

The Lucille Foundation

Annual Report & Accounts
for the Year Ended 31 March 2024

Registered Charity Number: 1179736

The Lucille Foundation
Statement of Accounts
for the Year Ended 31 March 2024

	Page
Legal and Administrative Details	1
Report of the Trustees	2 - 9
Report of the Independent Auditor	10 - 12
Statement of Financial Activities	13
Balance Sheet	14
Statement of Cash Flows	15
Principal accounting policies	16 - 17
Notes to the Accounts	18 - 21

The Lucille Foundation

Legal and Administrative Details
for the Year Ended 31 March 2024

TRUSTEES: Alexander Alfred Charles de Carvalho
Charlene Lucille de Carvalho Heineken
Charles Andrew George de Carvalho
Louisa Lucille Henrietta Brassey (Chair)

CHARITY REGISTRATION NUMBER: 1179736

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ACCOUNTANTS: Anderson Barrowcliff LLP
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BANKERS: Citi Bank N.A, Jersey Branch
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The Lucille Foundation

Report of the Trustees

The trustees present their statutory report together with the accounts of The Lucille Foundation (the "Foundation" or "charity") for the year to 31 March 2024.

The accounts have been prepared in accordance with the accounting policies set out on pages 16 to 17 of the attached accounts and comply with the charity's trust deed, applicable laws, accounting standards (United Kingdom Generally Accepted Accounting Practice) and Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102).

INTRODUCTION

The Foundation was established by a trust deed dated 27 September 2017 and confirmation of registration with the Charity Commission was received on 30 August 2018 - Charity Registration Number 1179736.

The Lucille Foundation is an independent grant-making charitable trust. It funds organisations in the Global South and the UK that promote community-led development and fight poverty and environmental degradation.

MISSION

During the period 1 April 2023 to 31 March 2024 the Lucille Foundation (the Foundation) made and managed grants to charitable organisations focused on finding and executing innovative solutions to today's most pressing issues: poverty and environmental degradation, with a geographic focus on Africa and South Asia in addition to some grants in other geographies. The Foundation has three key objectives: to challenge inequality, restore balance to the environment and help to build thriving communities.

The trustees work with Greenwood Place Limited (Greenwood Place) to fulfil the role of their executive team and have put in place what they believe is a transparent and robust process for decision-making and grant management.

We maintain a relational style of grant-making, which supports learning and knowledge exchange with our grant-holders and encourages openness and transparency with the goal of becoming more useful and impactful grant-makers.

Greenwood Place carried out a survey of all its clients' grantees to understand how well the processes and systems of the foundations managed by Greenwood Place were operating. Feedback was very encouraging. 72 respondents participated, representing 94 grantees overall, rating Greenwood Place at 9.5 or above (out of 10) on a range of questions relating to the manner in which Greenwood Place interacted with and supported grantees. Specific feedback included:

"There are few partners who are as candid, approachable, helpful, collaborative, self-aware, and deeply committed as Greenwood Place."

"Real time, care and thought goes into understanding our work and keeping up to date with it and our context, which means there is great respect on both sides in any interaction."

"It is very helpful to know questions ahead of time and calls with Greenwood Place are always great learning opportunities. It feels very collaborative and transparent."

Grants are limited to twelve months and a proactive and timely process allows us to renew grants to organisations whose work we feel is still making an outsized difference for people experiencing poverty and the planet. We have renewed funding for the majority of grants, while maintaining a proactive approach to identifying new potential grantees.

Our strategic priorities and practices will remain under review. By learning from our grant-holders and our own grant-making experiences, we will continue to assess how we can operate most effectively as a Foundation to support positive outcomes in the world.

The Lucille Foundation

Report of the Trustees

OBJECTIVES AND ACTIVITIES IN THE YEAR

Activities and specific objectives

The stated objects of the charity are: -

- The prevention or relief of poverty by providing grants to charities, or other organisations working to prevent or relieve poverty.
- To promote sustainable development for the benefit of the public through: -
 - the relief of poverty and the improvement of the conditions of life in socially and economically disadvantaged communities;
 - the promotion of sustainable means of achieving economic growth and regeneration; and
 - the preservation, conservation and the protection of the environment and the prudent use of resources, in particular where to do so contributes to the prevention and relief of poverty.
- To advance, promote or carry out such charitable purposes as the trustees in their absolute discretion from time to time think fit anywhere in the world. 'Sustainable development' means 'development which meets the needs of the present without compromising the ability of future generations to meet their own needs.'

The trustees operate a grant giving policy, providing funds for such charitable object or institution as the trustees think fit.

Objectives and activities for the public benefit

The Foundation's sole activity is making grants to charitable organisations focused on finding and executing innovative solutions to today's most pressing issues: poverty and environmental degradation. It does this with a geographic focus on Africa and South Asia (and increasingly in South America) and makes grants to organisations which are predominantly registered as charities or non-profit organisations in the UK or the US or which are clearly operating within UK charitable purposes. Where grants are made to non UK or US charities, additional care is taken to ensure that organisations are operating within UK charitable purposes. The Foundation has three key strategic objectives: to challenge inequality, restore balance to the environment and help to build thriving communities. The Foundation's grantees operate within milestones agreed as part of the grant agreement and report regularly to the trustees on their progress.

The trustees confirm that they have referred to the guidance contained in the Charity Commission's general guidance on public benefit when reviewing the Foundation's aims and objectives, managing the Foundation's assets and considering applications for financial assistance.

Grant-making policy and aims

The Foundation's primary areas of focus are Africa, South Asia (and increasingly in South America). However, grants may also be made to support organisations addressing issues of poverty and environmental degradation elsewhere in the world.

The Foundation takes a proactive approach to identifying projects, leveraging Greenwood Place's extensive network of funders, experts and partner charities, and is unable to consider unsolicited applications. The Foundation does not make grants to individuals.

The Foundation looks for programmes that have robust management and are ambitious to achieve lasting change. We seek programmes that start with listening to the people they support, that recognise the interconnectedness of problems facing those living in poverty and our shared environment, and that we feel have the ability to achieve significant results.

The Lucille Foundation

Report of the Trustees

How we work

We aim to be an active, engaged, long-term partner to organisations we support, backing them to execute the model of change they wish to achieve. We are entrepreneurial people and we believe in the ability of entrepreneurs to create high-impact, sustainable solutions to complex problems.

We support organisations in finding innovative solutions to today's most pressing issues: poverty and environmental degradation. The Foundation seeks to use its freedom and independence to fund new thinking and experimentation, even when outcomes are uncertain. Our experience from grants made to date tells us that we can be particularly helpful in funding organisations and projects that are seeking to address complex systemic issues.

We provide unrestricted funding to organisations who have a strong vision for impact and scale and we strive to work with organisations where the impact of their work greatly outweighs the investment. We review our grant portfolio annually and renew support whenever we feel that our funding continues to be impactful.

Achievements and performance

The Foundation made payments to charitable organisations totaling £4,452,000 (year ended 31 March 2023: £4,797,073).

Over the year, the Foundation funded charitable organisations working primarily in Africa and in India, but also in other geographies. A full list of grants is set out below. Grant recipients come from a wide spectrum but are all aligned with the Foundation's strategic objectives outlined above.

The Foundation's grants were all made for an initial twelve-month period. Where grants have been renewed, this renewal has been for a further twelve months. The Foundation's core strategic portfolio focused on poverty and environmental degradation includes 24 grantees who received grants of between £100,000 to £200,000, with one exceptional grant of £1,000,000 made to Fauna & Flora International.

Within the current budget, the trustees aim to maintain a total grant portfolio of no more than 30 key grantees.

All grant holders agree clear milestones relating to the delivery and impact of their work as well as their own organisational strength. They are asked to take part in a six-month review and to produce a formal annual report on the progress of their work, with future payments dependent on the report being satisfactory.

Grants were made to the following organisations during the year:

- **Root Capital** - £200,000 to support core costs. Root Capital provides working capital and market connections for small and mid-sized agricultural businesses in Africa and Latin America.
- **Last Mile Health** - £150,000 over twelve months to support core costs. Last Mile Health develops and manages trained community health workers who bring critical health services to remote communities.
- **Acumen** - £200,000 over twelve months to support core costs. Acumen invests in sustainable businesses and promising leaders that are tackling poverty and the root causes of poverty.
- **CAMFED International** - £150,000 to support core costs. CAMFED supports marginalised girls in Africa to go to school and to succeed, and equips young women (CAMFED graduates) to step up as leaders of change.
- **Peek Vision** - £150,000 to support core costs. Peek Vision identifies people with eyesight problems and connects them to local health workers, using smartphone-based technology to gather data that enables targeted, cost-effective treatment in low-income countries.
- **Kheyti** - £150,000 to support core costs. Kheyti helps smallholder farmers mitigate climate risk and increase agricultural income through their affordable "Greenhouse-in-a-Box" which protects crops from environmental risks and grows seven times more food, using 90% less water than open cultivation.

The Lucille Foundation

Report of the Trustees

Achievements and performance (continued ...)

- **Ashoka UK** - £150,000 to support the international fellows programme. Ashoka is a global network that supports 'changemakers' through their fellowship programme. These are social innovators who are tackling some of the world's most pressing problems. There are 3,700 Ashoka Fellows in 92 countries across the world - each given an unrestricted stipend and support which includes coaching, leadership development, training and lifelong membership of the Ashoka peer network.
- **Noora Health** - £150,000 to support core costs. Noora Health trains family members and frontline caregivers to support patients to recover from a major medical event or to manage a chronic health condition.
- **Educate Girls** - £150,000 to support core costs. Educate Girls mobilises communities to ensure access to quality education for girls, getting out-of-school girls into education and providing support that keeps them there.
- **Foundation for Ecological Security (FES)** - £150,000 to support core costs. Foundation for Ecological Security restores damaged common land in rural India by helping communities secure land rights and then restore and manage that land effectively.
- **Spark Microgrants** - £150,000 to support core costs. Spark Microgrants provides communities facing extreme poverty with a village-based approach to economic and civic development that works by building strong decision making processes and supporting collective action at village level.
- **My Agro Farms** - £150,000 to support core costs. myAgro operates a mobile layaway savings model that enables farmers to invest in quality seed, fertiliser, tools and trainings, and to increase harvest and income.
- **mothers2mothers (UK) Limited** - £150,000 to support core costs. mothers2mothers works to eliminate paediatric AIDS and prevent new HIV infections via a network of trained and employed HIV+ mothers.
- **Village Enterprise** - £150,000 to support core costs. Village Enterprise combats poverty in rural Africa by supporting people living in extreme poverty to launch and run businesses.
- **Zayohub** - £100,000 to support core costs. ZayoHub builds physical 'hubs' and provides the associated infrastructure and support to enable last mile communities in Zambia to access solar energy, transport, education, livelihood opportunities, financial services and more.
- **ClientEarth** - £150,000 to support core costs. ClientEarth uses the power of the law to combat climate change and pollution, secure peoples' environmental rights and protect and restore habitats, wildlife and natural resources.
- **GreenWave** - £150,000 to support core costs. GreenWave's model of Regenerative Ocean Farming restores marine environments, supports local livelihoods and mitigates climate change.
- **Coral Vita** - £100,000 to support core costs. Coral Vita uses high-tech, landbased coral farms to grow climate change resilient, genetically diverse corals and plant them back into degraded reef sites. Their coral reef restoration efforts aim to educate local people and tourists on the importance of coral reefs.
- **Blue Ventures** - £150,000 over twelve months to support core costs. Blue Ventures helps coastal communities to establish locally-managed marine areas that improve catch and increase incomes whilst also conserving coastal ecosystems.

The Lucille Foundation

Report of the Trustees

Achievements and performance (continued ...)

- **WildAid Marine** - £100,000 over twelve months to support core costs. WildAid Marine works to improve the effectiveness of existing Marine Protected Areas (MPAs) focusing on enforcement. They work with partners helping them to independently manage the MPAs over the longterm.
- **Legado** - £150,000 over twelve months to support core costs. Legado works with Indigenous Peoples and Local Communities (IPLC) helping them build the capacity to design and implement social and environmental projects of their choosing. They call this approach 'Thriving Futures' and focus work on areas important for biodiversity.
- **Canopy Planet** - £100,000 over twelve months to support core costs. Canopy Planet works with industry partners in the fashion, packaging, and publishing sectors to eliminate sourcing from irreplaceable forests and find alternative solutions that support conservation.
- **Northern Rangelands Trust** - £150,000 over twelve months to support core costs. NRT develops and supports community conservancies, which are created to support the management of community-owned land for the benefit of livelihoods.
- **Fauna & Flora International (FFI)** - £1,000,000 to support programmatic and core costs. FFI is the world's oldest wildlife conservation organisation and focuses on the protection of threatened species and ecosystems. In addition to its well know work in species conservation, FFI is working increasingly on tackling climate change and supporting sustainable local livelihoods.

The Foundation's portfolio organisations continually innovate as they seek more effective ways to achieve their mission objectives. The work of a few of the Foundation's charity partners is highlighted below.

- **WildAid Marine** won the 2023 Earthshot Prize in the Revive Our Oceans category. They currently work within 95 Marine Protected Areas (MPAs) and coastal fisheries in "critical ocean hotspots" in low-income countries where MPA's ineffectiveness is due to lack of resources. They partner with local government entities and/or NGOs to build capacity so that local partners can independently manage the MPAs over the long-term. Their Marine Protection System 'tracker' measures the change in system effectiveness - most recent results suggest that 83% of MPAs in which they worked improved their score.
- **myAgro** doubled their reach to 200,000 smallholder farmers in 2023, increasing their income and agricultural yield through a mobile savings platform. Farmers purchase inputs in small increments and myAgro delivers high quality seed, fertiliser, tree seedlings, or poultry combined with agricultural training to support their food security and resilience to climate shocks. On average, myAgro farmers see a 50-100% increase in yield per hectare and a \$100-\$200 net increase in farming income per year. 2023 also saw the expansion of their work into Cote d'Ivoire, the use of the myAgro Connect App for distributing emergency aid in Mali and the scaling of their pilots to support farmers in becoming climate change resilient.
- **M2m** (mothers2mothers) launched their expansion into Nigeria, Africa's most populous nation, with the largest HIV epidemic in West and Central Africa and a mother-to-child transmission of HIV rate of 25%. mothers2mothers (m2m) employs women living with HIV across 10 African countries as paid, professional Community Health Workers called Mentor Mothers who work within health facilities and door-to-door. They have achieved virtual elimination of mother-to-child transmission of HIV among their clients for nine consecutive years and provided ~15m people with essential health services and health education since 2001. m2m's initial focus was on eliminating mother-to-child transmission of HIV. They are now expanding their scope to deliver integrated primary health services to entire families and tackle non-communicable diseases that disproportionately affect people living with HIV.

The Lucille Foundation

Report of the Trustees

Achievements and performance (continued ...)

- **Spark MicroGrants** signed a Memorandum of Understanding with the Government of Malawi to implement their Facilitated Collective Action Process (FCAP) in rural communities across the country. Spark Microgrants was founded in 2010 to prove that community-driven development can be done at scale to sustainably improve the lives of those living in rural poverty. Spark's Facilitated Collective Action Process (FCAP) is a village planning plus microgrant model that builds the social and economic power of families living in poverty to drive local change through collective decision making and community-driven development. Since 2010, Spark has partnered with over 700 communities across six countries to launch projects impacting more than 500,000 people. From baseline to end-line their intervention leads to a doubling of meals consumed from one to two or more per day and an 80% increase in household assets after one year.

The trustees also retain a small "random acts of kindness" (RAOK) provision to enable smaller, largely one-off grants that may not be fully aligned with the core strategy. 11 RAOK grants were made during the year ranging from £4,000 to £20,000 per grant.

Key management

The trustees comprise the key management personnel of the charity in charge of directing and controlling the charity on a day-to-day basis. The day-to-day management and operation of the Foundation has been supported by an experienced team of grant-makers at Greenwood Place together with administrative and bookkeeping support provided by Anderson Barrowcliff LLP.

The Greenwood Place team have worked closely with the trustees in order to implement the Foundation's strategic priorities and managed the grant-making process, the grants portfolio and relationships with grant holders. Where appropriate, advice is also taken from the charity's auditor, legal and other professional advisors.

FINANCIAL REVIEW

Results for the year

A summary of the results for the period can be found on page 13 of this report and accounts.

During the year, total income amounted to £5,367,403 (year ended 31 March 2023: £4,687,304). Income from donations received amounted to £5,360,700 (year ended 31 March 2023: £4,683,363).

During the year, total expenditure amounted to £4,707,481 (year ended 31 March 2023: £5,031,465), which consisted of grants payable to institutions totalling £4,452,000 (year ended 31 March 2023: £4,797,073) and support costs comprising administration and governance costs totalling £255,481 (year ended 31 March 2023: £234,392).

This results in a net surplus during the year of £659,922 (year ended 31 March 2023 net expenditure of: £344,161).

Reserves policy and financial position

Reserves policy

The trustees' policy is to operate on the basis of having sufficient income to use towards meeting their charitable objects and to accord with their principal aims. The trustees are of the opinion that the charity's funds at 31 March 2024 together with anticipated donations remain sufficient to enable them to continue this ongoing objective.

The charity has sufficient, but not excessive, funds to maintain its current level of charitable distributions.

Financial position

The balance sheet shows total funds of £982,860 (2023: £322,938). The unrestricted fund comprises amounts which ultimately are free reserves but which are held by the trustees. The size of the unrestricted fund sustains and supports the level of donations which the trustees wish to make over time. The trustees consider free reserves to be adequate but not excessive in the light of the charity's reserves policy set out above.

The Lucille Foundation

Report of the Trustees

GOVERNANCE, STRUCTURE AND MANAGEMENT

The charity is governed by a trust deed dated 27 September 2017. The charity is registered under the Charities Act 2011, Charity Registration Number 1179736.

Trustees

The names of the trustees who were in place on 31 March 2024 are set out as part of the legal and administrative details on page 1 of this annual report and accounts.

In addition to a full board meeting held four times a year, the trustees receive written portfolio updates from the executive team at Greenwood Place four times a year. They are also invited to relevant grantee events and invited to meet directly with grantee partners that are of particular interest to them.

Trustees are required to disclose all relevant interests and withdraw from decisions where a conflict of interest arises.

The power of appointing new trustees is vested in the trustees.

The trustees hold ultimate responsibility for the policies, activities and assets of the charity. The trustees agree the broad strategy of the Foundation, review and confirm policy decisions, review proposals, approve grants, assess and discuss grant-holder performance reports and discuss financial and investment issues and performance.

When necessary, the trustees seek training, advice, and support from professional advisors, including legal advisors and auditors. The Foundation does not hold an investment portfolio but receives donations throughout the year to cover an agreed budget for grant making and operational costs.

Statement of trustees' responsibilities

The trustees are responsible for preparing the trustees' report and accounts in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Charity law requires the trustees to prepare accounts for each financial year which give a true and fair view of the state of affairs of the charity at the year-end and of its income and expenditure during the year. In preparing accounts giving a true and fair view, the trustees are required to: -

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with Financial Reporting Standard 102 (FRS 102);
- make judgements and estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards have been followed, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the charity will continue in operation.

The trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the charity and enable it to ensure that the accounts comply with the Charities Act 2011, applicable Charity (Accounts and Reports) Regulations and the provisions of the trust deed. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Lucille Foundation

Report of the Trustees

Statement of trustees' responsibilities (continued ...)

The trustees are ultimately responsible for the policies, activities and assets of the charity. They review the developments with regard to the charity, its grant giving activities and make any important decisions. When necessary, the trustees seek advice and support from the charity's professional advisers including solicitors and accountants. The day-to-day management of the charity's activities, and the implementation of policies, is delegated to the management team at Greenwood Place.

Risk management

The trustees have a range of experience across the business, investment and charity sectors. Additional relevant expertise and internal control is maintained by delegating responsibilities and performance measurement. Procedures and policies are kept under regular review.

The trustees conduct regular reviews of the major risks to which the charity is exposed. Risks are formally documented and categorised as financial, governance and compliance, operational, reputational and grant-making. Probability and potential impact are assessed for each risk. This enables the trustees to judge whether and where additional controls need to be implemented.

All risks have clear mitigating actions and responsibilities assigned. To mitigate the risk of making grants that are not in line with the Foundation's objectives, there are clear and transparent due diligence procedures which include the take up of references, analysis of grantees' impact, ambition, finances and areas of risk. The executive team at Greenwood Place conducts research and due diligence on potential grant recipients which includes a review of the organisation's finances and operations and multiple meetings - via telephone or in-person - to discuss the aims and objectives. Trustees review and approve all funding proposals and recipients are asked to submit clear milestones as part of their grant agreements. All grant recipients have a formal 6-month check-in with the executive team as well as submitting an annual progress report, including both successes and challenges, and informal discussions take place throughout the year. Any requests made by grant-holders to amend the grant terms mid-course are discussed and approved by the trustees.

Having assessed the major risks to which the charity is exposed, the trustees believe that by ensuring controls exist over key financial and grant-making systems which are subject to regular monitoring, including periodic reviews of performance against benchmarks, they have established effective systems to mitigate those risks.

PLANS FOR THE FUTURE

The trustees aim to continue their support of entrepreneurial, impact focused organisations aligned with their mission of backing community agency and sustainable solutions to poverty and environmental issues into the future. In late 2023, Trustees discussed and approved a strategy for the next three years which will build on existing work to date. This includes:

- A doubling of annual grant-giving from circa £5m to £10m
- The introduction of larger grant sizes alongside the existing £100k - £200k per grantee
- Growing the overall portfolio to a maximum of 40 grants
- Thematic rebalancing within the community portfolio - specifically by adding more partners in the education space in 2024-25
- Increasing the proportion of work in South-East Asia, where the Foundation currently has minimal footprint
- Growth in the environmental portfolio

Louisa Brassey

Signed on behalf of the trustees

Approved by the trustees on: 10 July 2024

The Lucille foundation

Independent Auditor's Report to the Trustees of the Lucille Foundation

Opinion

We have audited the accounts of The Lucille Foundation ('the charity') for the year to 31 March 2024, which the comprise the statement of financial activities, the balance sheet, the statement of cash flows, the principal accounting policies and the notes to the accounts. 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 United Kingdom and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the accounts:-

- 1 give a true and fair view of the state of the charity's affairs as at 31 March 2024 and of the charity's income and expenditure for the year then ended;
- 2 have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- 3 have been prepared in accordance with the requirements of the Charities Act 2011.

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 accounts section of our report. We are independent of the charity in accordance with the ethical requirements that are relevant to our audit of the accounts 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 accounts, we have concluded that the trustees' use of the going concern basis of accounting in the preparation of the accounts 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 charity's ability to continue as a going concern for a period of at least twelve months from when the accounts are authorised for issue.

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

Other information

The trustees are responsible for the other information. The other information comprises the information included in the Annual Report and Accounts, other than the accounts and our auditor's report thereon. Our opinion on the accounts 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 accounts, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the accounts 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 accounts 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.

The Lucille Foundation

Independent Auditor's Report to the Trustees of the Lucille Foundation

Matters on which we are required to report by exception

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

- the information given in the trustees' report is inconsistent in any material respect with the accounts; or
- sufficient accounting records have not been kept; or
- the accounts 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 the trustees

As explained more fully in the trustees' responsibilities statement set out in the trustees' report, the trustees are responsible for the preparation of the accounts 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 accounts that are free from material misstatement, whether due to fraud or error.

In preparing the accounts, the trustees are responsible for assessing the charity'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 charity or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the accounts

Our objectives are to obtain reasonable assurance about whether the accounts 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 accounts.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

How the audit was considered capable of detecting irregularities including fraud

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:-

- The engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- We identified the laws and regulations applicable to the charity through discussions with trustees and from our knowledge and experience of the charity sector;
- We focused on specific laws and regulations which we considered may have a direct material effect on the accounts or the activities of the charity. These included but were not limited to the Charities Act 2011 and Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable to the United Kingdom and Republic of Ireland (FRS 102) (effective 1 January 2019); and
- We assessed the extent of compliance with the laws and regulations identified above through making enquiries of trustees and review of minutes of trustees' meetings.

We assessed the susceptibility of the charity's accounts to material misstatement, including obtaining an understanding of how fraud might occur, by:-

- Making enquiries of trustees as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud; and

The Lucille Foundation

Independent Auditor's Report to the Trustees of the Lucille Foundation

Auditor's responsibilities for the audit of the accounts (Continued..)

- Considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, we:

- Performed analytical procedures to identify any unusual or unexpected relationships;
- Tested and reviewed journal entries to identify unusual transactions;
- Tested the authorisation of expenditure;
- Assessed whether judgements and assumptions made in determining the accounting estimates were indicative of potential bias; and
- Investigated the rationale behind significant or unusual transactions.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:-

- Agreeing accounts disclosures to underlying supporting documentation;
- Reading the minutes of meetings of trustees; and
- Enquiring of as to actual and potential litigation and claims.

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the trustees and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

A further description of our responsibilities for the audit of the accounts is located on the Financial Reporting Council's website at 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 charity's trustees, as a body, in accordance with section 145 of the Charities Act 2011 and with regulations made under Section 154 of that Act. Our audit work has been undertaken so that we might state to the charity'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 charity and the charity's trustees as a body, for our audit work, for this report, or for the opinions we have formed.

Buzzacott LLP, Statutory Auditor
130 Wood Street
London
EC2V 6DL

18 July 2024

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

The Lucille Foundation

Statement of Financial Statements
for the Year Ended 31 March 2024

	Notes	2024 £	2023 £
Income from:			
Donations and legacies	1	5,360,700	4,683,363
Interest receivable	2	6,703	3,941
Total income		<u>5,367,403</u>	<u>4,687,304</u>
Expenditure on:			
Charitable activities			
Promoting and enhancing charitable work	3	4,707,481	5,031,465
Total expenditure		<u>4,707,481</u>	<u>5,031,465</u>
Net income/(expenditure) and net movement in funds		<u>659,922</u>	<u>(344,161)</u>
Reconciliation of funds			
Total funds brought forward at 1 April 2023		<u>322,938</u>	<u>667,099</u>
Total funds carried forward at 31 March 2024		<u>982,860</u>	<u>322,938</u>

All income and expenditure relates to unrestricted funds.

All of the charity's activities derived from continuing operations during the above two financial periods.

All recognised gains and losses are included in the above statement of financial activities.

The Lucille Foundation

Balance Sheet
for the Year Ended 31 March 2024

	Notes	2024	2023
		£	£
Current assets			
Cash at bank and in hand		995,153	337,581
Liabilities			
Creditors: amounts falling due within one year	9	(12,293)	(14,643)
Net current assets		982,860	322,938
Total net assets		982,860	322,938
Funds and reserves			
Unrestricted funds		982,860	322,938
Total funds		982,860	322,938

Approved by the trustees and signed on their behalf by: Louisa Brassey

Approved by the trustees on: 10 July 2024

The Lucille Foundation

Statement of Cash Flows
for the Year Ended 31 March 2024

	Notes	2024 £	2023 £
Cash flows from operating activities:			
Net cash provided by/(used in) operating activities	A	<u>657,572</u>	<u>(336,758)</u>
Change in cash and cash equivalents in the year		<u>657,572</u>	<u>(336,758)</u>
Cash and cash equivalents at 1 April 2023	B	<u>337,581</u>	<u>674,339</u>
Cash and cash equivalents at 31 March 2024	B	<u>995,153</u>	<u>337,581</u>

Notes to the statement of cash flows for the year to 31 March 2024

A Reconciliation of net income and net movement in funds to net cash provided by operating activities

	Year to 31 March 2024 £	Year to 31 March 2023 £
Net income and net movement in funds (as per the statement of financial activities)	659,922	(344,161)
Adjustments for:		
(Increase)/decrease in debtors	-	51,000
Increase/(decrease) in creditors	<u>(2,350)</u>	<u>(43,597)</u>
Net cash provided by/(used in) operating activities	<u>657,572</u>	<u>(336,758)</u>

B Analysis of cash and cash equivalents

	2024 £	2023 £
Total cash and cash equivalents: cash at bank and in hand	<u>995,153</u>	<u>337,581</u>

The Lucille Foundation

Principal Accounting Policies

The principal accounting policies adopted, judgements and key sources of estimation uncertainty in the preparation of the accounts are laid out below.

Basis of preparation

These accounts have been prepared for the year to 31 March 2024, with comparative information given in respect to the year ended 31 March 2023.

The accounts have been prepared under the historical cost convention with items recognised at cost or transaction value unless otherwise stated in the relevant accounting policies below or the notes to these accounts.

The accounts 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 United Kingdom and Republic of Ireland (Charities SORP FRS 102) issued in October 2019 the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) and the Charities Act 2011.

The charity constitutes a public benefit entity as defined by FRS 102.

The accounts are presented in sterling and are rounded to the nearest pound.

Critical accounting estimates and areas of judgement

Preparation of the accounts requires the trustees to make significant judgements and estimates.

The principal item in the accounts where a judgement or an estimate has been made is in respect to estimating future income and expenditure flows to enable the trustees to assess charity's financial position and going concern (see below).

Assessment of going concern

The trustees have assessed whether the use of the going concern assumption is appropriate in preparing these accounts. The trustees have made this assessment in respect to a period of at least one year from the date of approval of these accounts.

The charity's income and expenditure is unlikely to be impacted significantly by the impact of the current macro-economic and geopolitical environment as income consists entirely of trustee donations. The charity's main activity is to provide grants. Therefore, it is able to exercise a significant degree of control over its expenditure. The trustees will continue to keep both income and expenditure under review.

The trustees have concluded that there are no material uncertainties related to events or conditions that may cast significant doubt on the ability of the charity to continue as a going concern. The trustees are of the opinion that the charity will have sufficient resources to meet its liabilities as they fall due.

Income recognition

Income is recognised in the year in which the charity has entitlement to the income, the amount of income can be measured reliably, and it is probable that the income will be received.

Donations are recognised when the charity has confirmation of both the amount and the settlement date. In the event of donations pledged but not received, the amount is accrued for where the receipt is considered probable. In the event that the donation is subject to conditions that require a level of performance before the charity is entitled to the funds, the income is deferred and not recognised until either the conditions are fully met, or the fulfilment of these conditions are wholly within the control of the charity, and it is probable that these conditions will be fulfilled in the reporting period.

All other income is recognised to the extent that it is probable that the economic benefit will flow to the charity and the revenue can be measured reliably. It is measured at fair value and is accounted for on an accruals basis.

The Lucille Foundation

Principal Accounting Policies

Expenditure recognition

Liabilities are recognised as expenditure as soon as there is a legal or constructive obligation committing the charity to make a payment to a third party, it is probable that a transfer of economic benefits will be required in settlement and the amount of the obligations can be measured reliably.

All expenditure is accounted for on an accruals basis. Expenditure comprises direct costs and support costs.

Grants payable are included in the statement of financial activities when approved and when the intended recipient has either received the funds or been informed of the decision to make the donation and has satisfied all related conditions. Grants approved but not paid at the end of the financial year are accrued for. Grants where the beneficiary has not been informed or has to meet certain conditions before the grant is released are not accrued for but are noted as financial commitments in the notes to the accounts.

All expenditure is stated inclusive of irrecoverable VAT.

Allocation of support and governance costs

Support costs represent indirect charitable expenditure. In order to carry out the primary purposes of the charity it is necessary to provide support in the form of administration services.

Governance costs comprise the costs involving the public accountability of the charity (including audit costs) and costs in respect of its compliance with regulation and good practice.

Support costs and governance costs are apportioned directly to the one charitable activity.

Cash in bank and in hand

Cash at bank and in hand represents such accounts and instruments that are available on demand or have a maturity of less than three months from the date of acquisition. Deposits for more than three months but less than one year have been disclosed as short term deposits.

Creditors and provisions

Creditors and provisions are recognised when there is an obligation at the balance sheet date as a result of a past event, it is probable that a transfer of economic benefit will be required in settlement, and the amount of the settlement can be estimated reliably. Creditors and provisions are recognised at the amount the charity anticipates it will pay to settle the debt.

Fund accounting

The unrestricted fund represents funds available for the general charitable purposes of the charity which may be applied at the discretion of the trustees.

The Lucille Foundation

Notes to the Accounts for the Year Ended 31 March 2024

1 DONATIONS AND LEGACIES

	2024	2023
	£	£
Total Donations	<u>5,360,700</u>	<u>4,683,363</u>

2 INTEREST RECEIVABLE

	2024	2023
	£	£
Total Bank Interest	<u>6,703</u>	<u>3,941</u>

3 PROMOTING AND ENHANCING CHARITABLE WORK

	2024	2023
	£	£
Grants payable to institutions (note 4)	4,452,000	4,797,073
Grant and other administrative costs (note 5)	249,418	230,054
Governance costs (note 6)	<u>6,063</u>	<u>4,338</u>
Total	<u>4,707,481</u>	<u>5,031,465</u>

The Lucille Foundation

Notes to the Accounts for the Year Ended 31 March 2024

4 GRANTS PAYABLE TO INSTITUTIONS

Grants payable to institutions during the year comprised the following:-

	2024	2023
	£	£
Acumen Fund	200,000	200,000
Ashoka UK	150,000	150,000
Baobab Centre for Young	5,000	-
Better lives foundation	4,000	-
Blue Dragon Childrens Foundation	-	10,000
Blue Ventures Conservation	150,000	150,000
Borne Foundation	18,000	-
CAMFED International	150,000	150,000
ClientEarth	150,000	150,000
Canopy Plant Society	100,000	100,000
Coral Vita	100,000	100,000
Corporacion el Colegio	-	6,073
Doorstep Library	5,000	-
Dutch Masters Foundation	5,000	5,000
Educate Girls	150,000	150,000
Fauna & Flora International (FFI)	1,000,000	1,000,000
Foundation for Ecological Security (FES)	150,000	150,000
GreenWave	150,000	150,000
Kheyti	150,000	100,000
Huracan Foundation	5,000	-
The Kids Network	-	45,000
Last Mile Health	150,000	150,000
Legado Inc	150,000	100,000
Live Happy	-	5,000
mothers2mothers (UK) Limited	150,000	150,000
MyAgro Farms	150,000	150,000
Nia Tero Foundation	-	200,000
Noora Health	150,000	150,000
Northern Rangelands Trust	150,000	150,000
Nuru International	-	100,000
OCD Foundation	20,000	
Peek Vision Foundation	150,000	150,000
Project Seagrass	10,000	-
Root Capital	200,000	200,000
Save the Med	15,000	
Spark MicroGrants	150,000	150,000
Village Enterprise Fund	150,000	150,000
Surfers against Sewerage	10,000	-
War Child UK	-	16,000
The Wave Project	5,000	10,000
WildAid Marine	100,000	100,000
Yunus Social Business	-	150,000
Zayohub Foundation	100,000	100,000
Total	<u>4,452,000</u>	<u>4,797,073</u>

At 31 March 2024, the charity had no grant commitments in respect to grants awarded but payable only on the fulfilment of certain conditions (31 March 2023 – none).

The Lucille Foundation

Notes to the Accounts for the Year Ended 31 March 2024

5 GRANT AND OTHER ADMINISTRATIVE COSTS

	2024 £	2023 £
Registration Fee for conference	4,581	-
Grant and foundation administration	12,000	12,000
Financial administration	8,063	8,251
Provision of strategic philanthropy services	210,000	192,000
Trustee training	-	6,600
Travel	14,774	11,203
Total	249,418	230,054

6 GOVERNANCE COSTS

	2024 £	2023 £
Statutory audit fee	6,063	4,338

7 STAFF COSTS AND TRUSTEES' REMUNERATION

The charity employed no staff during the year (2023 - none)

No trustee received any remuneration in respect of their services during the year (2023 - none)

No trustees were reimbursed for expenditure incurred in the performance of their duties during the year (2023 - none)

Key Management personnel

The key management personnel of the charity in charge of directing and controlling the charity comprise the trustees.

The total remuneration (including taxable benefits but excluding employer's pension contributions) of the key management personnel for the year was £nil (31 March 2023 - £nil).

8 TAXATION

The Lucille Foundation is a registered charity and, therefore, is not liable to income tax or corporation tax on income or gains derived from its charitable activities as they fall within the various exemptions available to registered charities.

9 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2024 £	2023 £
Financial administration	5,840	5,485
Statutory audit fee	5,670	4,158
Other creditor	783	5,000
	12,293	14,643

The Lucille Foundation

Notes to the Accounts for the Year Ended 31 March 2024

10 RELATED PARTY TRANSACTIONS

During the year to 31 March 2024, the trustees donated £5,360,700 to the charity (2023 - £4,683,363).

One of the trustees is a director of Greenwood Place Limited (Company Registration Number 10579996), a company appointed by the trustees to implement the charity's strategic priorities and manage the grant-making process, the grants portfolio and relationships with grant holders. During the year to 31 March 2024, the charity paid £241,355 (2023: £221,803) to Greenwood Place Limited.

During the year to 31 March 2024, the charity made a donation of £150,000 (2023: £150,000) to the Peek Vision Foundation. A Director of Greenwood Place Limited, an organisation which manages the grant giving process for the charities is a trustee for Peek Vision Foundation.

During the year to 31 March 2024, the charity made a donation of £200,000 (2023: £200,000) to Acumen. A Director of Greenwood Place Limited, an organisation which manages the grant giving process for the charity, is on the Advisory Board of Acumen.

During the year to 31 March 2024, the charity made a donation of £1,000,000 (2023: £1,000,000) to Fauna & Flora International. Charlene Lucille de Carvalho Heineken is a non executive Vice President of this charity.

There were no other related party transactions in the year to 31 March 2024 (2023 - none).