grant expenditure - Unrestricted**

Grants were awarded in the year from restricted funds to The Nature Conservancy, a not for profit entity (and its parent) in support of the following programs:

	2022	2021
	£	£
<b>Project</b>		
European programmes	97,932	-
Africa programmes	91,250	-
Unrestricted	25,000	27,963
	<u>214,181</u>	<u>27,983</u>

## **9 Net income for the year**

	2022	2021
	£	£
<b>This is stated after charging:</b>		
Operating lease rentals	75,740	123,057
Auditor's remuneration	7,280	6,640
Accountancy services	4,856	4,420

Accountancy fees of £4,856 (2021: £4,420) in the current year comprise non-audit services provided by the auditor.

## **10 Staff costs, trustee remuneration and expenses, and the cost of key management personnel**

The charity employed no staff during the year.

The charity trustees were not paid and did not receive any other benefits from employment with the charity in the year (2021: £Nil) neither were they reimbursed expenses during the year (2021: £Nil). No charity trustee received payment for professional or other services supplied to the charity (2021: £Nil). The charity's work is carried out by staff employed by the US parent and costs are recharged, and then a donation in kind made for that work.

## **11 Staff Numbers**

The average number of employees during the year, calculated on the basis of full time equivalents, was nil (2021: nil).

## **12 Corporation Taxation**

The charity is an exempt charity within the meaning of schedule 3 of the Charities Act 2011 and is considered to pass the tests set out in Paragraph 1 Schedule 6 Finance Act 2010 and therefore it meets the definition of a charitable company for UK corporation tax purposes.

**13 Debtors**

	2022 £	2021 £
Other debtors	9,570	18,497
Prepayments and accrued income	-	19,688
	<u>9,570</u>	<u>38,185</u>

**14 Creditors: amounts falling due within one year**

	2022 £	2021 £
Other creditors	-	18,497
Grant commitments not paid over	-	14,565
Accruals	11,604	11,060
	<u>11,604</u>	<u>44,122</u>

**15 Analysis of charitable funds**

	At 1 July 2021 £	Income £	Expenditure £	At 30 June 2022 £
Unrestricted funds	16,471	310,240	(325,430)	1,281
Restricted funds	-	1,592,340	(1,592,340)	-
<b>Total</b>	<u>16,471</u>	<u>1,902,580</u>	<u>(1,917,770)</u>	<u>1,281</u>

	At 1 July 2020 £	Income £	Expenditure £	At 30 June 2021 £
Unrestricted fund	25,392	204,742	(213,663)	16,471
Restricted funds	-	1,020,408	(1,020,408)	-
<b>Total</b>	<u>25,392</u>	<u>1,225,150</u>	<u>(1,234,071)</u>	<u>16,471</u>

## **16 Operating leases**

Total future minimum lease payments under non-cancellable operating leases are as follows:

	2022 £	2021 £
Between one and five years	-	75,470

## **17 Financial instruments**

Financial assets measured at amortised cost comprise of cash at bank and other debtors.

Financial liabilities measured at amortised cost comprise of accruals and other taxation and social security costs.

<b>Financial assets</b>	2022 £	2021 £
Financial assets measured at amortised cost	<b>12,885</b>	40,905
<b>Financial liabilities</b>	2022 £	2021 £
Financial liabilities measured at amortised cost	<b>11,604</b>	44,122

## **18 Related party transactions**

Expenses totalling £100,636 (2021: £184,561) were paid in the year by the parent company, the Nature Conservancy. The company received the donation in kind from the parent totalling £96,058 (2021: £176,779) in the period. £Nil was owed to the parent company at the balance sheet (2021: £18,497).

Grants were made to TNC Foundation UK Limited are detailed in note 7.

## **19 Ultimate parent undertaking and controlling party**

The ultimate controlling party was The Nature Conservancy, an American charitable environmental organisation which is a sole subscriber to TNC UK Foundation Limited Memorandum of Association. Company registration number is FC027568 and charity registration number is 980660.

The Nature Conservancy is a global conservation organisation whose mission is to conserve the lands and waters on which all life depends. The Conservancy conducts its activities throughout the United States, Canada, Latin America, the Caribbean, Europe, Africa, Asia and Pacific.

Copies of consolidated financial statements are publicly available and can be obtained from the Company Secretary, 4245 N. Fairfax Drive, Arlington, USA, VA22203.

## Detailed Statement of Financial Activities

	2022	2021
	£	£
<b>Income</b>		
Donations in kind	96,058	176,779
Donations	1,806,522	1,048,371
	<u>1,902,580</u>	<u>1,225,150</u>
	2022	2021
	£	£
<b>Expenditure on charitable activities</b>		
Grants made	1,806,522	1,048,371
Property costs	94,181	168,795
Auditor's remuneration	7,280	6,640
Accountancy fees	4,856	4,420
Legal and professional	3,789	4,706
Bank charges	1,142	1,139
	<u>1,917,770</u>	<u>1,234,071</u>

**TNC UK FOUNDATION LIMITED**

England & Wales - Charity number 1167674

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# Accounts

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# Financial Statements

## TNC UK Foundation Limited

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**For the year ended 30 June 2021**

**Company number: 08960834**

**Charity number: 1167674**

## Company Information

### **Trustees**

L J Homer (Resigned 17 March 2021)  
M Kleiberg  
M Lejkowski  
G Loudon  
D Miller (Appointed 24 August 2020)  
M Ostlie

### **Registered office and principal place of business**

5 Chancery Lane  
London  
WC2A 1LG

### **Auditor**

Azets Audit Services  
Gladstone House  
77-79 High Street  
Egham  
Surrey  
TW20 9HY

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## **Chair's report**

I am pleased to report the TNC UK Foundation had another productive year. Foundation activities included three Trustee meetings and the acceptance of seven new gifts totalling £1,048,371.

In the coming year, the Foundation hopes to continue working towards the goal of supporting non-confrontational, pragmatic, science-based programmes and solutions to build a world where biodiversity thrives, and people conserve nature both for its own sakes and for its ability to enrich humans lives.

This fiscal year has continued to be a very uncertain time for the global conservation sector and all charities relying on private philanthropy due to the effects of the pandemic and the downturn in the economy. Yet support for the TNC UK Foundation has continued to grow and as ever, the Trustees and I would like to thank donors for their tremendous supports of global conservation programmes.



Marianne Kleiberg  
Chair  
18.10.2021

# Report of the trustees for the year ended 30 June 2021

The trustees are pleased to present their annual report together with the Financial Statements of the charity for the year ending 30 June 2021 which are also prepared to meet the requirements for a directors' report and Financial Statements for Companies Act purposes.

The Financial Statements comply with the Charities Act 2011, the Companies Act 2006, the Memorandum and Articles of Association, and Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their Financial Statements in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) published in October 2019.

## **Our purposes and activities**

The objectives of the TNC UK Foundation are:

- To promote for the benefit of the public, the conservation, protection and improvement of the physical and natural environment of the world, including its plants, animals, natural communities and biodiversity, particularly (but not limited to) by the worldwide protection of lands and waters that all life depends on;
- To promote for the benefit of the public sustainable development that supports the conservation, protection and improvement of the physical and natural environment and its biodiversity;
- To advance the education of the public on environmental and conservation issues including (but not limited to): biodiversity; conservation, protection and improvement of the physical and natural environment; and sustainable development; and
- To promote and carry out research and, where appropriate, disseminate its results, for the public benefit, into environmental issues including (but not limited to): biodiversity; conservation; protection and improvement of the physical and natural environment; and sustainable development.

## **Achievements and performance**

The Foundation's activities over the past year focused on advancing the objectives of the Foundation including by:

- Convening three meetings of the Trustees
- Accepting seven new gifts totalling £1,048,371 for the following conservation areas:
  - 1) TNC's European operations,
  - 2) TNC's Cape Town Water Fund programme,
  - 3) TNC's Africa Scale-Up programme,
  - 4) TNC's Natural Climate Solutions programme,
  - 5) TNC's Massachusetts state programme,
  - 6) TNC's general operationsMore information about TNC and these programmes can be found at: [nature.org](http://nature.org)
- Welcoming the appointment of new Trustee Diane Miller
- Accepting the resignations of Lynette Homer as a Trustee and launching a search for a replacement Trustee.

### **Fundraising standards information**

The TNC UK Foundation works with legal counsel at Bates Wells on fundraising. All fundraising is done in-house and is not outsourced to any professional fundraisers or commercial participators.

The TNC UK Foundation is registered with the Fundraising Regulator. The Fundraising Regulator holds the Code of Fundraising Practice for the UK. We follow the standards for charitable fundraising, ensuring that our fundraising is respectful, open, honest and accountable to the public. The Foundation has not knowingly failed to comply with the standards of practice.

The Foundation has not received any complaints regarding its fundraising efforts in the year ended 30 June 2021 or to the date of this report. In all our policies and practices, we have not actively sought additional data that is not already in the public domain. We only record data that people opt to provide to us. Our communication programme focuses on less intrusive types of communication, for example, customised email messages. All fundraising requests are passive or by invitation only and we do not run face to face or telephone campaigns.

### **Financial review**

The Foundation received donations in the year totalling £1,048,371. Grants of £1,048,371 were subsequently made to the appropriate programmes of the Nature Conservancy.

The Foundation also received financial and in-kind support from the parent company, The Nature Conservancy. The Nature Conservancy provided the Foundation with a donation (including both cash and in-kind support) of £176,779 for the last fiscal year.

### **Impact of Covid-19**

In 2021 the world continued to be shaken by the onset of Covid-19. The charity has an agile structure and has continued to operate during the pandemic with team members working remotely, usually from home. The Trustees are therefore confident that the organisation remains a going concern and remain extremely grateful to its donors for their support.

### **Plans for future periods**

The Foundation will continue to support a diverse set of approaches to address environmental challenges. In order to further this goal, the Foundation will continue to strengthen its development practices and engage new donors.

### **Reserves policy and management**

The Foundation has chosen to maintain a minimal level of retained reserves. This reflects the fact that under the Cooperation Agreement dated 14 June 2017, The Nature Conservancy provides donations to cover operational expenses and contractual obligations allowing the Foundation to match all third party donations on appropriate charitable programs. Reserves at the year-end amounted to £16,471.

### **Risk management**

Compliance with privacy and data security as well as fundraising regulations and good governance processes are areas in which the Trustees have identified some risk and are working with The Nature Conservancy staff and third parties, including outside legal counsel where appropriate to address.

## **Public benefit statement**

The Trustees have given due consideration to the Charity Commission published guidance on the public benefit requirement. They will continue to promote environmental issues including (but not limited to): biodiversity; conversation; protection and improvement of the physical and natural environment; and sustainable development.

## **Reference and administrative details**

Charity number: 1167674  
Company number: 08960834  
Registered office: 5 Chancery Lane  
London WC2A 1LG

## **Our advisers**

Auditors: Azets Audit Services  
Gladstone House, 77-79 High Street, Egham, Surrey, TW20 9HY

Bankers: Bank of America  
2 King Edward Street, London, EC1A 1HQ

## **Directors and trustees**

The directors of the charitable company (the charity) are its trustees for the purpose of charity law. The trustees and officers serving during the year and since the year end were as follows:

Nominated chair: M Kleiberg

Trustees: L J Homer (resigned 17 March 2021)  
M Kleiberg  
M Lejkowski  
G Loudon  
D Miller (appointed 24 August 2020)  
M Ostlie

Secretary: N Roberts

There are no other key management personnel other than those listed above.

## **Structure, Governance and Management**

### **Governing Document**

TNC UK Foundation Limited is a charitable company governed by its Memorandum and Articles of Association dated 25 March 2014.

### **Appointment of trustees**

As set out in the Articles of Association, there shall be at least five Trustees. Any person who is willing to act as a Trustee, and who would not be disqualified from acting under the provisions outlined in the Articles, may be appointed to be a Trustee by ordinary resolution.

The Foundation may appoint one of the Trustees to be the Chair of the Trustees and one of the Trustees to be the Treasurer of the Trustees for such terms of office as it determines and may at any time remove him or her from that office.

The Foundation may appoint other Trustees or persons to such roles and offices from time to time as it deems appropriate and on such terms as it deems appropriate, subject to the Articles.

## **Organisation**

The Board of Trustees are responsible for the management of the Foundation's business. The Board meets at least one a year. None of our Trustees receive remuneration or other benefit from their work with the charity.

At present, the Foundation has no paid staff. Legal advice is provided by the law firm of Bates Wells and financial services are provided by Azets.

## **Trustees' responsibilities in relation to the financial statements**

The charity trustees (who are also the directors of the TNC UK Foundation Limited for the purposes of company law) are responsible for preparing a trustees' annual report and financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the charity trustees to prepare financial statements for each 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 the 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 judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in business.

The trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the charity and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the charity and hence taking reasonable steps for the prevention and detection of fraud and other irregularities. 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.

### **Statement as to disclosure to our auditor**

In so far as the trustees are aware at the time of approving our trustees' annual report:

- there is no relevant information, being information needed by the auditor in connection with preparing their report, of which the company's auditor is unaware, and
- the trustees, having made enquiries of fellow directors and the company's auditor that they ought to have individually taken, have each taken all steps that he/she is obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

### **Auditor**

The auditor, Azets Audit Services (formerly known as Wilkins Kennedy Audit Services) are proposed for re-appointment in accordance with section 485 of the Companies Act 2006.

### **Small company provision**

In preparing this report, the Trustees have taken advantage of the small companies' exemption provided by section 415A of the Companies Act 2006.

This report was approved by the board of trustees and signed on its behalf by:



Marianne Kleiberg (Chair)

18.10.2021

# Independent Auditor's Report to the Members of TNC UK Foundation Limited

## **Opinion**

We have audited the financial statements of TNC UK Foundation Limited (the 'charitable company') for the year ended 30 June 2021 which comprise Statement of Financial Activities, Balance Sheet, Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 30 June 2021 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.

## **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

## **Other information**

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

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

We have nothing to report in this regard.

### **Opinion on other matter 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 includes the directors' report prepared for the purposes of company law, for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report included within 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 directors' report included within the trustees' report.

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

- adequate 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.

### **Responsibilities of trustees**

As explained more fully in the trustees' responsibilities statement, the trustees (who are also the directors of the charitable company for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the trustees determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the trustees are responsible for assessing the 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.

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above and on the Financial Reporting Council's website, to detect material misstatements in respect of irregularities, including fraud.

We obtain and update our understanding of the entity, its activities, its control environment, and likely future developments, including in relation to the legal and regulatory framework applicable and how the entity is complying with that framework. Based on this understanding, we identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. This includes consideration of the risk of acts by the entity that were contrary to applicable laws and regulations, including fraud.

In response to the risk of irregularities and non-compliance with laws and regulations, including fraud, we designed procedures which included:

- Enquiry of management and those charged with governance around actual and potential litigation and claims as well as actual, suspected and alleged fraud;
- Reviewing minutes of meetings of those charged with governance;
- Assessing the extent of compliance with the laws and regulations considered to have a direct material effect on the financial statements or the operations of the entity through enquiry and inspection;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- Performing audit work over the risk of management bias and override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for indicators of potential bias.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of noncompliance. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

### **Use of our report**

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

Paul Creasey (Senior Statutory Auditor)  
for and on behalf of Azets Audit Services  
Statutory Auditor  
Egham

## Statement of Financial Activities including Income and Expenditure Account

	Note	Restricted funds	2021 Unrestricted funds	Total	2020 Total
<b>Income</b>					
Donations	3	1,020,408	204,742	1,225,150	1,176,317
<b>Total incoming resources</b>		<u>1,020,408</u>	<u>204,742</u>	<u>1,225,150</u>	<u>1,176,317</u>
<b>Expenditure</b>					
Charitable activities	4	(1,020,408)	(213,663)	(1,234,071)	(1,222,302)
<b>Net (expenditure) and net movement in funds for the year</b>		<u>-</u>	<u>(8,921)</u>	<u>(8,921)</u>	<u>(45,985)</u>
<b>Reconciliation of funds</b>					
Total funds brought forward		-	25,392	25,392	71,377
<b>Total funds carried forward</b>		<u>-</u>	<u>16,471</u>	<u>16,471</u>	<u>25,392</u>

The statement of financial activities includes all gains and losses in the year. All income and expenditure derives from continuing activities.

The notes on pages 15 to 21 form part of these accounts.

## Prior Year Statement of Financial Activities including Income and Expenditure Account

	Note	Restricted funds	2020 Unrestricted funds	Total	2019 Total
<b>Income</b>					
Donations	3	1,018,932	157,385	1,176,317	787,113
<b>Total incoming resources</b>		<u>1,018,932</u>	<u>199,620</u>	<u>1,176,317</u>	<u>787,113</u>
<b>Expenditure</b>					
Charitable activities	4	(1,018,932)	(203,370)	(1,222,302)	(728,413)
<b>Net (expenditure)/income and net movement in funds for the year</b>		<u>-</u>	<u>(45,985)</u>	<u>(45,985)</u>	<u>58,700</u>
<b>Reconciliation of funds</b>					
Total funds brought forward		-	71,377	71,377	12,677
<b>Total funds carried forward</b>		<u>-</u>	<u>25,392</u>	<u>25,392</u>	<u>71,377</u>

The statement of financial activities includes all gains and losses in the year. All income and expenditure derives from continuing activities.

## Balance Sheet as at 30 June 2021

	Note	2021 £	2020 £
<b>Current assets</b>			
Debtors	13	38,185	81,295
Cash at bank		<u>22,408</u>	<u>28,671</u>
		<b>60,593</b>	109,966
<b>Creditors:</b> amounts falling due within one year	14	<u>(44,122)</u>	<u>(84,574)</u>
<b>Net current (liabilities)/assets</b>		<b>16,471</b>	25,392
<b>Net assets</b>		<u><u>16,471</u></u>	<u><u>25,392</u></u>
<b>The funds of the charity</b>			
Unrestricted income funds	15	16,471	25,392
Restricted income funds		-	-
<b>Total charity funds</b>		<u><u>16,471</u></u>	<u><u>25,392</u></u>

The Financial Statements were approved and authorised for issue by the trustees and were signed on their behalf by:

Marianne Kleiberg

2021

Company number: 08960834

The notes at pages 15 to 21 form part of these accounts

## Statement of Cash Flows

	2021 £	2020 £
<b>Net cash flow from operating activities</b>	<b>(6,263)</b>	27,513
<b>Cash flow from investing activities</b>	-	-
<b>Cash flow from financing activities</b>	-	-
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(6,263)</b>	27,513
<b>Cash and cash equivalents at 1 July 2020</b>	<b>28,671</b>	1,158
<b>Cash and cash equivalents at 30 June 2021</b>	<b>22,408</b>	28,671
 <b>Reconciliation in net income to net cash flow from operating activities</b>		
Net income/(expenditure) for the year	(8,921)	(45,985)
Decrease/(increase) in debtors	43,110	(126)
(Decrease)/increase in creditors	(40,452)	73,624
<b>Net cash flow from operating activities</b>	<b>(6,263)</b>	27,513
 <b>Analysis of changes in net funds</b>		
At 1 July 2020	28,671	1,158
Cash flows	(6,263)	27,513
At 30 June 2021	22,408	28,671

# Notes on the Financial Statements

## **1 Accounting Policies**

The principal accounting policies adopted, judgements and key sources of estimation uncertainty in the preparation of the financial statements are as follows:

### **Basis of preparation**

TNC UK Foundation Limited is a charitable company limited by guarantee, registered in England and Wales. The registered office and principal place of business is disclosed on the company information page.

The financial statements have been prepared in accordance with 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 issued in October 2019, the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS 102), the Companies Act 2006 and UK Generally Accepted Accounting Practice.

TNC UK Foundation Limited meets the definition of a public benefit entity under FRS 102. Assets and liabilities are initially recognised at historical cost or transaction value unless otherwise stated in the relevant accounting policy note(s).

The financial statements are presented in Sterling which is the functional currency of the Company and are and presented to the nearest Pound (£).

### **Preparation of the accounts on a going concern basis**

The trustees have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future being for a period of at least 12 months from the approval of these financial statements and believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result in the going concern basis of preparation being appropriate.

The controlling party has confirmed it will provide sufficient operating and financial support to TNC UK Foundation Limited to enable it to continue in operating existence and meet its financial liabilities as they fall due for the foreseeable future and, in any event, for period of not less than twelve months from the dates of approval of these financial statements. The trustees do not consider the validity of the parent support is tainted by the impact of Covid-19. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

### **Income**

Donations are recognised when the company has entitlement to the income, it is probable that the income will be received and the amount can be measured reliably.

### **Donated services and facilities**

Donated professional services and donated facilities are recognised as income when the charity has control over the item, any conditions associated with the donated item have been met, the receipt of economic benefit from the use by the charity of the item is probable and that economic benefit can be measured reliably.

On receipt, donated professional services and donated facilities are recognised on the basis of the value of the gift to the charity which is the amount the charity would have been willing to pay to obtain services or facilities of equivalent economic benefit on the open market; a corresponding amount is then recognised in expenditure in the period of receipt.

#### **Interest receivable**

Interest on funds held on deposit is included when it becomes receivable and the amount can be measured reliably by the charity; this is normally upon notification of the interest paid or payable by the Bank.

#### **Fund accounting**

Unrestricted funds are available to spend on activities that further any of the purposes of charity. Designated funds are unrestricted funds of the charity which the trustees have decided at their discretion to set aside to use for a specific purpose. Restricted funds are donations which the donor has specified are to be solely used for particular areas of the Trust's work or for specific artistic projects being undertaken by the Trust.

#### **Expenditure**

Expenditure is recognised once there is a legal or constructive obligation to make a payment to a third party, it is probable that settlement will be required and the amount of the obligation can be measured reliably.

#### **Allocation of support costs**

Support costs are those functions that assist the work of the charity but do not directly undertake charitable activities. Support costs include office rent, computer cost, cost of hiring the room for conference and filling penalties.

#### **Grants payable**

Grants payable are payments made to third parties in the furtherance of the charitable objectives of the charity. In the case of an unconditional grant offer, this is accrued once the recipient has been notified of the grant award. The notification gives the recipient a reasonable expectation that they will receive the one-year or multiyear grant. Grant awards that are subject to the recipient fulfilling performance conditions are only accrued when the recipient has been notified of the grant and any remaining unfulfilled conditions attaching to the that grant is outside of the control of the charity.

The provision for a multi-year grant is recognised at its present value where settlement is due over more than one year from the date of the award, there are no unfulfilled performance conditions under the control of the charity that would permit the charity to avoid making the future payment(s), settlement is probable and the effect of discounting is material.

#### **Irrecoverable VAT**

Irrecoverable VAT is charged as a cost against the activity for which the expenditure was incurred.

#### **Operating leases**

Rentals under operating leases are charged to the Profit and Loss account on straight line basis over lease term.

### **Debtors**

Trade and other debtors are measured at transaction price less any impairment unless the arrangements constitutes a financing transaction in which case the transaction is measured at the present value of the future receipts discounted at the prevailing rate of interest.

### **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.

### **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 after allowing for any trade discounts due.

### **Financial instruments**

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

### **Judgements and estimates**

The preparation of the financial statements requires the trustees to make judgements, estimates and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

There are no material judgements and sources of estimation uncertainty that have a significant effect on the amounts recorded in these financial statements.

## **2 Legal status of the Trust**

The charity is a company limited by guarantee and has no share capital. In the event of the charity being wound up, the liability in respect of the guarantee is limited to £1 per member of the charity.

## **3 Income from donations and legacies**

	2021	2020
	£	£
<b>Donations</b>		
Donations in kind	176,779	157,385
Donations	<u>1,048,371</u>	<u>1,018,932</u>
	<u>1,225,150</u>	<u>1,176,317</u>

All income from donations in kind are regarded as unrestricted funds in both periods.

**4 Analysis of expenditure on charitable activities**

	2021 £	2020 £
Support costs (see note 5)	169,934	192,052
Governance costs (see note 6)	15,766	11,318
Grant expenditure (see note 7 and 8)	<u>1,048,371</u>	<u>1,018,932</u>
	<u><u>1,234,071</u></u>	<u><u>1,222,302</u></u>

**5 Support costs**

	2021 £	2020 £
Office costs	168,795	190,853
Bank charges	<u>1,139</u>	<u>1,199</u>
	<u><u>169,934</u></u>	<u><u>192,052</u></u>

**6 Governance costs**

	2021 £	2020 £
Auditor's remuneration	6,640	6,450
Accountancy fees	4,420	3,810
Legal and professional (including recharged staff costs)	<u>4,706</u>	<u>1,058</u>
	<u><u>15,766</u></u>	<u><u>11,318</u></u>

**7 Grant expenditure - Restricted**

Grants were awarded in the year from restricted funds to The Nature Conservancy, a not for profit entity (and its parent) in support of the following programs:

Project	Amount awarded £
Support of European operations	27,500
Africa programmes	730,000
Cape Town water programme	15,000
Support of American programmes	10,000
Natural Climate Solutions programme	<u>237,908</u>
	<u><u>1,020,408</u></u>

## **8 Grant expenditure - Unrestricted**

Grants were awarded in the year for The Nature Conservancy's highest priorities:

Project	Amount awarded £
Unrestricted	<u>27,963</u>

## **9 Net income for the year**

	2021 £	2020 £
<b>This is stated after charging:</b>		
Auditor's remuneration	6,640	6,450
Accountancy services	<u>4,420</u>	<u>3,810</u>

Accountancy fees of £4,420 (2020: £3,810) in the current year comprise non-audit services provided by the auditor.

## **10 Staff costs, trustee remuneration and expenses, and the cost of key management personnel**

The charity employed no staff during the year.

The charity trustees were not paid and did not receive any other benefits from employment with the charity in the year (2020: £Nil) neither were they reimbursed expenses during the year (2020: £Nil). No charity trustee received payment for professional or other services supplied to the charity (2020: £Nil). The charity's work is carried out by staff employed by the US parent and costs are recharged, and then a donation in kind made for that work.

## **11 Staff Numbers**

The average number of employees during the year, calculated on the basis of full time equivalents, was nil (2020: nil).

## **12 Corporation Taxation**

The charity is an exempt charity within the meaning of schedule 3 of the Charities Act 2011 and is considered to pass the tests set out in Paragraph 1 Schedule 6 Finance Act 2010 and therefore it meets the definition of a charitable company for UK corporation tax purposes.

**13 Debtors**

	2021 £	2020 £
Other debtors	18,497	73,834
Prepayments and accrued income	19,688	7,461
	<u>38,185</u>	<u>81,295</u>

**14 Creditors: amounts falling due within one year**

	2021 £	2020 £
Other creditors	18,497	73,834
Grant commitments not paid over	14,565	-
Accruals	11,060	10,740
	<u>44,122</u>	<u>84,574</u>

**15 Analysis of charitable funds**

	At 1 July 2020 £	Income £	Expenditure £	At 30 June 2021 £
Unrestricted funds	25,392	204,742	(213,663)	16,471
Restricted funds	-	1,020,408	(1,020,408)	-
<b>Total</b>	<u>25,392</u>	<u>1,225,150</u>	<u>(1234,071)</u>	<u>16,471</u>

	At 1 July 2019 £	Income £	Expenditure £	At 30 June 2020 £
Unrestricted fund	71,377	157,385	(203,370)	25,392
Restricted funds	-	1,018,932	(1,018,932)	-
<b>Total</b>	<u>71,377-</u>	<u>1,176,317</u>	<u>(1,222,302)</u>	<u>23,392</u>

## **16 Operating leases**

Total future minimum lease payments under non-cancellable operating leases are as follows:

	<b>2021</b>	2020
	<b>£</b>	£
Between one and five years	<u><b>75,470</b></u>	<u>369,171</u>

## **17 Financial instruments**

Financial assets measured at amortised cost comprise of cash at bank and other debtors.

Financial liabilities measured at amortised cost comprise of accruals and other taxation and social security costs.

<b>Financial assets</b>	<b>2021</b>	2020
	<b>£</b>	£
Financial assets measured at amortised cost	<u><b>40,905</b></u>	<u>102,505</u>
<b>Financial liabilities</b>	<b>2021</b>	2020
	<b>£</b>	£
Financial liabilities measured at amortised cost	<u><b>44,122</b></u>	<u>84,574</u>

## **18 Related party transactions**

Expenses totalling £184,561 (2020: £202,507) were paid in the year by the parent company, the Nature Conservancy. The company received the donation in kind from the parent totalling £176,779 (2020: £157,385) in the period. £18,497 was owed to the parent company at the balance sheet (2020: £73,834).

Grants were made to TNC Foundation UK Limited are detailed in note 7.

## **19 Ultimate parent undertaking and controlling party**

The ultimate controlling party was The Nature Conservancy, an American charitable environmental organisation which is a sole subscriber to TNC UK Foundation Limited Memorandum of Association. Company registration number is FC027568 and charity registration number is 980660.

The Nature Conservancy is a global conservation organisation whose mission is to conserve the lands and waters on which all life depends. The Conservancy conducts its activities throughout the United States, Canada, Latin America, the Caribbean, Europe, Africa, Asia and Pacific.

Copies of consolidated financial statements are publicly available and can be obtained from the Company Secretary, 4245 N. Fairfax Drive, Arlington, USA, VA22203.

## Detailed Statement of Financial Activities

	2021	2020
	£	£
<b>Income</b>		
Donations in kind	176,779	157,385
Donations	1,048,371	1,018,932
	<u>1,225,150</u>	<u>1,176,317</u>
	2021	2020
	£	£
<b>Expenditure on charitable activities</b>		
Grants made	1,048,371	1,018,932
Property costs	168,795	186,005
Recharged staff costs	-	-
Auditor's remuneration	6,640	6,450
Accountancy fees	4,420	3,810
Legal and professional	4,706	1,058
Insurance	-	-
Other costs	-	4,848
Bank charges	1,139	1,199
	<u>1,234,071</u>	<u>1,222,302</u>

### Detailed Statement of Grant Recognition

Donor	Total Amount Pledged Per Agreement £	Amount Received in Financial Year £	Amount Recognised as Income in SOFA £	Cumulative Amount Recognised £
A L Dubin	20,000	20,000	20,000	20,000
Kotov	463	463	463	463
Lockwood	7,500	7,500	7,500	2,065
Humphries	730,000	730,000	730,000	730,000
	(\$1,000,000)			
AKO Foundation	713,723	237,908	237,908	237,908
	(\$1,000,000)			
CAF	40,000	40,000	40,000	40,000
McDonald & Rochester	37,500	12,500	12,500	12,500
	<u>1,849,186</u>	<u>1,048,371</u>	<u>1,048,371</u>	<u>1,048,371</u>