THE RAYNE FOUNDATION

England & Wales · Charity number 1179912

Details

Status	Registered
Legal form	Charitable company
Company number	11559926
Registered	2018-09-13
Register	View on the Charity Commission register

Contact

Address	3 Bromley Place London W1T 6DB
Phone	02074879656
Email	info@raynefoundation.org.uk
Website	http://www.raynefoundation.org.uk/

Activities

Objects: THE OBJECTS OF THE CHARITY ARE TO ADVANCE SUCH CHARITABLE PURPOSES (ACCORDING TO THE LAW OF ENGLAND AND WALES) AS THE TRUSTEES SEE FIT FROM TIME TO TIME.

Activities: The Foundation's grant making is bridge building to connect people and communities by bringing them together for the good of society, and ultimately to help create a more comprehending and cohesive world. The Trustees consider projects in areas covering the arts, health and wellbeing, education - in its widest sense, and social issues.

Classification

- **How:** Makes Grants To Organisations
- **What:** General Charitable Purposes
- **Who:** Children/young People, Elderly/old People, Other Charities Or Voluntary Bodies

Downloaded from opencharities.uk/ew/1179912

Geography

- Northern Ireland
- Scotland
- Throughout England And Wales

Finances

Period end	Income	Expenditure	Assets	Employees
2024-11-30	£2,428,082	£5,309,382	£74,360,821	6
2023-11-30	£2,309,645	£2,874,640	£74,407,564	5
2022-11-30	£1,982,620	£2,485,376	£79,812,925	4
2021-11-30	£1,987,662	£2,629,146	£102,239,899	5
2020-11-30	£2,233,977	£7,160,134	£93,349,281	5

Trustees

Name	Role	Appointed
BARONESS JULIA BABETTE SARAH NEUBERGER		2018-09-09
Jeremy Sandelson		2023-06-06
Miriam Rich		2023-12-05
Nick Viner		2023-12-05
The Honourable NATASHA DEBORAH RAYNE		2018-09-10
The Honourable NICHOLAS ALEXANDER RAYNE MA (OXON), MSC		2018-09-10
The Honourable Alexander Rayne		2023-12-05
The Honourable Tamara Wood		2023-06-06

Downloaded from opencharities.uk/ew/1179912

THE RAYNE FOUNDATION

England & Wales - Charity number 1179912

Accounts

Registered number: 11559926
Charity number: 1179912

Rayne Foundation

THE RAYNE FOUNDATION

(A company limited by guarantee)

TRUSTEES' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 NOVEMBER 2024

THE RAYNE FOUNDATION

(A company limited by guarantee)

CONTENTS

FOR THE YEAR ENDED 30 NOVEMBER 2024

	Page
Reference and administrative details of the Foundation, Trustees & advisers	1
Trustees' report	3
Independent auditor's report on the financial statements	22
Statement of financial activities	26
Balance sheet	28
Statement of cash flows	30
Notes to the financial statements	31

REFERENCE AND ADMINISTRATIVE DETAILS OF THE FOUNDATION, ITS TRUSTEES AND ADVISERS

FOR THE YEAR ENDED 30 NOVEMBER 2024

Trustees	Lady Jane Rayne, Patron (resigned 11 March 2024) The Hon. Robert A Rayne, Chairman (resigned 11 March 2024) The Hon. Natasha Rayne The Hon. Nicholas Rayne Professor Sir Anthony Newman Taylor (resigned 5 December 2023) Sir Emyr Jones Parry Rabbi Baroness Julia Neuberger DBE Jeremy Sandelson (appointed Chair 11 March 2024) The Hon. Tamara Wood The Hon. Alexander Rayne (appointed 5 December 2023) Miriam Rich (appointed 5 December 2023) Nicholas Viner (appointed 5 December 2023)
Company registered number	11559926
Charity registered number	1179912
Registered office	3 Bromley Place London W1T 6DB
Director	Crispin Truman
Independent auditor	Crowe U.K. LLP Fourth Floor St James House St James Square Cheltenham GL50 3PR
Bankers	Barclays Bank Plc Level 15 1 Churchill Place London E14 5HP
Solicitors	Farrer & Co LLP 66 Lincoln's Inn Fields London WC2A 3LH
Investment adviser	Rathbone Brothers PLC 8 Finsbury Circus London EC2M 7AZ

REFERENCE AND ADMINISTRATIVE DETAILS OF THE FOUNDATION, ITS TRUSTEES AND ADVISERS

FOR THE YEAR ENDED 30 NOVEMBER 2024

Investment adviser	Cazenove Capital Management Limited 1 London Wall Place London EC2Y 5AU
Investment adviser	Rothchild & Co New Court St Swithin's Lane London EC4N 8AL

The Rayne Foundation (referred to as “The Foundation” throughout this report) is an incorporated charity and registered in England and Wales, Charity Number: 1179912 and Company Number 11559926 as set out in the Memorandum of Articles.

The Trustees present their report and financial statements for the year ended 30 November 2024.

CHAIR'S FOREWORD

Welcome to the review of 2024 at the Rayne Foundation. I've thoroughly enjoyed my first year as Chair, having joined at a time when many of the achievements of my predecessor Robbie Rayne have come to fruition and the plans he laid for the future are becoming reality. I'm immensely proud to have been able both to step into Robbie's role at the Foundation while at the same time being able to work with him as he continues as Chair of our sister charity, The Rayne Trust.

It's also very satisfying to be building on past progress with some of the longstanding trustees who have been part of making it happen, while welcoming a dynamic new group of trustees who have joined the board this year – both independent trustees and members of the Rayne family. Together they bring such an impressive range of skills and experience, as well as a shared passion for the Rayne ethos and mission which is driving our new strategy.

This report tells of the first full year of implementing that new strategy, during which our focus on proactive grantmaking has taken shape and our flagship programme, *Better Careers for Better Care*, has become a leading initiative addressing workforce development in older people's care. With an impressive response from across England to our open call for new partnerships, the programme now has strong momentum, underpinned by collaboration with a wide range of health and social care organisations concerned with this issue. In the year ahead the evaluation by Bean Research will illuminate the work done and provide a case for further replication and mainstreaming of the emerging models for professional development in this vital sector.

Our other priority areas have meanwhile seen significant grants made to a range of highly impressive and effective organisations across the UK. I'm particularly pleased to have seen the development of new work with refugee and asylum seeker charities seeking to increase opportunities for employment and training and welcome the more strategic partnership approach we have been able to take to improving opportunities for young people with care experience.

These efforts have been complemented by organisational improvements, including the launch of our streamlined, user-friendly website and modernised application process which has been welcomed by applicants and grantees, together with enhancements in governance and staffing systems.

At a time when demands for funds from grantmaking foundations are at unprecedented levels and multiple calls are being made for important changes in levels of participation, transparency and trust, I'm delighted to be leading a Foundation which is both rooted in a proud history but also able to respond flexibly and constructively to the growing needs of our priority groups. I'm hugely looking forward to working with our fantastic staff, trustees and charity partners on our exciting programmes to make lasting improvements to people's lives.

Jeremy Sandelson
Chair of the Board

STRUCTURE, GOVERNANCE AND MANAGEMENT

There were several changes to the Trustee Board during the year and subsequently, as a result of terms of office coming to an end. Sir Anthony Newman Taylor and Lady Jane Rayne retired and were succeeded by Miriam Rich, the Hon. Tamara Wood, Nicholas Viner and the Hon Alexander Rayne. The Hon. Robert Rayne also retired as Chair and was succeeded by Jeremy Sandelson who had previously been appointed trustee.

The selection and appointment of Trustees is carried out using criteria which considers the knowledge and skills they would bring to meet the charitable purposes of The Foundation. When new Trustees are sought, names are proposed and any appointment then made upon the Board's approval. New Trustees have a tailored induction programme to ensure they meet their statutory obligations as well as understanding the focus of the Foundation. No Trustee receives any remuneration for being a Trustee but travel expenses can be claimed.

We are enormously grateful to those Trustees who retired during the year, for the immense contribution they have made to the work of the Foundation over very many years. Their expertise and commitment has brought great value and depth to our work and put the Foundation in a strong position for the future.

Day to day responsibility for managing The Foundation is with the Director, Crispin Truman, five staff (mostly part-time) and one consultant. Staff remuneration is agreed by the Chair of The Rayne Foundation. Upon any new appointments being made, remuneration is agreed in line with other comparable roles.

The Trustees' responsibilities include the setting of policy and strategy and approving grants above £20,000. Trustees are advised on finance, investments and risk mitigation by the Joint Finance & Investment Committee.

The policies and procedures of the Foundation are reviewed annually and noted by Trustees. During the year the Employee Handbook containing all policies and procedures related to human resources, was comprehensively revised, updated and expanded. The Foundation continued to ensure it was updated on recommended guidance from the Charity Commission regarding safeguarding both when assessing applicants and when monitoring grant reporting. This is a standing Board agenda item.

Staff are based at our office building at 3 Bromley Place in central London and work with a mix of office and home-based working. Part of the building is let out on a commercial basis to set against running costs. The Foundation also offers pro bono meeting room space to grantees and other charities, an offer which has been taken up more frequently this year.

OBJECTIVES AND ACTIVITIES

The purpose of the Rayne Foundation is to effect and promote positive social change.

We are an independent funder which aims to enable charitable organisations and their leaders to

1. develop and share solutions that address the most challenging needs and neglected issues;
2. realise the potential of organisations and the individuals involved; and
3. create a fairer society.

We make grants, provide support, convene and enable partnerships, draw out and share learning and seek to effect direct improvements in services and people's lives.

In order to achieve our mission, over the next few years we are prioritising work as follows. We want to see an improvement in:

1. the quality of life for older people and their carers
2. the mental health of children and young people; and
3. opportunities for refugees and asylum seekers

We run proactive programmes of work to support these priorities, which direct all the Foundation's grantmaking.

The Foundation also has a history of supporting the arts and of encouraging organisations to achieve social change through the arts and creativity. We give enthusiastic support to creative and artistic approaches to achieving progress in our three priority areas above.
We look for good ideas from which others can learn, ensuring that work which we fund has application and relevance beyond the specific place in which it has been carried out and in the long term. We seek to influence those with the power and resources to secure long-term and widespread implementation of solutions, including local and national Government and to support the replication of effective solutions on a wider basis.

We aim to create and support a culture of collaboration in the fields in which we work. We want to help organisations learn how to collaborate, demonstrating what it takes to collaborate and promoting outward-looking collaboration.

There are characteristics which we look for in any grant we make. These are rooted in the history and principles of the Rayne family and of the Foundation and we believe that they enhance the value, effectiveness and impact of the work we support. They include:

- working across sectors and silos;
- bringing people and organisations together
- developing and sharing best practice; and
- having a direct impact on people's lives.

Our grantmaking criteria and processes, clearly explained as part of the application process, provide the detail on how our priorities and approach are put into practice.

OUR VALUES AND HOW WE WORK

In all that we do, we at Rayne seek to be:

- Trusting – giving power and responsibility to those who are closest to the work
- Collaborative – enabling, catalysing, bringing people together
- Creative – innovative, flexible and prepared to take risks; and
- Rigorous – transparent, accountable & reliable, using and expecting good data.

OPEN AND TRUSTING GRANTMAKING

During the year the Foundation Board signed up to the eight 'Open and Trusting' commitments of the Institute for Voluntary Action Research (IVAR), which are:

1. Don't waste time
2. Ask relevant questions
3. Accept risk
4. Act with urgency
5. Be open
6. Be flexible
7. Communicate with purpose
8. Be proportionate

These principles guide our grantmaking and have, for instance, this year informed the design of our new website and significant revisions to our grantmaking criteria and processes.

MONITORING AND EVALUATION

The Foundation's work is measured by the degree to which each grant contributes to agreed outcomes covering qualitative and quantitative data. Outcomes are measured in different ways which may include feedback from beneficiaries, formal tracking from statutory agencies or others, data collection, estimation of cost savings and sometimes a more formal evaluation. Both hard and soft outcomes are gathered, and the Trustees consider each set of outcome requirements on a case-by-case basis. For multi-year grants (usually up to three years), the second or third year's payment are released upon receipt of satisfactory monitoring and financial reports.

REVIEW OF THE YEAR

2024 has been a busy and fulfilling year for the Rayne Foundation and the organisations we work with. Guided by our mission to effect positive social change, we carried out significant work on our new programmes and strengthened our operations and processes. Across our strategic priorities we made significant progress that has laid the groundwork for future success. We also focused on governance improvements, strategic partnerships, and operational enhancements to ensure long-term resilience and effectiveness.

Doing this new work while continuing a good deal of responsive grantmaking tested our operational capacity which increased slightly during the year. Our desire to be a fully UK-wide funder meant we also had to begin to address regional disparities and strengthen our knowledge of and relationships in the devolved nations. Putting time and effort into this has reaped dividends in the form of stronger local partnerships and new opportunities for learning about and addressing the needs of our priority groups. Internally, moving to new systems and processes took time and effort but ultimately enhanced our efficiency and readiness for the future.

By beginning to address systemic challenges in our priority areas and enhancing our operations, we have laid a solid foundation for continued growth and impact. As we look to 2025, we will build on this momentum with greater engagement with those working in the sectors we aim to support, continued growth in our strategic grantmaking and an increasing focus on learning and service development.

Highlights from our programmes of work during the year include:

IMPROVED QUALITY OF LIFE FOR OLDER PEOPLE, AND THEIR CARERS

This year we committed £1,711,980 in 11 grants to this priority.

Proactive Programmes: Better Careers for Better Care

A cornerstone of our work this year has been the launch of our flagship programme, *Better Careers for Better Care*, addressing the urgent need for workforce development in social care for people in later life. The year began with a call for expressions of interest from partnerships wanting to pilot and develop different approaches to providing achievable, professional development opportunities for carers of older people. 48 EOIs were submitted and we were deeply impressed by the quality of work and the scale of ambition to transform workforce development and career progression within adult social care, going on across England. In a first for the Foundation, an Assessment Panel bringing together Trustees, staff and external advisors supported the application and assessment process. External advisors brought experience of and expertise in commissioning, delivering, advocating for and drawing on social care services.

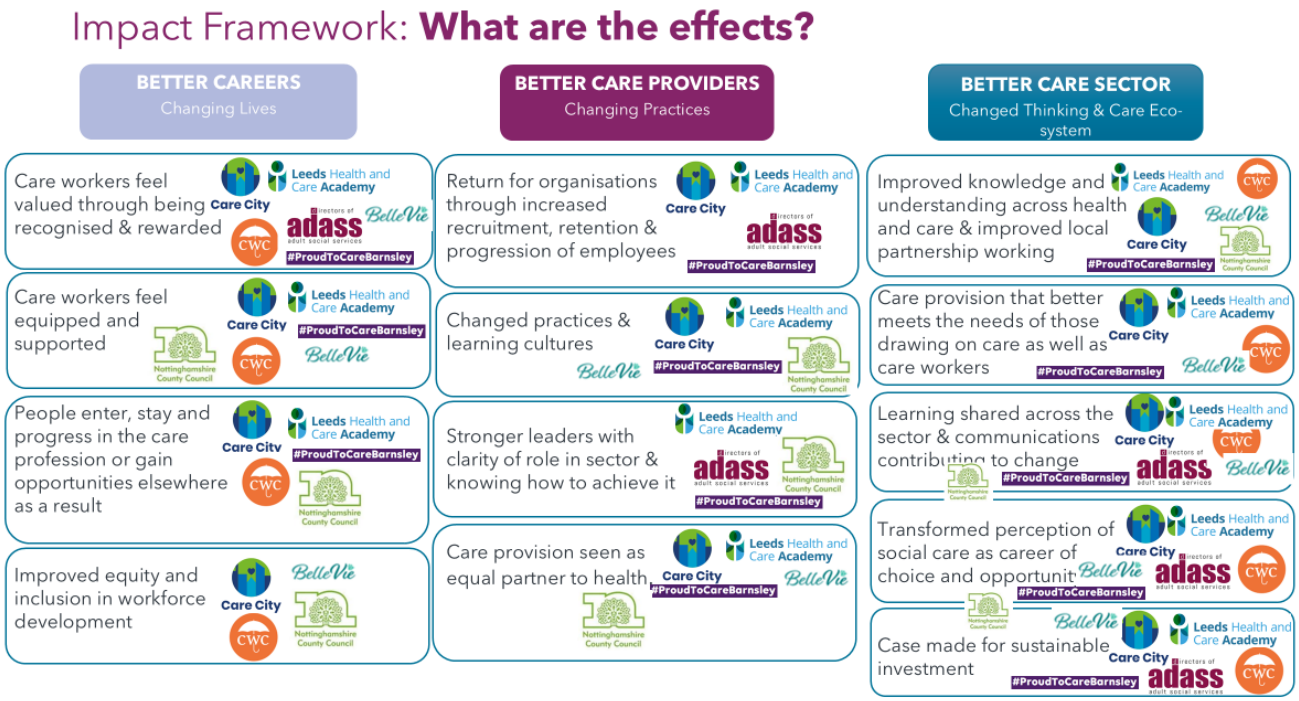
During the year seven further grants were agreed, completing the disbursal of a £2.5m designated budget for this work. Five are place-based and have providers and commissioners working together, ready to challenge and change the way they do things to support workforce development. They are:

Leeds Health and Care Academy in partnership with Leeds City Council will strengthen its pilot commissioning outcomes-focused homecare by funding the co-production of roles and additional development capacity for providers to establish and supervise delegation of clinical healthcare tasks to care workers. The funding will also strengthen the team around the person through rotational apprenticeships and preceptorships in care settings and system leadership opportunities provided by the Academy.

BelleVie is a for-profit and for-purpose homecare provider, inspired by the successful 'Buurtzorg' model in the Netherlands. BelleVie will work with Northumberland County Council and end users to co-produce ways of working and funding care which provide better outcomes for everyone. The Foundation's grant will fund the design and evaluation of the economic and social outcomes of the model and subsidise the cost of care while the model is iterated. The BelleVie team hopes to build evidence that delivering homecare through self-managing teams increases quality of care and reduces costs to both social care and health.

Care City Innovation CIC is leading a partnership across North East London in the development and delivery of enhanced roles in social care, both Trainee Nurse Associates and Allied Health Professional Assistant Practitioners. The programme will both create apprenticeship opportunities for existing care staff and fund the enhanced integrated roles. Foundation funding combined with

partner contributions will be used to develop a sustainable system of training, governance and career and development opportunities within the care sector, support health and care integration, and improve the experience of people drawing on care.



Barnsley Health and Care Partnership will further develop their successful 'Proud to Care Barnsley' campaign to improve recruitment and retention in the local health and care sector, with a focus on collaborative practice development for social care leaders and development of career pathways and a professional community of colleagues across health and care.

Nottinghamshire County Council, in partnership with Nottingham City Council, has undertaken extensive work to understand the nature and needs of the external adult social care workforce across the ICS. Funding from the Foundation will support the development of two co-produced pieces of work: developing a brand for the care workforce to create a sense of belonging for social care staff, utilising an online centralised careers academy and skills hub and a Leadership Programme to train and nurture aspiring social care leaders.

Two national programmes focused on supporting and enabling those working in social care to share their stories, shift the narrative, and influence both policy and strategic decision-making at a national level were also funded:

The Care Workers' Charity received funding to develop a Care Workers Advisory Board and Care Worker Champions Project, designed to amplify the voices of care workers and address critical policy issues affecting the care sector.

ADASS, working in partnership with the LGA, #SocialCareFuture and Think Local Act Personal, are building an allied social care movement. The Foundation's funding will support the development and rollout of training and support for Local Authority leaders and their communications teams to become long-term ambassadors and movement-builders, with the training resources made freely available to partners to adapt and use with their members.

Grantee partners came together in-person in November 2024 to learn about each other's work and identify themes across the grants portfolio. This Community of Practice will continue to meet regularly. We have commissioned Bean Research to conduct a comprehensive evaluation to capture lessons and inform future initiatives.

Colleagues from across adult social care have been supportive of the Foundation's investment into the sector, as well as the collaborative grant-making process which puts learning at its heart. Through the programme we have built strong relationships and are now being approached to share work and identify areas of alignment. We are also building relationships with funders with similar priorities to identify opportunities for collaborative working. In the next twelve months, we will design and test a network to bring together interested organisations across social care to share learning from the programme and beyond. We will also develop a second phase of *Better Careers for Better Care*.

Open Social Care Grants

The social care open grants programme was paused temporarily in 2024 and reopened in 2025 with a focus on projects and organisations reimagining community provision for people drawing on care in later life to complement our Better Careers for Better Care programme.

A major commitment this year was a grant of £250,000 towards a new Centre of Excellence for training in Music and Dementia, focusing on enhancing the health and social care workforce's ability to integrate music into dementia care, in partnership with the National Academy of Social Prescribing. The grant builds on our longstanding interest in how creativity can enhance later life and aims to ensure that the proven benefits of music to people with dementia and those caring for them, are made more widely

available and on a more sustainable basis. The successful bidder will be announced in 2025.

While embarking on many new initiatives, we have also continued to support projects where we know from experience that we can make a difference for our priority groups. We supported the National Arts in Care Homes Day for the sixth successive year, celebrating the many creative endeavours in care settings. We continue to be inspired by the benefits to residents, staff and relatives of artistic and creative approaches to care in these and other settings.

YOUNG PEOPLE'S IMPROVED MENTAL HEALTH

This year we committed £996,565 in 20 grants to this priority.

Progress in young people's mental health was equally significant. During the year we confirmed our intention to focus on supporting the mental wellbeing of children and young people in or on the edge of care. This is reflected in a range of grants to new organisations including St Christopher's Fellowship – creating trauma-informed and supportive cultures in care homes and Who Cares Scotland? - developing the employability and life skills of young people in care. We also supported a number of arts organisations – Articulate, Blue Cabin, Lung Productions and Wobble Base Frequencies – using creativity to build the resilience, confidence and wellbeing of young people and those who care for or work with them. We find these artistic approaches to supporting young people are hugely valuable in teaching us about the wider experience of care.

The second area of focus will support early childhood with family/carer interventions that aim to reduce the impact of early childhood trauma. We have made a small number of grants in this area - Stormbreak – movement-based training to support the relationship between child and foster carer, and Yellow Door – testing the Women's Aid Federation 'You and Me' programme with children under five to help them and their families recover from the impact of domestic abuse. A grant to Bristol Music Trust will support the extension of its Hope Creative music project to children in the early years. We will refine our approach to the early years further in the year ahead to better complement our work with care experience.

BETTER OPPORTUNITIES FOR REFUGEES AND ASYLUM SEEKERS

This year we committed £496,415 in 12 grants to this priority.

This year we further refined our work to support refugees and asylum seekers, clarifying that we will focus on significant employment, entrepreneurial or personal development opportunities alongside continued support for specialist mental health organisations in this sector. We made new grants to Refugee Education, City of Sanctuary, IMIX and Migrateful to support this ambition. We also awarded core funding to Helen Bamber Foundation as it seeks to extend its reach and have supported both Islington Mind and the LGBT Healthy Living Centre to develop their work supporting the mental wellbeing of refugees and asylum seekers who identify as LGBT+. A grant to People United will support continued partnership with Kent Refugee Action Network providing young people with first-hand experience of the UK asylum system with an opportunity to develop their creative producing skills and expertise. The resulting art works will invite new conversations within divided communities about cultures of belonging.

CROSS-CUTTING THEME: SOCIAL CHANGE THROUGH THE ARTS

Following extensive discussion at Board level and a commissioned review carried out by Sue Cook, we closed our former 'social change through the arts' programme, replacing it with a cross-cutting theme aimed at making arts-based and creative responses an integral part of our work across all priority areas. This approach emphasised the potential of the arts and artistic and creative approaches to enhancing older people's care, the mental health of care-experienced young people and opportunities for refugees and asylum-seekers. Examples of grants awarded to arts-based programmes are included within each priority area above.

FORMER PROGRAMMES

We also made a handful of grants to organisations whose work does not fit into the programme priorities above but who have received support from the Foundation in the past and where we wished to enable them to build on their progress. These included: a grant to English National Opera for a Research Fellow to assist with adapting the successful Breathe programme to new patient groups and a further grant to Beating Time to continue its Inside Job programme preparing offenders for employment on release from prison.

COMMUNICATIONS AND THE NEW WEBSITE

Communicating externally has become more important to the Foundation as we need more than ever to articulate clearly to applicants and partners what it is we are looking to achieve and the contribution we can make. Our proactive programmes also make it increasingly important that we have the communications tools necessary to convene interested parties, share learning and promote good practice. To this end in 2024 we began work on our first communications strategy and plan, established a profile on social media - in particular LinkedIn - and completely replaced our website. The 'Better Careers for Better Care' project was the subject of our first blog posts, an increasingly important part of our work in explaining what we are doing and the impact of our grantees and partners.

The website replacement formed a major piece of work for much of the year and involved the whole team in refreshing, updating and writing new content as well as planning and managing the design and technical side of the project. After a competitive tendering process we appointed 'Feeling Peaky' as website designers and they worked with us throughout to deliver the project from concept to launch. Our IT providers CPIO were involved as necessary to ensure a seamless process and the website was launched on time and on budget in the autumn. The new website is a significant improvement on the old one, being far more accessible, attractive, easier to navigate and 'future-proofed' for automation of grant processes. Beyond its functional benefits, the website also serves as a platform for sharing learning and insights from our programmes. Content management is simpler and quicker for our staff to carry out without having to involve an external provider, connectivity to social media is clear and easy and initial feedback from users is very positive.

OPERATIONAL AND TECHNOLOGICAL ADVANCEMENTS

Operational improvements were a significant focus in 2024, enabling us to deliver on our strategic goals more effectively. The new website revolutionised the grant application process, introducing an online expression-of-interest form that has streamlined workflows and improved accessibility for applicants.

Further technological upgrades included the first stage of an in-house review of our MAX database and the initial transition of our filing system to SharePoint. These efforts were complemented by enhancements to HR policies and systems, including a wellbeing support review and staff training initiatives. These advancements ensure that our organisation remains adaptable, efficient, and well-equipped to meet future challenges.

STRENGTHENING GOVERNANCE AND COLLABORATION

2024 was also a year of growth in governance and partnerships. New trustees joined the Board, bringing fresh perspectives and expertise. Trustee engagement was enhanced through site visits, strategy discussions, and skills audits, while new Rayne family trustees fostered a deeper connection between the trustees and the Foundation's work.

Towards the end of the year for the first time we invited a group of our grantees from across the Foundation's priority areas to an evening 'showcase reception' with trustees and staff. The evening provided trustees in particular with an opportunity to get to know several areas of our grantmaking and the people involved and was also welcomed by grantees as an opportunity to understand the work of the Foundation and of each other. The value of convening different configurations of partners in events focussed on aspects of our work is increasingly apparent and something we are beginning to do more of.

All these activities strengthened our governance framework, ensuring effective leadership and alignment with our mission. Collaboration remained at the heart of our approach, as we deepened partnerships with key funders and stakeholders. Engagements in devolved nations, particularly Wales and Northern Ireland, highlighted the importance of tailoring our work to local contexts. Visits to organisations such as Community Music Wales and discussions with the Arts Council Wales enriched our understanding of regional needs and informed our approach to delivering impactful programmes.

STAFF SUPPORT, DEVELOPMENT AND TRAINING

As a small organisation we don't have any in-house human resources staff but we do want to provide the best support to and training for our staff and ensure we are always up to date with our human resources and employment policies and procedures. During the year therefore we tendered for a new retained outsourced human resources support service to a brief designed with the staff team. Following a competitive process Robinson Grace HR were appointed on a very cost-effective basis and have already provided us with a number of useful services.

Allied to that we have set up an online leave management system and a new Employee Assistance Programme with Health Assured.

PLANS FOR THE YEAR AHEAD

2024-27

Over the next three years we will work towards achieving our purpose through a four-pronged strategy for change:

1. Increase **focus and impact** through proactive programmes in all three priority areas
2. Sustain and develop quality, professional **responsive** grantmaking to complement and support the priority areas
3. **Develop** our approach to wider improvements in the sector, including intentional investing, open and trusting grantmaking and equity, diversity and inclusion
4. **Strengthen** the Foundation for the future, with effective systems and IT, trustee succession-planning and induction and a happy, professional, supported staff team.

Plans for the Year Ahead: 2025

In 2025 we will continue our programme of organic change, building on the successes and lessons of 2024. With a budget of £2.5 million for grants, the year ahead promises to be one of growth, innovation, and deepened impact. Guided by our strategic priorities, the Foundation will focus on scaling proactive programmes, strengthening partnerships and advancing operational excellence to address some of society's most pressing challenges.

Enhancing Proactive Programmes

The *Better Careers for Better Care* programme will remain a flagship initiative, with a focus on monitoring and evaluating eight partnerships across England. To foster collaboration and amplify impact, the Foundation will continue to support a community of practice among partners and host learning events open to the wider sector. These efforts will be complemented by new strategic grants in the devolved nations, laying the groundwork for a three-year funding plan for phase two of the programme. We also aim to secure partner funders and explore mission-related investment opportunities to expand the programme's reach and sustainability.

For young people's mental health, 2025 will see the launch of a proactive programme designed to address critical gaps in care and support. Key activities include the development of strategic grants with partners in the devolved nations, the establishment of an Early Years partnership programme and the evaluation of care-experienced young people's initiatives, such as the Coventry care pathways project. The Foundation will also convene a roundtable of funders to explore further opportunities for collaboration and explore issues in kinship care and the experiences of Black care-experienced individuals. These efforts will be informed by increased involvement of individuals with lived experience in the grantmaking process.

The refugee and asylum seeker programme will also be launched, with an emphasis on training and employment opportunities. We will collaborate with the sector on a shared space for learning and collaboration and conduct research into support needs for 16-18-year-olds, with the aim of developing

strategic grants that address these gaps. By focusing on these age groups and pathways to employment, the programme seeks to promote inclusion and opportunity for some of the most vulnerable individuals in society.

Arts as a Cross-Cutting Theme

Building on the arts' integration as a cross-cutting theme in 2024, the Foundation will deepen its commitment to promoting creative approaches to social change. This includes following up on recommendations from the Sue Cook report and engaging with networks that share learning about the arts' role in addressing societal challenges. By investing in artistic and creative solutions, the Foundation aims to enrich all its priority areas, from mental health to refugee support, while fostering innovation and community connection.

Strengthening Organisational Capacity and Governance

Operational improvements will continue to be a priority in 2025. Planned activities include further automation of grant management functions and the retendering of IT support contracts. These advancements aim to enhance efficiency, transparency, and collaboration across the Foundation.

Staff development will include an annual awayday in May to review progress and plan future initiatives. Supported by our new Employee Assistance Programme, staff appraisals and training sessions will ensure the team is equipped to meet the demands of the Foundation's expanding work. Additionally, a communications framework will be refined to better articulate the Foundation's impact and learning.

Governance will be strengthened through trustee strategic discussions, site visits, and the recruitment and induction of a new independent trustee.

Advancing Investment Management

In 2025, the Foundation will investigate the possibility of a trial mission-related investment programme focused on one or more priority areas. This initiative will be informed by the Joint Finance and Investment Committee (JFIC) and, if approved, overseen by the Board. Reviews of investment managers' performance, ESG work, and the cash portfolio will ensure alignment with the Foundation's objectives. These efforts reflect the Foundation's commitment to financial sustainability and leveraging resources for maximum impact.

The year 2025 promises to be one of innovation, collaboration, and deepened impact for the Rayne Foundation. By advancing proactive programmes, fostering community-led development, and strengthening organisational capacity, the Foundation will continue to address critical societal challenges and promote positive social change.

PUBLIC BENEFIT

The Trustees confirm that they have complied with their duty in Section 17 of the Charities Act 2011 to have due regard to the public benefit guidance published by the Charity Commission for England and Wales. The Foundation provides public benefit through the making of grants to registered charities and not-for-profit organisations with charitable objects and through undertaking initiatives which contribute to the needs of UK society. This covers both proactive and reactive grant making. Each year, The Foundation makes a careful judgment between investing in immediate calls on its funds and safeguarding the endowment to meet future needs and challenges.

RISK MANAGEMENT

Risks relating to financial performance and therefore future distribution, due to volatility of markets, are regularly reviewed by the Joint Finance & Investment Committee and include an annual impairment review.

The comprehensive risk register covers a range of issues which include loss of key staff, governance, fraud, reduction in capital and operational risks. Specific examples of risk management include keeping a watching brief on market volatility and portfolio diversification to mitigate loss of capital; reviewing governance and good practice from applicants before grants are awarded; maintaining up to date knowledge of policy or statutory changes/requirements in the sector and setting financial and reporting obligations for grant recipients to monitor multi-year grants before any subsequent payment is released.

The Trustees and staff formally review risk on an annual basis and conclude that there are sufficient controls in place across the organisation. The Chairman and Director also meet the auditor to discuss recommendations arising from their annual audit which may inform any approach to a particular risk.

The Foundation holds high cash reserves, which cover all current grant commitments and operating costs and more, so no funding commitments will be cancelled for lack of funds.

INTERNAL CONTROLS

The Trustees confirm that internal control processes and procedures are in place and continue to be reviewed to ensure that risks are mitigated as far as possible. This includes an annual budget, approved by the Trustees, and monthly financial reporting of actual against budget and other key performance indicators.

The charity was not involved directly or indirectly in any fundraising for its own benefit during 2024. The charity had no fundraising activities requiring disclosure under S162A of the Charities Act.

FINANCIAL REVIEW

The Foundation had income for the year of £2,428,082 (2023: £2,309,645). There were no exceptional dividends in the year under review. Grants awarded in the year amounted to £4,352,385 (2023: £1,923,746). The Joint Finance & Investment Committee agreed to continue to hold a strong cash balance due to the uncertainty of global markets and in order to ensure we are always in a position to meet grant payment commitments as above.

INVESTMENT POLICY AND PERFORMANCE AGAINST OBJECTIVES

The Foundation aims to maximise the investment return and to achieve sufficient cash income to maintain the level of grants. The value of the investment portfolio, excluding cash balances increased from £69,495,377 in 2023 to £72,651,608 during the year. Trustees review expenditure on a regular basis, in particular at the start of the financial year, and consider new investments and changes in allocation on a case by case basis. The Trustees do not invest to meet a formal social, environmental or ethical investment policy. The Trustees hope to maintain distributions amounting to 2-4%, in the medium term, of the capital value of The Foundation primarily from income.

The distribution in the year was 5.13% (2023: 2.10%) of the average capital value of the twenty previous quarters. No changes were made to The Foundation's investment policies.

RESERVES POLICY

Reserves are held in order to ensure that outstanding commitments can be met and that, if necessary, levels of spending can be adjusted in a measured way. Total reserves at the year-end were £74,360,821 (2023: £74,407,564). Free reserves are calculated by deducting tangible fixed assets and designated funds from unrestricted funds, as well as adding back any loans used to purchase fixed assets (mortgage balance of £3,033,338 secured against Bromley Place). The free reserves held at the year-end were negative £649,897. The position arises due to the significant value of Bromley Place purchased from unrestricted funds and mortgage funds. Included within unrestricted funds of £1,252,958 are designated funds of £294,000, fixed assets of £4,665,828 and investment property of £635,545. However, the Foundation holds an expendable endowment fund of £73,084,228 which can be drawn upon if required in order to meet its obligations.

£294,000 continues to be designated as Covid 19 support funding. The Foundation holds cash balances to manage fluctuations in cash flow and cash liquidity is reviewed quarterly by the Joint Finance & Investment Committee. The Trustees are satisfied that the Foundation, given its financial reserves and fundamental assets, is in a position to meet all its current and anticipated future commitments.

STATEMENT OF TRUSTEES' RESPONSIBILITIES

The Trustees (who are also directors of The Rayne Foundation for the purposes of company law) are responsible for preparing the Trustees' Annual Report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards).

Company law requires the Trustees to prepare financial statements for each financial year. Under company law the Trustees must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that period. In preparing these financial statements, the Trustees are required to:

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

The Trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charitable company's transactions, disclose with reasonable accuracy at any time the financial position of the charitable company and enable them to ensure that the financial statements comply with the Companies Act 2006 and the provisions of the Charity's constitution. They are also responsible for safeguarding the assets of the Charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This report was approved by the Trustees, on 1 July 2025 and signed on their behalf by:

Jeremy Sandelson
Chair of the Board and Trustee

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE RAYNE FOUNDATION

Opinion

We have audited the financial statements of The Rayne Foundation (the 'the foundation') for the year ended 30 November 2024 which comprise the Statement of financial activities, the Balance sheet, the Statement of cash flows and the related notes, 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 November 2024 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

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 United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

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

Other information

The other information comprises the information included in the Annual report other than the financial statements and our Auditor's report thereon. The Trustees are responsible for the other information contained within the Annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

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

- the information given in the Trustees' report for the financial year for which the financial statements are prepared is consistent with the financial statements.
- 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 our knowledge and understanding of the charitable company and its environment obtained in the course of the audit, we have not identified material misstatements in the Trustees' report.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Trustees were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Trustees' report and from the requirement to prepare a Strategic report.

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.

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:

We obtained an understanding of the legal and regulatory frameworks within which the Company operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006. We assessed the required compliance with these laws and regulations as part of our audit procedures on the related financial statement items.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which might be fundamental to the Company’s ability to operate or to avoid a material penalty. We also considered the opportunities and incentives that may exist within the Company for fraud. The laws and regulations we considered in this context for the UK operations were General Data Protection Regulation (GDPR), Anti-fraud, bribery and corruption legislation, environmental protection legislation, Health and safety legislation, Taxation legislation and Employment legislation.

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

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be in the following areas: the override of controls by management, including posting of unusual journals, and inappropriate treatment of non-routine transactions.

Our audit procedures to respond to these risks included enquiries of management about their own identification and assessment of the risks of irregularities, review and discussion of non-routine transactions, sample testing on the posting of journals and review of accounting estimates for biases.

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 non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report

This report is made solely to the charitable company's trustees, 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 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 its members, as a body, for our audit work, for this report, or for the opinions we have formed.

Helen Blundell

Helen Blundell LLB FCA FCIE DChA (Senior statutory auditor)
for and on behalf of
Crowe U.K. LLP
Statutory Auditor
Black Country House
Rounds Green Road
Oldbury
West Midlands
B69 2DG

Date: 2 July 2025

THE RAYNE FOUNDATION

(A company limited by guarantee)

STATEMENT OF FINANCIAL ACTIVITIES (INCORPORATING INCOME AND EXPENDITURE ACCOUNT) FOR THE YEAR ENDED 30 NOVEMBER 2024

	Note	Unrestricted funds 2024 £	Restricted funds 2024 £	Endowment funds 2024 £	Total funds 2024 £	*Total funds 2023 £*
Income from:						
Investments	4	**2,428,082**	**-**	**-**	**2,428,082**	*2,309,645*
Total income		**2,428,082**	**-**	**-**	**2,428,082**	*2,309,645*
Expenditure on:						
Raising funds:	5					
Investment manager's fees		**5,669**	**5**	**136,695**	**142,369**	*130,492*
Charitable activities	6	**5,167,013**	**-**	**-**	**5,167,013**	*2,744,148*
Total expenditure		**5,172,682**	**5**	**136,695**	**5,309,382**	*2,874,640*
Net expenditure before net gains/(losses) on investments	15	**(2,744,600)**	**(5)**	**(136,695)**	**(2,881,300)**	*(564,995)*
Net gains/(losses) on investments		**154,402**	**-**	**2,680,155**	**2,834,557**	*(4,437,962)*
Net (expenditure)/income		**(2,590,198)**	**(5)**	**2,543,460**	**(46,743)**	*(5,002,957)*
Transfers between funds	22	**1,738,990**	**(2,390)**	**(1,736,600)**	**-**	-
Net movement in funds before other recognised gains/(losses) carried forward		**(851,208)**	**(2,395)**	**806,860**	**(46,743)**	*(5,002,957)*

STATEMENT OF FINANCIAL ACTIVITIES (INCORPORATING INCOME AND EXPENDITURE ACCOUNT) (CONTINUED)
FOR THE YEAR ENDED 30 NOVEMBER 2024

	Note	Unrestricted funds 2024 £	Restricted funds 2024 £	Endowment funds 2024 £	Total funds 2024 £	*Total funds 2023 £*
Net movement in funds before other recognised (losses)/gains brought forward		**(851,208)**	**(2,395)**	**806,860**	**(46,743)**	*(5,002,957)*
Other recognised gains/(losses):						
Net gain/(losses) on revaluation of investment property		**-**	**-**	**-**	**-**	*(402,404)*
Net (expenditure)/income		**(851,208)**	**(2,395)**	**806,860**	**(46,743)**	*(5,405,361)*
Reconciliation of funds:						
Total funds brought forward	22	**2,127,801**	**2,395**	**72,277,368**	**74,407,564**	*79,812,925*
Net movement in funds		**(851,208)**	**(2,395)**	**806,860**	**(46,743)**	*(5,405,361)*
Total funds carried forward	22	**1,276,593**	**-**	**73,084,228**	**74,360,821**	*74,407,564*

The notes on pages 31 to 55 form part of these financial statements.

THE RAYNE FOUNDATION

(A company limited by guarantee)
REGISTERED NUMBER: 11559926

BALANCE SHEET
AS AT 30 NOVEMBER 2024

	Note		2024 £		*2023 £*
Fixed assets					
Tangible assets	13		**4,665,828**		*4,831,250*
Investments	15		**74,410,749**		*71,254,518*
Investment property	14		**635,545**		*635,545*
			79,712,122		*76,721,313*
Current assets					
Debtors	16	**363,725**		*173,992*	
Investments	17	**345,754**		*799,043*	
Cash at bank and in hand	25	**488,535**		*1,824,714*	
Current liabilities		**1,198,014**		*2,797,749*	
Creditors: amounts falling due within one year	18	**(2,640,519)**		*(1,562,646)*	
Net current (liabilities) / assets			**(1,442,505)**		*1,235,103*
Total assets less current liabilities			**78,269,617**		*77,956,416*
Creditors: amounts falling due after more than one year	20		**(3,908,796)**		*(3,548,852)*
Total net assets			**74,360,821**		*74,407,564*

BALANCE SHEET (CONTINUED)
AS AT 30 NOVEMBER 2024

	Note	2024 £	*2023 £*
Charity funds			
Endowment funds	22	**73,084,228**	*72,277,368*
Restricted funds	22	**-**	*2,395*
Unrestricted funds	22	**1,276,593**	*2,127,801*
Total funds		**74,360,821**	*74,407,564*

The Trustees acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and preparation of financial statements.

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

The financial statements were approved and authorised for issue by the Trustees and signed on their behalf by:

.....
Jeremy Sandelson
Trustee
Date: 1 July 2025

The notes on pages 31 to 55 form part of these financial statements.

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 NOVEMBER 2024

	Note	2024 £	2023 £
Cash flows from operating activities			
Net cash used in operating activities	24	**(3,707,366)**	*(3,617,151)*
Cash flows from investing activities			
Dividends, interests and rents from investments		**2,428,082**	*2,309,645*
Purchase of tangible fixed assets		**(4,356)**	*(14,781)*
Proceeds from sale of investments		**13,767,747**	*14,471,494*
Purchase of investments		**(14,449,322)**	*(13,443,719)*
Proceeds from investment repayments		**359,901**	*6,985*
Movement in investments held as cash		**453,289**	*368,090*
Net cash provided by investing activities		**2,555,341**	**3,697,714**
Cash flows from financing activities			
Repayments of borrowing		**(184,154)**	*(178,466)*
Net cash used in financing activities		**(184,154)**	**(178,466)**
Change in cash and cash equivalents in the year		**(1,336,179)**	**(97,903)**
Cash and cash equivalents at the beginning of the year		**1,824,714**	*1,922,617*
Cash and cash equivalents at the end of the year	25	**488,535**	*1,824,714*

The notes on pages 31 to 55 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2024

1. General information

The Rayne Foundation is a charitable company limited by guarantee, registered with Companies House (registered number: 11559926 England & Wales) and the Charity Commission (registered number: 1179912). Its registered principal office is 3 Bromley Place, London, W1T 6DB.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with the Charities SORP (FRS 102) - 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) (effective 1 January 2019), the Companies Act 2006 and the Charities Act 2011.

The Rayne Foundation 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.

2.2 Going concern

The Foundation has cash resources and no requirement for external funding during the year. The Trustees have a reasonable expectation that the Foundation has adequate resources to continue in operational existence for the foreseeable future and there are no material uncertainties about the charity's ability to continue.

Having regard to the above, the Trustees believe it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

2.3 Income

Income from investments is included in the Statement of Financial Activities only if received, or declared and receivable. Gains or losses arising from the revaluation of investments are dealt with in the Statement of Financial Activities.

2. Accounting policies (continued)

2.4 Expenditure

Expenditure is accrued as soon as a liability is considered probable. Grants are recognised when a constructive obligation arises that results in the payment being unavoidable.

Costs of raising funds include expenditure associated with investment management.

Charitable activities include expenditure associated with grants payable and include both the direct costs and support costs relating to these activities.

Governance costs include those incurred in the governance of the Foundation and its assets and are primarily associated with constitutional and statutory requirements and are included within support costs.

Support costs include central functions and have been allocated to activity cost categories on a basis consistent with the use of resources.

All expenditure is classified under activity headings that aggregate all costs related to the category. Irrecoverable VAT is charged against the category of expenditure for which it was incurred.

Expenditure on raising funds includes all expenditure incurred by the The Foundation to raise funds for its charitable purposes and includes costs of all fundraising activities events and non-charitable trading.

Expenditure on charitable activities is incurred on directly undertaking the activities which further the The Foundation's objectives, as well as any associated support costs.

Expenditure on raising funds includes all expenditure incurred by the The Foundation to raise funds for its charitable purposes and includes costs of all fundraising activities events and non-charitable trading.

Expenditure on charitable activities is incurred on directly undertaking the activities which further the The Foundation's objectives, as well as any associated support costs.

2.5 Taxation

The Rayne Foundation is a registered charity, and as such is entitled to taxation exemptions on all its income and gains, properly applied for its charitable purposes.

2. Accounting policies (continued)

2.6 Tangible fixed assets and depreciation

Tangible fixed assets costing £750 or more are capitalised.

A review for impairment of a fixed asset is carried out if events or changes in circumstances indicate that the carrying value of any fixed asset may not be recoverable. Shortfalls between the carrying value of fixed assets and their recoverable amounts are recognised as impairments. Impairment losses are recognised in the Statement of Financial Activities.

Tangible fixed assets are carried at cost, net of depreciation and any provision for impairment. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Freehold buildings	- 30 years straight line
Freehold land	- Not depreciated
Fixtures and fittings	- 5 years straight line
Office equipment	- 5 years straight line
Computer equipment	- 3 years straight line

2.7 Investments

Quoted investments are stated in the Balance Sheet at their market value as at the year end date.

Non listed investments are measured at historic cost and are reviewed annually for impairment.

Included in current asset investments are short term cash deposits.

Works of art are valued periodically for insurance purposes, and this value is incorporated in the Balance Sheet. Gains and losses are shown in the Statement of Financial Activities and reflected in the relevant fund.

Property that is held for long-term rental is classified as investment property. The fair value of the land and buildings is determined by a market-based valuation undertaken by a professionally qualified valuer. Changes in fair value are recognised in the Statement of Financial Activity.

2. Accounting policies (continued)

2.8 Financial instruments

The Company has elected to apply the provisions of Section 11 “Basic Financial Instruments” of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the Company's Balance sheet when the Company becomes party to the contractual provisions of the instrument.

The Company only enters into a basic financial instrument transactions that result in the recognition of the financial assets and liabilities like trade and other debtors and creditors, loans from bank and other third parties, loans to related parties and investments in ordinary shares.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include trade and other receivables, cash and bank balances, are initially measured at their transaction price including transaction costs and are subsequently carried at their amortised cost using the effective interest method, less any provision for impairment, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Financial liabilities

Basic financial liabilities, which include trade and other payables, bank loans and other loans are initially measured at their transaction price after transaction costs. When this constitutes a financing transaction, whereby the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Discounting is omitted where the effect of discounting is immaterial.

Debt instruments are subsequently carried at their amortised cost using the effective interest rate method.

2.9 Pensions

The Foundation operates a defined contribution scheme on behalf of its employees. Contributions are charged in the Statement of Financial Activities as incurred. No further liabilities accrue under the scheme.

2. Accounting policies (continued)

2.10 Expendable Endowment Fund

The expendable endowment fund is maintained to generate sustainable income for the unrestricted funds.

2.11 Restricted Funds

Restricted funds are subject to specific conditions by donors as to how they may be used. The purposes and uses of the restricted funds are set out in the notes to the financial statements.

2.12 Unrestricted Funds

Unrestricted funds are expendable at the discretion of the Trustees in furtherance of the objects or administration of the Foundation.

Designated funds comprise general funds, which have been set aside at the discretion of the Trustees, for specific purposes.

3. Critical accounting estimates and areas of judgement

Preparation of the financial statements requires management to make judgements and estimates. The Trustees consider that there are no material judgements in applying accounting policies or key sources of estimation uncertainty, other than those noted below.

Freehold land and buildings includes mixed use property. The element occupied for rental has been determined by the square footage occupied by the tenant and transferred to investment property. The fair value has been determined by a market-based valuation undertaken by a professionally qualified valuer.

4. Investment income

	Unrestricted funds 2024 £	Total funds 2024 £	*Total funds 2023 £*
Licence income	41,671	**41,671**	*41,048*
Income from investments	2,375,810	**2,375,810**	*2,260,701*
Interest receivable	10,601	**10,601**	*7,896*
Total 2024	2,428,082	**2,428,082**	*2,309,645*
Total 2023	*2,309,645*	*2,309,645*	

5. Investment management costs

	Unrestricted funds 2024 £	Restricted funds 2024 £	Endowment funds 2024 £	Total funds 2024 £	*Total funds 2023 £*
Investment management fees	5,669	5	136,695	**142,369**	*130,492*
Total 2023	*6,255*	*74*	*124,163*	*130,492*	

6. Analysis of expenditure on charitable activities

Summary by fund type

	Unrestricted funds 2024 £	Total 2024 £	*Total 2023 £*
Support costs	834,628	**834,628**	*838,402*
Grant funding of activities	4,332,385	**4,332,385**	*1,905,746*
Total 2024	5,167,013	**5,167,013**	*2,744,148*

7. Analysis of expenditure by activities

	Activities undertaken directly 2024 £	Grant funding of activities 2024 £	Total funds 2024 £	*Total funds 2023 £*
Support costs	834,628	-	**834,628**	*838,402*
Grant funding of activities	-	4,332,385	**4,332,385**	*1,905,746*
Total 2024	834,628	4,332,385	**5,167,013**	*2,744,148*
Total 2023	*838,402*	*1,905,746*	*2,744,148*	

7. Analysis of expenditure by activities (continued)

Analysis of direct costs

	Total funds 2024 £	*Total funds 2023 £*
Staff costs (note 11)	**333,704**	*293,135*
Depreciation	**169,779**	*182,641*
Staff related costs	**27,629**	*54,841*
Premises cost	**122,972**	*141,352*
Travel and subsistence	**8,541**	*6,075*
Office costs	**96,723**	*64,041*
Governance costs (note 9)	**75,280**	*96,317*
	834,628	*838,402*

8. Grants

Company Name	Project Name	Appeal Summary	Total Grant
Arts as a tool to achieve social change			
English National Opera	ENO Breathe: Research Fellow	Towards a Research Fellow to support the evolving Breathe programme.	20,000
New Note Projects	New Note Key Changers	Towards a music leadership programme for people affected by addiction.	15,000
Culture Squared CIC	Bradford Literature Festival's Digital Education Programme	Towards developing a new cultural initiative for primary school children.	60,000
The Big House Theatre Company	The Big House Means Business	Towards theatrical training workshops designed by care leavers for social care professionals.	60,000
English National Opera	ENO Breathe: Research Fellow (continuation)	Towards the ENO Breathe Research Fellow.	20,000
			175,000

Grants (continued)

Company Name	Project Name	Appeal Summary	Total Grant
Opportunities for Refugees and Asylum Seekers			
The Happy Baby Community	Every Child Can Thrive	Towards an evidence-based, co-created sustainable programme to address the effects of growing up in restricted accommodation in the asylum system, on the development of young children.	30,000
Luca Silvestrini's Protein	There and Here	Towards a co-created dance project with adult refugees and asylum seekers.	18,000
IMIX	Refugee Journalism Mentorship Programme	Towards a pilot mentorship programme providing structured volunteering opportunities for refugee journalists in grassroots charities.	20,000
Islington MIND	Freedom From Fear To Love	Towards sharing learning to improve opportunities for LGBTQ+ asylum seekers and refugees.	58,890
LGBT Healthy Living Centre	Glasgow LGBT+ Refugee Project	Towards addressing systemic marginalisation faced by LGBT+ communities.	60,000
Migrateful	Chef training programme	Towards a chef training program for refugees.	40,000
Refugee Education UK	Educational Wellbeing Project	Towards continued support for a specialist education and wellbeing support programme for young refugees and asylum seekers.	60,000
Association of Visitors to Immigration Detainees	Communities not Walls	Towards core costs as AVID seeks to increase the capacity, adaptability, and resilience of visitor groups to people in detention while shifting power to people with lived experience of detention.	60,525
People United	Futures of Care	Towards funding the Futures of Care programme, centering on young refugees.	50,000
The Hummingbird Refugee Project	Hummingbird Young Women's Empowerment Group (YWEG)	Towards enabling young refugee women to shape their own support services.	14,000
Helen Bamber Foundation	Core Costs	Towards core costs as the Helen Bamber Foundation moves into its new specialist trauma centre and increases capacity by 50%.	75,000
City of Sanctuary UK	Sanctuary Ambassador Network (continuation)	Towards expanding and developing the Sanctuary Ambassador Network which aims to empower people seeking sanctuary to become leaders.	10,000
			496,415

Grants (continued)

Company Name	Project Name	Appeal Summary	Total Grant
Improved quality of life for carers and for older people			
Live Music Now Ltd	Live Music With Care	Towards extending the reach of their workforce development model and continuing leadership, advocacy and communications activities to promote and embed live music in care.	70,000
Access Your Right to Care	Peer Navigators	Towards the development of a group of Peer Navigators, carers who are experts by experience and can share their knowledge empathetically with other carers.	105,000
National Activity Providers Association	National Arts in Care Homes Day	Towards the National Arts in Care Homes Day 2025.	10,000
Arts 4 Dementia Ltd	Community-wide creativity programme (Camden)	Towards the development of a community-wide creative programme.	20,000
The Good Gym Ltd	GoodGym Coach Visits	Towards a national befriending scheme for older people suffering from isolation.	60,000
The National Academy for Social Prescribing	The Power of Music Fund	Towards a second Power of Music Fund Centre of Excellence.	250,000
Scottish Older People's Assembly	Age-Friendly Communities Scotland	Towards developing age-friendly communities in Scotland.	20,000
Age UK Oxfordshire	Age Friendly Creative Oxfordshire	Towrds providing older people with access to creative opportunities.	20,000
Age UK Hillingdon, Harrow and Brent	Steps Programme	Towards volunteer-led accompanied walks for older people.	40,514
Magic Me	Spark Programme	Towards delivery of an innovative arts programme which offers artist-facilitated sensory-based activities, resources and training opportunities for care home residents and staff.	79,911
National Care Forum	Care Technologist Training	Towards the development of a Care Technologist training programme to address systemic challenges faced by the social care workforce and ensure better outcomes for people drawing on care.	150,000
Entelechy Arts	Glorious Age – Travel Agency`	Towards a community engagement programme for older people.	17,000
			842,425

Grants (continued)

Company Name	Project Name	Appeal Summary	Total Grant
Better Careers for Better Care			
Priscilla Wakefield House	External Advisor BCfBC	Towards the cost of an external advisor on the BCfBC External Advisory Panel.	1,275
Hallmark Care Homes Foundation	Who Cares Wins! The national care careers conference for	Towards the running costs of the second national care careers conference.	10,000
Care City Innovation CIC	Enhanced Social Care Roles and Apprenticeships	Towards developing and delivering 'Enhanced Roles in Social Care' through apprenticeships and integrated roles.	298,833
Leeds Health and Care Academy	Integrated Neighbourhood Care – developing the team around the person	Towards strengthening a new service delivering outcomes-focused homecare and investing in collaborative career development opportunities for social care professionals.	400,000
Association of Directors of Adult Social Services	Changing the story of adult social care	Towards improving public perceptions about the value of social care.	116,500
The Care Workers Charity	The Care Worker Champion Project	Towards development of Care Worker Advisors and Champions.	200,000
My Home Life England	Social Care engagement with integration	Towards capturing promising approaches to enabling greater engagement of the care sector in supporting wider health and social care solutions.	15,712
Homecare Workers' Group Limited	Homecare Workers' Group	Towards the provision of in-person, peer-led support for frontline care workers in England.	19,660
BelleVie Care Ltd	BelleVie Northumberland pilot	Towards a pilot care delivered through self-managing teams to state-funded individuals in Northumberland County.	300,000
NHS South Yorkshire Integrated Care Board	Proud to Care Barnsley	Towards 'Proud to Care Barnsley' supporting the team to go further and faster in developing and embedding their system approach to workforce development.	250,000
Nottinghamshire County Council	Nottinghamshire County Council external workforce development	Towards the development of a branded online platform and leadership t raining.	100,000
			1,711,980

Grants (continued)

Company Name	Project Name	Appeal Summary	Total Grant
Young people's improved mental health			
No Limits (South)	Positive Steps	Towards wraparound mental health support from trained youth workers for children and young people who have presented at one of five Hampshire Emergency Departments because of mental health problems.	60,000
Jamie's Farm	Spreading our Approach	Towards the salary costs of its Head of Impact and Influence.	120,000
AT The Bus	Core costs	Towards core costs to support growth.	60,000
Body & Soul	Rooted	Towards long-term post-stabilisation support for suicidal young people, with a demonstrable impact on wellbeing and productivity.	65,400
Articulate Cultural Trust	Arts and Wellbeing Co-ordinator within dedicated Three Year Programme	Towards employing a specialist Arts and Wellbeing Co-ordinator.	93,765
Fluid Motion Theatre Company	Creative Support Hub	Towards establishing creative support hubs for children who are missing education.	15,500
LUNG Productions CIO	The Children's Inquiry	Towards a co-created art-led campaign for children in care.	10,000
Community Music Wales	Iachau Cerddoriaeth – Music Healing	Towards a three-year music-making project to promote recovery among young people using mental health services.	15,000
Yellow Door (Solent)	Yellow Door Domestic Abuse Early Years Project	Towards a project supporting young children under 5 and their non abusing parent to recover from the devastating impact of domestic abuse.	60,000
St Christopher's Fellowship	Safe Homes for Young People	Towards tackling structural health inequality and poor mental health for children in care and care leavers.	60,000
Bristol Music Trust	Hope Creative music programme for vulnerable, care experienced young people	Towards developing Hope Creative music programme for care-experienced young people.	45,000
LIFEbeat	Core Costs	Towards LIFEbeat's core costs over a 3-year period to enable expansion of their innovative programmes across a wider geographic area and deepen engagement with the young people and adults.	60,000
Fresh Minds Education Ltd	Fresh Little Minds SUNRISE	Towards an early intervention children's resilience programme.	17,400
20 Stories High	Wobble Bass Frequencies	Towards using theatre to address the socio-economic disadvantage of young people in Liverpool and St Helens.	12,500

Grants (continued)

Company Name	Project Name	Appeal Summary	Total Grant
Redthread Youth Ltd	Youth Violence and Exploitation Counsellor	Towards salary costs for a youth violence and exploitation counsellor,	45,000
Who Cares? Scotland	Who Cares? Scotland's Empowered Voices Programme	Towards an employability and life skills training programme for young care experienced people.	57,000
TLC: Talk, Listen, Change	Intensive Behaviour Change Programmes for Children and Young People	Towards a behaviour change programme for children and young people using harm in their relationships.	60,000
Blue Cabin CIO	Core Costs	Towards core costs.	60,000
Stormbreak CIO	'stormbreak Together' – prevention and early intervention mental health programme	Towards training foster parents to empower the children in their care.	60,000
The Young Lives Foundation	Supper Club Programme	Towards the core costs associated with running supper clubs, and related support, for young care leavers.	20,000
			996,565
Other - Social			
Beating Time	Inside Job (continued see grant ref: 18175)	Towards an in-prison Employment Consultancy for people serving sentences, led by people serving sentences.	20,000
Abandofbrothers	Core costs	Towards core costs to enable ABOB to develop its infrastructure and processes to reach more young men from statutory and other third sector partners.	60,000
1625 Independent People Ltd	Kingsley Hall Capital Project	Towards the redevelopment of Kingsley Hall as a space where young people can thrive.	50,000
			130,000
Grants withdrawn			
Assembly People's Older Scottish	Age-Friendly Communities Scotland	Towards developing age-friendly communities in Scotland.	**(20,000)**
Total Grants Awarded			**4,332,385**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2024

9. Governance costs

	2024 £	2023 £
Trustee expenses	**800**	*7,244*
Legal fees	**-**	*22,565*
Professional fees	**57,380**	*49,108*
Audit and accountancy fees	**17,100**	*17,400*
	75,280	*96,317*

10. Auditor's remuneration

	2024 £	2023 £
Fees payable to the The Foundation's auditor for the audit of The Foundation's annual accounts	**14,250**	*9,765*
Fees payable to the The Foundation's auditor in respect of:		
Preparation of the financial statements	**2,500**	*3,835*

11. Staff costs

	2024 £	2023 £
Wages and salaries	**265,477**	*233,779*
Social security costs	**29,336**	*25,169*
Contribution to defined contribution pension schemes	**38,891**	*34,187*
	333,704	*293,135*

The average number of persons employed by the The Foundation during the year was as follows:

	2024 No.	2023 No.
Administration	**4**	*3*
Management	**2**	*2*
	6	*5*

11. Staff costs (continued)

The number of employees whose employee benefits (excluding employer pension costs) exceeded £60,000 was:

	2024	*2023*
	No.	*No.*
In the band £70,001 - £80,000	**1**	*1*
In the band £120,001 - £130,000	**1**	*1*

Key management personnel employee benefits consisting of the Director and Head of Grants totalled £268,619 (*Director in 2023: £249,955*).

12. Trustees' remuneration and expenses

During the year, no Trustees received any remuneration or other benefits *(2023 - £NIL)*.

During the year ended 30 November 2024, expenses totalling £800 were paid *(2023: £7,244)* for courses, travel and accommodation to 3 Trustees *(2023: 6)*.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2024

13. Tangible fixed assets

	Freehold buildings £	Freehold land £	Fixtures and fittings £	Office equipment £	Computer equipment £	Total £
Cost						
At 1 December 2023	**591,401**	**4,600,000**	**392,442**	**13,483**	**23,153**	**5,620,479**
Additions	**-**	**-**	**1,548**	**-**	**2,808**	**4,356**
At 30 November 2024	**591,401**	**4,600,000**	**393,990**	**13,483**	**25,961**	**5,624,835**
Depreciation						
At 1 December 2023	**443,407**	**-**	**318,656**	**4,013**	**23,153**	**789,229**
Charge for the year	**96,931**	**-**	**69,838**	**2,697**	**312**	**169,778**
At 30 November 2024	**540,338**	**-**	**388,494**	**6,710**	**23,465**	**959,007**
Net book value						
At 30 November 2024	**51,063**	**4,600,000**	**5,496**	**6,773**	**2,496**	**4,665,828**
At 30 November 2023	*147,994*	*4,600,000*	*73,786*	*9,470*	*-*	*4,831,250*

14. Investment property

	Freehold investment property £
Valuation	
At 1 December 2023	**635,545**
At 30 November 2024	**635,545**

As at 30 November 2024, investment property was held at the revalued amount £635,545. The revaluation was performed by Robert Irving Burns in April 2025.

15. Fixed asset investments

	Quoted investments £	George Capital £	Works of art £	Total £
Cost or valuation				
At 1 December 2023	**69,495,377**	**1,003,466**	**961,500**	**71,460,343**
Additions	**14,449,322**	**-**	**-**	**14,449,322**
Disposals	**(13,767,747)**	**-**	**-**	**(13,767,747)**
Revaluations	**2,834,557**	**-**	**-**	**2,834,557**
Capital repayments	**(359,901)**	**-**	**-**	**(359,901)**
At 30 November 2024	**72,651,608**	**1,003,466**	**961,500**	**74,616,574**
Impairment				
At 1 December 2023	**-**	**205,825**	**-**	**205,825**
Charge for the year	**-**	**-**	**-**	**-**
At 30 November 2024	**-**	**205,825**	**-**	**205,825**
Net book value				
At 30 November 2024	**72,651,608**	**797,641**	**961,500**	**74,410,749**
At 30 November 2023	*69,495,377*	*797,641*	*961,500*	*71,254,518*

Works of Art are valued for insurance purposes on a rolling basis at least every 5 years. In 2022 valuations were provided by Christie's for the whole portfolio of art works. These valuations have been used by the Trustees as a proxy for market value. Some of the items are on loan for display by public or charitable organisations.

Please see note 29 for details of the George Capital investment.

16. Debtors

	2024 £	2023 £
Due within one year		
Other debtors	**346,022**	*160,141*
Prepayments	**17,703**	*13,851*
	363,725	*173,992*

17. Current asset investments

	2024 £	2023 £
Cash held with Investment managers	**345,754**	*799,043*

18. Creditors: Amounts falling due within one year

	2024 £	2023 £
Bank loans	**161,127**	*156,106*
Other taxation and social security	**12,649**	*12,463*
Other creditors	**28,474**	*44,258*
Accruals	**50,741**	*48,939*
Grants payable	**2,387,528**	*1,300,880*
	2,640,519	*1,562,646*

19. Reconciliation of grants payable:

	2024 £	2023 £
Commitments brought forward	**1,788,346**	*2,683,300*
Commitments made in the year	**4,332,385**	*1,923,746*
Commitments withdrawn	**(20,000)**	*(8,000)*
Grants paid during the year	**(2,716,618)**	*(2,810,700)*
Commitments carried forward	**3,384,113**	*1,788,346*

20. Creditors: Amounts falling due after more than one year

	2024 £	*2023* *£*
Bank loans	**2,872,211**	*3,061,386*
Grants payable	**1,036,585**	*487,466*
	3,908,796	*3,548,852*

Included within the above are amounts falling due as follows:

	2024 £	*2023* *£*
Between one and two years		
Bank loans	**166,310**	*161,127*
Between two and five years		
Bank loans	**405,730**	*678,538*
Over five years		
Bank loans	**2,300,171**	*2,221,721*

The mortgage is secured by a legal charge over the property 3 Bromley Place, London, W1T 6DB.

21. Financial instruments

	2024 £	*2023* *£*
Financial assets		
Financial assets measured at fair value through income and expenditure	**74,756,503**	*72,053,561*

Financial assets measured at fair value through income and expenditure comprise investments.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2024

22. Statement of funds

Statement of funds - current year

	Balance at 1 December 2023 £	Income £	Expenditure £	Transfers in/out £	Gains/ (Losses) £	Balance at 30 November 2024 £
Unrestricted funds						
Designated funds						
Mens Sheds	**13,400**	**-**	**-**	**(13,400)**	**-**	**-**
Improved Quality of life for older people	**1,585,840**	**-**	**(1,585,840)**	**-**	**-**	**-**
Covid-19 Special Appeal	**334,000**	**-**	**(40,000)**	**-**	**-**	**294,000**
	1,933,240	**-**	**(1,625,840)**	**(13,400)**	**-**	**294,000**
General funds						
General Fund	**194,561**	**2,428,082**	**(3,546,842)**	**1,752,390**	**154,402**	**982,593**
Total Unrestricted funds	**2,127,801**	**2,428,082**	**(5,172,682)**	**1,738,990**	**154,402**	**1,276,593**
Endowment funds						
Expendable Endowment Fund	**72,277,368**	**-**	**(136,695)**	**(1,736,600)**	**2,680,155**	**73,084,228**
Restricted funds						
Gerry Nash Fund	**2,395**	**-**	**(5)**	**(2,390)**	**-**	**-**
Total of funds	**74,407,564**	**2,428,082**	**(5,309,382)**	**-**	**2,834,557**	**74,360,821**

22. Statement of funds (continued)

Statement of funds - prior year

	Balance at 1 December 2022 £	*Income* £	*Expenditure* £	*Transfers in/out* £	*Gains/ (Losses)* £	*Balance at 30 November 2023* £
Unrestricted funds						
Designated funds						
Mens Sheds	*13,400*	-	-	-	-	*13,400*
Improved Quality of Life for Older People in Care Homes	*1,860,800*	-	*(387,810)*	*112,850*	-	*1,585,840*
Covid-19 allocation	*334,000*	-	-	-	-	*334,000*
	2,208,200	-	*(387,810)*	*112,850*	-	*1,933,240*
General funds						
General Fund	*732,658*	*2,309,645*	*(2,362,593)*	*(112,850)*	*(372,299)*	*194,561*
Total Unrestricted funds	*2,940,858*	*2,309,645*	*(2,750,403)*	-	*(372,299)*	*2,127,801*
Endowment funds						
Expendable Endowment Fund	*76,864,892*	-	*(124,163)*	-	*(4,463,361)*	*72,277,368*
Restricted funds						
Gerry Nash Fund	*7,175*	-	*(74)*	-	*(4,706)*	*2,395*
Total of funds	*79,812,925*	*2,309,645*	*(2,874,640)*	-	*(4,840,366)*	*74,407,564*

22. Statement of funds (continued)

The Mens Sheds fund represents money put aside to be granted to the Mens Sheds Programme in future periods. This fund was closed during the year.

The Gerry Nash Fund (previously known as the Peggy Nash Legacy) is restricted for grants relating to medical research, general medical or health related projects. This fund was closed during the year.

The Improved Quality of Life for Older People in Care Homes designated fund will be used to focus on the little things within care homes that will make a difference and relationships between the care homes and wider community.

The Covid-19 allocation relates to funding designated by the Trustees to provide additional support for the charity sector in light of the impact of the pandemic.

23. Analysis of net assets between funds

Analysis of net assets between funds - current period

	Unrestricted funds 2024 £	Endowment funds 2024 £	Total funds 2024 £
Tangible fixed assets	4,665,828	-	**4,665,828**
Fixed asset investments	3,201,634	71,209,115	**74,410,749**
Investment property	635,545	-	**635,545**
Current assets	(677,099)	1,875,113	**1,198,014**
Creditors due within one year	(2,640,519)	-	**(2,640,519)**
Creditors due in more than one year	(3,908,796)	-	**(3,908,796)**
Total	1,276,593	73,084,228	**74,360,821**

23. Analysis of net assets between funds (continued)

Analysis of net assets between funds - prior period

	Unrestricted funds 2023 £	*Restricted funds 2023 £*	*Endowment funds 2023 £*	*Total funds 2023 £*
Tangible fixed assets	*4,831,250*	-	-	*4,831,250*
Fixed asset investments	*3,062,549*	-	*68,191,969*	*71,254,518*
Investment property	*635,545*	-	-	*635,545*
Current assets	*(1,390,045)*	*102,395*	*4,085,399*	*2,797,749*
Creditors due within one year	*(1,462,646)*	*(100,000)*	-	*(1,562,646)*
Creditors due in more than one year	*(3,548,852)*	-	-	*(3,548,852)*
Total	*2,127,801*	*2,395*	*72,277,368*	*74,407,564*

24. Reconciliation of net movement in funds to net cash flow from operating activities

	2024 £	*2023 £*
Net expenditure for the period (as per Statement of Financial Activities)	**(46,743)**	*(5,002,957)*
Adjustments for:		
Depreciation charges	**169,778**	*182,641*
Gains/(losses) on investments	**(2,834,557)**	*4,437,962*
Dividends, interests and rents from investments	**(2,428,082)**	*(2,309,645)*
(Increase) in debtors	**(189,733)**	*(22,920)*
Increase/(decrease) in creditors	**1,621,971**	*(902,232)*
Net cash used in operating activities	**(3,707,366)**	*(3,617,151)*

25. Analysis of cash and cash equivalents

	2024 £	*2023 £*
Cash in hand	**488,535**	*1,824,714*

26. Analysis of changes in net debt

	At 1 December 2023 £	Cash flows £	Other non-cash changes £	At 30 November 2024 £
Cash at bank and in hand	**1,824,714**	**(1,336,179)**	**-**	**488,535**
Debt due within 1 year	**(156,106)**	**184,154**	**(189,175)**	**(161,127)**
Debt due after 1 year	**(3,061,386)**	**-**	**189,175**	**(2,872,211)**
Liquid investments	**799,043**	**(453,289)**	**-**	**345,754**
	(593,735)	**(1,605,314)**	**-**	**(2,199,049)**

27. Pension commitments

The Foundation operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Foundation in an independently administered fund. The pension cost charge represents contributions payable by the Foundation to the fund amounted to £51,855 *(2023: £34,187).* Contributions of £6,870 *(2023: £6,205)* were payable to the fund at the balance sheet date.

28. Operating licence commitments

At 30 November 2024 The Foundation had commitments to receive future minimum licence receipts as follows:

	2024 £	*2023 £*
Not later than 1 year	**19,122**	*32,780*
Later than 1 year and not later than 5 years	**-**	*19,122*
	19,122	*51,902*

29. Related party transactions

Lady Rayne, Tamara Rayne and The Hon. Robert A Rayne also serve as Trustees of The Rayne Trust (TRT), a company limited by guarantee and a registered charity.

During the year The Rayne Foundation (TRF) recharged expenses to The Rayne Trust (TRT) totalling £176,670 *(2023: £164,793)*. At the year end the balance within TRF debtors due from TRT is £176,143 *(2023: £157,880)*.

LMS Capital Plc signed a License to Occupy Agreement on 10th July 2020 with The Rayne Foundation to occupy part of 3 Bromley Place. The Rayne Foundation holds 5.40% *(2023:6.64%)* of shares in LMS Capital plc.

The Rayne Foundation holds an investment of £661,183.69 (£1.44 of capital commitment and £661,182.25 of Loan commitments) in George Capital Real Estate Fund LP (the "Fund 1"). The commitments invested represent 7.98% of the total commitments in Fund 1 *(2023: 7.98%)*. Other limited partners include The Rayne Foundation Trustee, The Hon. Nicholas Rayne, who acted as the Rayne Foundation Chairman during the year, holding 8.53% of total commitments in Fund 1 *(2023: 8.53%)*.

The Rayne Foundation holds an investment of £342,281.43 (£0.50 of capital commitment and £342,280.93 of Loan commitments) in George Capital Real Estate Fund 2 LLP (the "Fund 2"). The commitment invested represents 2.02% of the total commitments in the Partnership *(2023: 2.02%)*. Other limited partners include the Hon. Robert A Rayne (SQP Ltd), who acted as The Rayne Foundation Chairman during the year, holding 7.19% as at 30 November 2024 of total commitments in Fund 2 *(2023: 7.19%)*. No other partners included in Fund 2 have any connections with The Rayne Foundation.

Tamara Rayne also serves as Trustee of The Rayne Trust (TRT), a company limited by guarantee and a registered charity.

Baroness Julia Neuberger DBE is Chair- University College Hospitals Foundation NHS Trust, Chair-Whittington Health NHS Trust, Member-North Central London Integrated Care System Partnership Board, Member-North Central London Integrated Care Board Strategy Committee which is connected to North Central London Councils who, in the year ending 2023, was granted £340,000 as part of the designated Older Peoples Programme. Julia also has links via a family foundation to The Helen Bamber Foundation who was granted £75,000 this year.

THE RAYNE FOUNDATION

England & Wales - Charity number 1179912

Accounts

Registered number: 11559926
Charity number: 1179912

Rayne Foundation

THE RAYNE FOUNDATION

(A company limited by guarantee)

TRUSTEES' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 NOVEMBER 2023

CONTENTS

	Page
Reference and administrative details of the Foundation, Trustees & advisers	1
Trustees' report	3
Independent auditor's report on the financial statements	19
Statement of financial activities	23
Balance sheet	24
Statement of cash flows	26
Notes to the financial statements	27

THE RAYNE FOUNDATION

(A company limited by guarantee)

REFERENCE AND ADMINISTRATIVE DETAILS OF THE FOUNDATION, ITS TRUSTEES AND ADVISERS

FOR THE YEAR ENDED 30 NOVEMBER 2023

Trustees	Lady Jane Rayne, Patron (resigned 11 March 2024) The Hon. Robert A Rayne, Chairman (resigned 11 March 2024) The Hon. Natasha Rayne The Hon. Nicholas Rayne Professor Sir Anthony Newman Taylor (resigned 5 December 2023) Lady Hilary Browne-Wilkinson, Deputy Chairman (resigned 18 September 2023) Sir Emyr Jones Parry Rabbi Baroness Julia Neuberger DBE Jeremy Sandelson (appointed 6 June 2023) The Hon. Tamara Wood (appointed 6 June 2023) The Hon. Alexander Rayne (appointed 5 December 2023) Miriam Rich (appointed 5 December 2023) Nicholas Viner (appointed 5 December 2023)
Company registered number	11559926
Charity registered number	1179912
Registered office	3 Bromley Place London W1T 6DB
Director	Crispin Truman
Independent auditor	Crowe U.K. LLP Fourth Floor St James House St James Square Cheltenham GL50 3PR
Bankers	Barclays Bank Plc Level 15 1 Churchill Place London E14 5HP
Solicitors	Farrer & Co LLP 66 Lincoln's Inn Fields London WC2A 3LH
Investment adviser	Rathbone Brothers PLC 8 Finsbury Circus London EC2M 7AZ

REFERENCE AND ADMINISTRATIVE DETAILS OF THE FOUNDATION, ITS TRUSTEES AND ADVISERS

FOR THE YEAR ENDED 30 NOVEMBER 2023

Investment adviser	Cazenove Capital Management Limited 1 London Wall Place London EC2Y 5AU
Investment adviser	Rothchild & Co New Court St Swithin's Lane London EC4N 8AL

TRUSTEES' REPORT

FOR THE YEAR ENDED 30 NOVEMBER 2023

CHAIRMAN'S FOREWORD

After more than two decades as chairman of The Rayne Foundation and almost as long again as a trustee, Robert (Robbie) Rayne retired in March 2024 and handed over to Jeremy Sandelson. Robbie will remain chairman of the smaller independent sister charity, The Rayne Trust. Here he writes about his reflections at the end of his final year in post.

In my last year as chair of the Foundation it has been gratifying to see many of the plans and aspirations of the trustees of recent years, begin to come to fruition. Perhaps most exciting has been the realisation of our 'proactive' programme, 'Better Careers for Better Care' which is now, after several years of research and development, a tangible, growing series of delivery partnerships with health and social care organisations in the public, private and charity sectors. I will be watching with great interest as the programme develops and, working with others, seeks to considerably improve the opportunities for training and professional development in older people's care. Further 'proactive' programmes for each of our priority areas of interest are in preparation, aimed at increasing the Foundation's impact, making its grants go further and providing carefully-designed support to those seeking to achieve change in these challenging times.

This proactive approach is the flagship of our newly expressed 'purpose and strategy' document which I was delighted to oversee during the year. Building on the history and achievements of the Foundation the new document focusses our work more strategically on our priority areas of interest while retaining the connectedness and creativity which defines the Rayne approach. I was particularly pleased that our discussions around the strategy served to bring together trustees, staff, grantees and funder partners in a range of consultations. Our time together produced rich and insightful conversations about the role and approach of the Foundation and about how we can work together most effectively to achieve positive social change. My thanks to all those who gave their time and energy to these collaborative discussions.

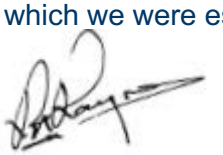
During this year of investment and change at Rayne I am pleased to say that our grantmaking has continued unabated, responding to growing needs in our areas of work but also to continued and new good practice and excellent leadership by so many charity leaders. It has always been the best part of being a trustee to hear about the achievements of grant recipients large and small and to see them grow and develop their support to continually improve the lives of individuals in need. It has been so pleasing to see the near-completion of the Kings Maudsley mental health centre for young people this year as well as to continue our work with flourishing young charities such as The Bike Project working with refugees and Power2 mentoring young people in schools. These and the many other charities we fund are making such a difference to people's lives and producing learning and opportunities which benefit others well beyond their area of operation.

TRUSTEES' REPORT

FOR THE YEAR ENDED 30 NOVEMBER 2023

Looking back further over 40 plus years it brings me such pleasure to think of all the organisations we have been able to support, encourage and grow through our grantmaking and nurturing of talent. They are a testimony to the trustees and staff at the Foundation over the period as well as, of course, to the individuals involved. Uppermost in my mind as I write are the formation of the Rayne research institutes early on, the National Numeracy campaign, the acquisition of a women's refuge, helping Men in Sheds get off the ground, and a wide range of work with the fringe theatre: Almeida, Royal Court, Hampstead and the great social benefit which can be brought about through the arts.

I am so proud of what has been achieved by the staff, trustees and grantees at the Foundation and so pleased that I am able to hand over to our highly able and committed new chair, Jeremy, who will I know give the leadership and support which will see us go from strength to strength. He is also joined by some prodigious new trustees, both independent and from the Rayne family, who are already working with longer-established members of the Board and our increasingly strong staff team, to put our exciting new strategy into practice and do justice to the ambitions and principles on which we were established sixty years ago.



The Hon. Robert A Rayne
Chairman

TRUSTEES' REPORT

FOR THE YEAR ENDED 30 NOVEMBER 2023

The Rayne Foundation (referred to as "The Foundation" throughout this report) is an incorporated charity and registered in England and Wales, Charity Number: 1179912 and Company Number 11559926 as set out in the Memorandum of Articles.

The Trustees present their report and financial statements for the year ended 30 November 2023.

STRUCTURE, GOVERNANCE AND MANAGEMENT

The selection and appointment of Trustees is carried out using criteria which considers the knowledge and skills they would bring to meet the charitable purposes of The Foundation. When new Trustees are sought, names are proposed and any appointment then made upon the Board's approval. New Trustees have a tailored induction programme to ensure they meet their statutory obligations as well as understanding the focus of the Foundation. No Trustee receives any remuneration for being a Trustee but travel expenses can be claimed.

There were several changes to the Trustee Board during the year and subsequently, as a result of terms of office coming to an end. Lady Browne-Wilkinson retired and was succeeded by Nick Viner. After the year-end Sir Anthony Newman Taylor and Lady Jane Rayne retired and were succeeded by Miriam Rich, the Hon. Tamara Wood and the Hon Alexander Rayne. The Hon Robert Rayne also retired as chair after the year-end and was succeeded by Jeremy Sandelson who had previously been appointed trustee during the year.

We are enormously grateful to all those trustees who retired during the year for the immense contribution they have made to the work of the Foundation over very many years. Their expertise and commitment has brought great value and depth to our work and put the Foundation in a strong position for the future.

Day to day responsibility for managing The Foundation is with the Director, Crispin Truman, five staff and one consultant. Staff remuneration is agreed by the Chairman of The Rayne Foundation. Upon any new appointments being made, remuneration is agreed in line with other comparable roles.

The Trustees' responsibilities include the setting of policy and strategy and approving grants above £20,000. Trustees are advised on finance, investments and risk mitigation by the Joint Finance & Investment Committee.

The policies and procedures of the Foundation are reviewed annually and noted by Trustees. During the year the Employee Handbook containing all policies and procedures related to human resources, was comprehensively revised, updated and expanded. The Foundation continued to ensure it was updated on recommended guidance from the Charity Commission regarding safeguarding both when assessing applicants and when monitoring grant reporting. This is a standing Board agenda item.

TRUSTEES' REPORT

FOR THE YEAR ENDED 30 NOVEMBER 2023

OBJECTIVES AND ACTIVITIES

During the year the purpose, mission, strategy and priorities of the Foundation were reviewed, clarified and restated by the Trustees as below.

The purpose of the Rayne Foundation is to effect and promote positive social change.

We are an independent funder which aims to enable charitable organisations and their leaders to

1. develop and share solutions that address the most challenging needs and neglected issues;
2. realise the potential of organisations and the individuals involved; and
3. create a fairer society.

We make grants, provide support, convene and enable partnerships, draw out and share learning and seek to effect direct improvements in services and people's lives.

In order to achieve our mission, over the next few years we are prioritising work as follows. We want to see an improvement in:

1. the quality of life for older people and their carers
2. the mental health of children and young people; and
3. opportunities for refugees and asylum seekers

We are developing proactive programmes of work to support these priorities, which will direct all the Foundation's grantmaking.

The Foundation also has a history of supporting the arts and of encouraging organisations to achieve social change through the arts and creativity. We will give enthusiastic support to creative and artistic approaches to achieving progress in our three priority areas above.

We look for good ideas from which others can learn, ensuring that work which we fund has application and relevance beyond the specific place in which it has been carried out and in the long term. We seek to influence those with the power and resources to secure long-term and widespread implementation of solutions, including local and national Government and to support the replication of effective solutions on a wider basis.

We aim to create and support a culture of collaboration in the fields in which we work. We want to help organisations learn how to collaborate, demonstrating what it takes to collaborate and promoting outward-looking collaboration.

There are some strong characteristics which we look for in any grant we make. These characteristics are rooted in the history and principles of the Rayne family and of the Foundation and we believe that they enhance the value, effectiveness and impact of the work we support. They include:

- working across sectors and silos;
- bringing people and organisations together
- developing and sharing best practice; and
- having a direct impact on people's lives.

Our grantmaking criteria and processes, clearly explained as part of the application process, provide the detail on how our priorities and approach are put into practice.

OUR VALUES AND HOW WE WORK

In all that we do, we at Rayne seek to be:

- Trusting – giving power and responsibility to those who are closest to the work
- Collaborative – enabling, catalysing, bringing people together
- Creative – innovative, flexible and prepared to take risks; and
- Rigorous – transparent, accountable and reliable, using and expecting good data;

in all our work.

The Foundation's work is measured by the degree to which each grant contributes to agreed outcomes covering qualitative and quantitative data. Outcomes are measured in different ways which may include feedback from beneficiaries, formal tracking from statutory agencies or others, data collection, estimation of cost savings and sometimes a more formal evaluation. Both hard and soft outcomes are gathered, and the Trustees consider each set of outcome requirements on a case-by-case basis. For multi-year grants (usually up to three years), the second or third year's payment are released upon receipt of satisfactory monitoring and financial reports.

Staff work with a mix of office and home-based working. Part of the Foundation's building at 3 Bromley Place in central London is let out on a commercial basis to set against running costs. The Foundation also offers pro bono, meeting room space to grantees and other charities.

TRUSTEES' REPORT

FOR THE YEAR ENDED 30 NOVEMBER 2023

REVIEW OF THE YEAR

In early 2023 we began in earnest the focus on our priority areas of interest. Accompanying the Foundation's review of vision, mission and strategy, the four priority areas for grant-making were confirmed by Trustees at the end of 2022 as being the following:

1. Improved quality of life for older people, and their carers;
2. Improved young people's mental health;
3. Better opportunities for refugees and asylum seekers; and
4. Arts with a social purpose.

The open programmes under the headings of arts, health, education and social issues were closed although we continued to assess applications which had been submitted before this change using the previous criteria.

Grants made in the year reflect the Foundation's increasing focus on the four priority areas listed above. During the year, 37 grants totalling £1,923,746 were made (34 grants totalling £1,396,600 in 2022). A full list of grants and a summary of their purpose is made in note 20.

The ambition is to become more intentional and focused in our grant-making, adopting a programmatic approach to the way that we work, and considering how the Foundation might support grantees and partner organisations in other ways to increase their impact. The focus of each of the priorities listed above will be refined further and clarified in the year ahead.

Delight – Alex Brenner – Core Costs

TRUSTEES' REPORT

FOR THE YEAR ENDED 30 NOVEMBER 2023

IMPROVED QUALITY OF LIFE FOR OLDER PEOPLE, AND THEIR CARERS

This year we committed £530,480 in 7 grants to this priority.

In June, the Foundation appointed a Programme Development Lead to develop a proactive funding programme focused on workforce development within social care, specifically those working with people in later life. *Better Careers for Better Care* launched an open call for Expressions of Interest in November which closed in January 2024. The EOIs have been assessed by a panel made up of Foundation staff and trustees, alongside four External Advisors bringing lived, learned, and professional experience of adult social care. Full applications will be developed collaboratively with shortlisted partner organisations to go to the Trustee Board for decision in 2024. An external evaluation partner, Bean Research, is supporting the Foundation to measure impact and capture learning from the funded projects and overarching programme.

We also made our first grant through this programme to North Central London Councils for Apprenticeships and System Leadership. The learning from this grant is informing our wider approach to the *Better Careers for Better Care* programme.

The main grants programme made a small number of grants to other projects supporting people in later life. They include continuation grants to Alive Activities, for core costs, and to the Royal Exchange Theatre to develop further its Elders Programme.

Plans for the year ahead include developing a three-year plan for *Better Careers for Better Care* and considering how the open programme might complement our support for the professional care workforce.

Upswing - Christopher Andreou - Homemade Circus

National Museums Liverpool - Pete Carr - On the Road

TRUSTEES' REPORT

FOR THE YEAR ENDED 30 NOVEMBER 2023

YOUNG PEOPLE'S IMPROVED MENTAL HEALTH

This year we committed £648,700 in 14 grants to this priority.

We made a significant investment in organisations supporting young people with their mental wellbeing over the last year. A number of these reflect the Foundation's growing interest in young people who are in or have experience of the care system; they include The Reader Organisation, using reading aloud with a trusted adult to build the confidence and wellbeing of young people in care, and Pause, which is testing a relational support model with young women who are particularly at risk of early pregnancy and having their own children removed to care. We also made some grants to support young asylum seekers or refugees to support with their mental wellbeing; these include support for the Baobab Centre for Young People in Exile and the Enthum Foundation.

In the year ahead, our grant-making will focus more closely on support for young people in the care system and support for families with children in their early years.

Jamie's Farm - Spreading Our Approach

Football Beyond Borders - FBB: National Training Programme

TRUSTEES' REPORT

FOR THE YEAR ENDED 30 NOVEMBER 2023

BETTER OPPORTUNITIES FOR REFUGEES AND ASYLUM SEEKERS

This year we committed £180,000 in 4 grants to this priority.

We continued our support for organisations helping asylum seekers and refugees with developing their skills and confidence and making progress with gaining employment in the UK. Grants include support to Breaking Barriers and Breadwinners, supporting with key skills for employment, City of Sanctuary, for its Ambassadors programme made up of people with diverse experience who are passionate campaigners, advocates and future leaders, and to the Bike Project, to match more refugees with bicycles to the benefit of their mobility and health.

Our future grant making will focus on significant personal development and employment opportunities for refugees, continued support to leading mental health organisations which support young refugees and asylum seekers and/or torture survivors, and towards creative endeavours which actively encourage building community between migrants and the wider community. We will also explore how our grantmaking might respond to young asylum seekers and refugees separated from their families and in the care system, complementing our broader focus on young people in the care system.

The Bike Project - Core Costs

Refugee Education UK - Educational Wellbeing Project

ARTS AS A TOOL TO ACHIEVE SOCIAL CHANGE

This year we committed £58,000 in 2 grants to this priority.

Key grants made in the year include the Whitworth Gallery, towards its 'Still Care' creative programme for midwives who support new parents with the loss of their baby, complementing a previous programme for bereaved parents, Rosetta Life, to further develop its network of Brain Odysseys Ambassadors, and Verbal Arts, which is using storytelling to support children who have a parent in prison and to strengthen their family bond.

During the year, it was agreed that the arts would become a cross-cutting theme for the Foundation rather than a standalone programme. We will encourage arts and creative approaches which strengthen our understanding of how we engage with and support people in later life and their carers, with refugees and asylum seekers, and how we might best support children and young people to maintain good mental health.

OTHER

We also made a handful of grants to organisations whose work does not fit into the programme priorities above, many in response to emergency situations across the world. These included grants to the Disasters Emergency Committee and Medecins sans Frontieres in response to the Turkey- Syria earthquake, to the Hand in Hand movement in Israel supporting bilingual education, towards English National Opera to support its ongoing development of ENO Breathe for people with ongoing symptoms of long covid, and to the West London Synagogue with which the Rayne family has a long- standing connection.

PLANS FOR THE YEAR AHEAD

2024-27

Over the next three years we will work towards achieving our purpose through a four-pronged strategy for change:

1. Increase **focus and impact** through proactive programmes in all three priority areas
2. Sustain and develop quality, professional **responsive** grantmaking to complement and support the priority areas
3. **Develop** our approach to wider improvements in the sector, including intentional investing, open and trusting grantmaking and equity, diversity and inclusion
4. **Strengthen** the Foundation for the future, with effective systems and IT, trustee succession-planning and induction and a happy, professional, supported staff team.

2024

For the first year of this new strategy, the Foundation's trustees have agreed the following plans to be delivered by the staff team in the year to the end of November 2024, supported by a budget available separately. Our main activities this year will be to:

1. Distribute approximately £1.5 million in grants through our responsive programmes in our areas of interest.

Our main grantmaking activity comprises an ongoing responsive programme in which charities are invited to approach us with proposals which meet our criteria and address our areas of interest. The team provides advice and assistance to potential applicants, assesses applications including through a face-to-face visit where practicable, awards and monitors grants. The responsive programme will be focused more strongly on the areas of interest as described earlier in this report and will increasingly need to support proactive work in each of these areas.

It is our target to distribute between 2 and 4% of the 'total return' on our investments.

2. Deliver year two of our specialist 'Better Careers for Better Care' older people's social care programme.

Our main proactive programme is now well underway and is a major focus for our work in 2024. We will be fully engaged with support to the partnerships in our new pilot areas, including North Central London, Leeds and Bedfordshire, commencing the programme evaluation with Bean Research,

convening the project steering group and hosting expert round tables. Year two will see us disburse a further portion of the designated funds for this work.

3. Design and set up proactive Young People's Mental Health and Refugee & Asylum Seeker programmes.

We will take the learning from (2) to develop further proactive programmes focussed on the following sub-themes as recently agreed with the Board:

- Early years and care-experienced young people including young carers; and
- Support to the refugee and asylum-seeker sector, employment and skills, and using the arts to connect with local communities.

4. Review our support for social change through the arts and agree future approach as a 'cross-cutting theme'

We will develop and agree a practical approach to ensuring the contribution of the arts to each of our three priority areas is fully recognised and supported. Helped by an expert arts consultant, we will review needs and initiatives in the sector, run a workshop and interviews with key stakeholders and come up with a practical plan which is clear and helpful for us and for applicants,

5. Replace our website and update communications

Our new website will be launched in June alongside a 'soft' launch of our strategy and revised grantmaking criteria. The fully accessible site will provide applicants, grantees and partners with a clear understanding of our goals and how to apply for grants or work with us in achieving them. It will also provide a new platform for sharing the learning from our proactive programmes.

6. Commission and commence projects to enhance our work including:

We will also continue our rolling programme of improvements in systems and support including:

- Staff team development and training including facilitated awayday
- Further expand external partners/grantees use of Bromley place
- Implement new online applications, monitoring and reporting systems
- In-house review of our use of MAX database
- Set up a board and staff intranet and move filing to MS 'Sharepoint'
- IT systems and support contract review

7. Review our Investment management strategy and policy

Trustees will meet with our Joint Finance and Investment Committee to review overall investment strategy and policy and consider how to align it more closely with our charitable objectives and other goals around environment, society and governance.

Supported by our independent advisers and investment managers, we will continue to develop and deliver our finance and investment strategies to ensure the strongest possible basis for future grantmaking, including: portfolio diversification, continued active cash management and supporting and developing a strong quarterly joint finance and investment committee (JFIC).

8. Support Trustee learning and development

Induction and support to new and existing trustees will be a major priority for the year and will include taking trustees to visit grantees and engaging them in the development of key aspects of our work. We also hope to focus our first 'showcase' event which will bring together trustees, grantees, potential trustees and staff to learn about and celebrate our work and that of our partners.

PUBLIC BENEFIT

The Trustees confirm that they have complied with their duty in Section 17 of the Charities Act 2011 to have due regard to the public benefit guidance published by the Charity Commission for England and Wales. The Foundation provides public benefit through the making of grants to registered charities and not-for-profit organisations with charitable objects and through undertaking initiatives which contribute to the needs of UK society. This covers both proactive and reactive grant making. Each year, The Foundation makes a careful judgment between investing in immediate calls on its funds and safeguarding the endowment to meet future needs and challenges.

RISK MANAGEMENT

Risks relating to financial performance and therefore future distribution, due to volatility of markets, are regularly reviewed by the Joint Finance & Investment Committee and include an annual impairment review.

The comprehensive risk register covers a range of issues which include loss of key staff, governance, fraud, reduction in capital and operational risks. Specific examples of risk management include keeping a watching brief on market volatility and portfolio diversification to mitigate loss of capital; reviewing governance and good practice from applicants before grants are awarded; maintaining up to date knowledge of policy or statutory changes/requirements in the sector and setting financial and reporting obligations for grant recipients to monitor multi-year grants before any subsequent payment is released.

The Trustees and staff formally review risk on an annual basis and conclude that there are sufficient controls in place across the organisation. The Chairman and Director also meet the auditor to discuss recommendations arising from their annual audit which may inform any approach to a particular risk.

The Foundation holds high cash reserves, which cover all current grant commitments and operating costs and more, so no funding commitments will be cancelled for lack of funds.

INTERNAL CONTROLS

The Trustees confirm that internal control processes and procedures are in place and continue to be reviewed to ensure that risks are mitigated as far as possible. This includes an annual budget, approved by the Trustees, and monthly financial reporting of actual against budget and other key performance indicators.

The charity was not involved directly or indirectly in any fundraising for its own benefit during 2023. The charity had no fundraising activities requiring disclosure under S162A of the Charities Act.

FINANCIAL REVIEW

The Foundation had income for the year of £2,309,645 (2022: £1,982,620). There were no exceptional dividends in the year under review. Grants awarded in the year amounted to £1,923,746 (2022: £1,396,300). The Joint Finance & Investment Committee agreed to continue to hold a strong cash balance due to the uncertainty of global markets and in order to ensure we are always in a position to meet grant payment commitments as above.

INVESTMENT POLICY AND PERFORMANCE AGAINST OBJECTIVES

The Foundation aims to maximise the investment return and to achieve sufficient cash income to maintain the level of grants. The value of the investment portfolio, excluding cash balances decreased from £74,861,083 in 2022 to £69,495,377 during the year. Trustees review expenditure on a regular basis, in particular at the start of the financial year, and consider new investments and changes in allocation on a case by case basis. The Trustees do not invest to meet a formal social, environmental or ethical investment policy. The Trustees hope to maintain distributions amounting to 2-4%, in the medium term, of the capital value of The Foundation primarily from income.

The distribution in the year was 2.10% (2022: 1.48%) of the average capital value of the twenty previous quarters. No changes were made to The Foundation's investment policies.

TRUSTEES' REPORT

FOR THE YEAR ENDED 30 NOVEMBER 2023

RESERVES POLICY

Reserves are held in order to ensure that outstanding commitments can be met and that, if necessary, levels of spending can be adjusted in a measured way. Total reserves at the year-end were £74,407,564 (2022: £79,812,925). Free reserves are calculated by deducting tangible fixed assets and designated funds from unrestricted funds, as well as adding back any loans used to purchase fixed assets (mortgage balance of £3,217,492 secured against Bromley Place). The free reserves held at the year-end were negative £121,502. The position arises due to the significant value of Bromley Place purchased from unrestricted funds and mortgage funds. Included within unrestricted funds of £2,127,801 are designated funds of £1,933,240, fixed assets of £4,831,250 and investment property of £635,545. However, the Foundation holds an expendable endowment fund of £72,277,368 which can be drawn upon if required in order to meet its obligations. The total amount of restricted reserves held at the year-end and not available for the general purposes of the charity were £2,395. £13,400 remains designated to the Men in Sheds programme, £1,585,840 designated to support improving quality of life for older people in care homes and £334,000 continues to be designated as Covid 19 support funding. The Foundation holds cash balances to manage fluctuations in cash flow and cash liquidity is reviewed quarterly by the Joint Finance & Investment Committee. The Trustees are satisfied that the Foundation, given its financial reserves and fundamental assets, is in a position to meet all its current and anticipated future commitments.

TRUSTEES' REPORT

FOR THE YEAR ENDED 30 NOVEMBER 2023

STATEMENT OF TRUSTEES' RESPONSIBILITIES

The Trustees (who are also directors of The Rayne Foundation for the purposes of company law) are responsible for preparing the Trustees' Annual Report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards).

Company law requires the Trustees to prepare financial statements for each financial year. Under company law the Trustees must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that period. In preparing these financial statements, the Trustees are required to:

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

The Trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charitable company's transactions, disclose with reasonable accuracy at any time the financial position of the charitable company and enable them to ensure that the financial statements comply with the Companies Act 2006 and the provisions of the Charity's constitution. They are also responsible for safeguarding the assets of the Charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

This report was approved by the Trustees, on 4 June 2024 and signed on their behalf by:

Jeremy Sandelson
Trustee

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE RAYNE FOUNDATION

Opinion

We have audited the financial statements of The Rayne Foundation (the 'the foundation') for the year ended 30 November 2023 which comprise the Statement of financial activities, the Balance sheet, the Statement of cash flows and the related notes, 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 November 2023 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

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 United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE RAYNE FOUNDATION

Other information

The other information comprises the information included in the Annual report other than the financial statements and our Auditor's report thereon. The Trustees are responsible for the other information contained within the Annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

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

- the information given in the Trustees' report for the financial year for which the financial statements are prepared is consistent with the financial statements.
- 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 our knowledge and understanding of the charitable company and its environment obtained in the course of the audit, we have not identified material misstatements in the Trustees' report.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Trustees were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Trustees' report and from the requirement to prepare a Strategic report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE RAYNE FOUNDATION

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.

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:

We obtained an understanding of the legal and regulatory frameworks within which the Company operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006. We assessed the required compliance with these laws and regulations as part of our audit procedures on the related financial statement items.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which might be fundamental to the Company’s ability to operate or to avoid a material penalty. We also considered the opportunities and incentives that may exist within the Company for fraud. The laws and regulations we considered in this context for the UK operations were General Data Protection Regulation (GDPR), Anti-fraud, bribery and corruption legislation, environmental protection legislation, Health and safety legislation, Taxation legislation and Employment legislation.

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

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be in the following areas: the override of controls by management, including posting of unusual journals, and inappropriate treatment of non-routine transactions.

Our audit procedures to respond to these risks included enquiries of management about their own identification and assessment of the risks of irregularities, review and discussion of non-routine transactions, sample testing on the posting of journals and review of accounting estimates for biases.

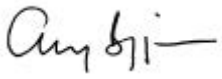
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE RAYNE FOUNDATION

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 non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report

This report is made solely to the charitable company's trustees, 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 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 its members, as a body, for our audit work, for this report, or for the opinions we have formed.



Guy Biggin (Senior statutory auditor)
for and on behalf of
Crowe U.K. LLP
Statutory Auditor
Fourth Floor
St James House
St James Square
Cheltenham
GL50 3PR

Date: 13 June 2024

STATEMENT OF FINANCIAL ACTIVITIES (INCORPORATING INCOME AND EXPENDITURE ACCOUNT) FOR THE YEAR ENDED 30 NOVEMBER 2023

	Note	Unrestricted funds 2023	Restricted funds 2023	Endowment funds 2023	Total funds 2023	*Total funds 2022*
		£	£	£	£	*£*
Income from:						
Investments	4	**2,309,645**	**-**	**-**	**2,309,645**	*1,982,620*
Total income		**2,309,645**	**-**	**-**	**2,309,645**	*1,982,620*
Expenditure on:						
Raising funds:	5					
Investment manager's fees		**6,255**	**74**	**124,163**	**130,492**	*128,202*
Charitable activities	6	**2,744,148**	**-**	**-**	**2,744,148**	*2,357,174*
Total expenditure		**2,750,403**	**74**	**124,163**	**2,874,640**	*2,485,376*
Net expenditure before net gains/(losses) on investments	14	**(440,758)**	**(74)**	**(124,163)**	**(564,995)**	*(502,756)*
Net gains/(losses) on investments		**30,105**	**(4,706)**	**(4,463,361)**	**(4,437,962)**	*(21,924,218)*
Net movement in funds before other recognised gains/(losses)		**(410,653)**	**(4,780)**	**(4,587,524)**	**(5,002,957)**	*(22,426,974)*
Other recognised gains/(losses):						
Net gain/(losses) on revaluation of investment property		**(402,404)**	**-**	**-**	**(402,404)**	*-*
Net (expenditure)/income		**(813,057)**	**(4,780)**	**(4,587,524)**	**(5,405,361)**	*(22,426,974)*
Reconciliation of funds:						
Total funds brought forward	22	**2,940,858**	**7,175**	**76,864,892**	**79,812,925**	*102,239,899*
Net movement in funds		**(813,057)**	**(4,780)**	**(4,587,524)**	**(5,405,361)**	*(22,426,974)*
Total funds carried forward	22	**2,127,801**	**2,395**	**72,277,368**	**74,407,564**	*79,812,925*

The notes on pages 23 to 46 form part of these financial statements.

BALANCE SHEET
AS AT 30 NOVEMBER 2023

	Note		2023 £		*2022* *£*
Fixed assets					
Tangible assets	12		**4,831,250**		*6,037,059*
Investments	14		**71,254,518**		*76,627,209*
Investment property	13		**635,545**		*-*
			76,721,313		*82,664,268*
Current assets					
Debtors	15	**173,992**		*151,072*	
Investments	16	**799,043**		*1,267,164*	
Cash at bank and in hand	25	**1,824,714**		*1,922,617*	
Current liabilities		**2,797,749**		*3,340,853*	
Creditors: amounts falling due within one year	17	**(1,562,646)**		*(2,380,479)*	
Net current assets			**1,235,103**		*960,374*
Total assets less current liabilities			**77,956,416**		*83,624,642*
Creditors: amounts falling due after more than one year	19		**(3,548,852)**		*(3,811,717)*
Total net assets			**74,407,564**		*79,812,925*

BALANCE SHEET (CONTINUED)
AS AT 30 NOVEMBER 2023

	Note	2023 £	*2022 £*
Charity funds			
Endowment funds	22	**72,277,368**	*76,864,892*
Restricted funds	22	**2,395**	*7,175*
Unrestricted funds	22	**2,127,801**	*2,940,858*
Total funds		**74,407,564**	*79,812,925*

The Trustees acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and preparation of financial statements.

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

The financial statements were approved and authorised for issue by the Trustees and signed on their behalf by:

.....
Jeremy Sandelson
Trustee
Date: 4 June 2024

The notes on pages 23 to 46 form part of these financial statements.

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 NOVEMBER 2023

	Note	2023 £	2022 £
Cash flows from operating activities			
Net cash used in operating activities	24	**(3,617,151)**	*(4,330,105)*
Cash flows from investing activities			
Dividends, interests and rents from investments		**2,309,645**	*1,982,620*
Purchase of tangible fixed assets		**(14,781)**	*(1,948)*
Proceeds from sale of investments		**14,471,494**	*13,435,238*
Purchase of investments		**(13,443,719)**	*(15,923,796)*
Proceeds from investment repayments		**6,985**	*161,227*
Movement in investments held as cash		**368,090**	*2,696,700*
Net cash provided by investing activities		**3,697,714**	**2,350,041**
Cash flows from financing activities			
Repayments of borrowing		**(178,466)**	*(172,905)*
Net cash used in financing activities		**(178,466)**	**(172,905)**
Change in cash and cash equivalents in the year		**(97,903)**	**(2,152,969)**
Cash and cash equivalents at the beginning of the year		**1,922,617**	*4,075,586*
Cash and cash equivalents at the end of the year	25	**1,824,714**	*1,922,617*

The notes on pages 23 to 46 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 NOVEMBER 2023

1. General information

The Rayne Foundation is a charitable company limited by guarantee, registered with Companies House (registered number: 11559926 England & Wales) and the Charity Commission (registered number: 1179912). Its registered principal office is 3 Bromley Place, London, W1T 6DB.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with the Charities SORP (FRS 102) - 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) (effective 1 January 2019), the Companies Act 2006 and the Charities Act 2011.

The Rayne Foundation 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.

2.2 Going concern

The Foundation has cash resources and no requirement for external funding during the year. The Trustees have a reasonable expectation that the Foundation has adequate resources to continue in operational existence for the foreseeable future and there are no material uncertainties about the charity's ability to continue.

Having regard to the above, the Trustees believe it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

2.3 Income

Income from investments is included in the Statement of Financial Activities only if received, or declared and receivable. Gains or losses arising from the revaluation of investments are dealt with in the Statement of Financial Activities.

2. Accounting policies (continued)

2.4 Expenditure

Expenditure is accrued as soon as a liability is considered probable. Grants are recognised when a constructive obligation arises that results in the payment being unavoidable.

Costs of raising funds include expenditure associated with investment management.

Charitable activities include expenditure associated with grants payable and include both the direct costs and support costs relating to these activities.

Governance costs include those incurred in the governance of the Foundation and its assets and are primarily associated with constitutional and statutory requirements and are included within support costs.

Support costs include central functions and have been allocated to activity cost categories on a basis consistent with the use of resources.

All expenditure is classified under activity headings that aggregate all costs related to the category. Irrecoverable VAT is charged against the category of expenditure for which it was incurred.

Expenditure on raising funds includes all expenditure incurred by the The Foundation to raise funds for its charitable purposes and includes costs of all fundraising activities events and non-charitable trading.

Expenditure on charitable activities is incurred on directly undertaking the activities which further the The Foundation's objectives, as well as any associated support costs.

2.5 Taxation

The Rayne Foundation is a registered charity, and as such is entitled to taxation exemptions on all its income and gains, properly applied for its charitable purposes.

2.6 Tangible fixed assets and depreciation

Tangible fixed assets costing £750 or more are capitalised.

A review for impairment of a fixed asset is carried out if events or changes in circumstances indicate that the carrying value of any fixed asset may not be recoverable. Shortfalls between the carrying value of fixed assets and their recoverable amounts are recognised as impairments. Impairment losses are recognised in the Statement of Financial Activities.

Tangible fixed assets are carried at cost, net of depreciation and any provision for impairment. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

2. Accounting policies (continued)

2.6 Tangible fixed assets and depreciation (continued)

Freehold buildings	- 30 years straight line
Freehold land	- Not depreciated
Fixtures and fittings	- 5 years straight line
Office equipment	- 5 years straight line
Computer equipment	- 3 years straight line

2.7 Investments

Quoted investments are stated in the Balance Sheet at their market value as at the year end date.

Non listed investments are measured at historic cost and are reviewed annually for impairment.

Included in current asset investments are short term cash deposits.

Works of art are valued periodically for insurance purposes, and this value is incorporated in the Balance Sheet. Gains and losses are shown in the Statement of Financial Activities and reflected in the relevant fund.

Property that is held for long-term rental is classified as investment property. The fair value of the land and buildings is determined by a market-based valuation undertaken by a professionally qualified valuer. Changes in fair value are recognised in the Statement of Financial Activity.

2.8 Financial instruments

The Company has elected to apply the provisions of Section 11 “Basic Financial Instruments” of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the Company's Balance sheet when the Company becomes party to the contractual provisions of the instrument.

The Company only enters into a basic financial instrument transactions that result in the recognition of the financial assets and liabilities like trade and other debtors and creditors, loans from bank and other third parties, loans to related parties and investments in ordinary shares.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include trade and other receivables, cash and bank balances, are initially measured at their transaction price including transaction costs and are subsequently carried at their amortised cost using the effective interest method, less any provision for impairment, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

2. Accounting policies (continued)

2.8 Financial instruments (continued)

Financial liabilities

Basic financial liabilities, which include trade and other payables, bank loans and other loans are initially measured at their transaction price after transaction costs. When this constitutes a financing transaction, whereby the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Discounting is omitted where the effect of discounting is immaterial.

Debt instruments are subsequently carried at their amortised cost using the effective interest rate method.

2.9 Pensions

The Foundation operates a defined contribution scheme on behalf of its employees. Contributions are charged in the Statement of Financial Activities as incurred. No further liabilities accrue under the scheme.

2.10 Expendable Endowment Fund

The expendable endowment fund is maintained to generate sustainable income for the unrestricted funds.

2.11 Restricted Funds

Restricted funds are subject to specific conditions by donors as to how they may be used. The purposes and uses of the restricted funds are set out in the notes to the financial statements.

2.12 Unrestricted Funds

Unrestricted funds are expendable at the discretion of the Trustees in furtherance of the objects or administration of the Foundation.

Designated funds comprise general funds, which have been set aside at the discretion of the Trustees, for specific purposes.

3. Critical accounting estimates and areas of judgement

Preparation of the financial statements requires management to make judgements and estimates. The Trustees consider that there are no material judgements in applying accounting policies or key sources of estimation uncertainty, other than those noted below.

Freehold land and buildings includes mixed use property. The element occupied for rental has been determined by the square footage occupied by the tenant and transferred to investment property. The fair value has been determined by a market-based valuation undertaken by a professionally qualified valuer.

4. Investment income

	Unrestricted funds 2023 £	Total funds 2023 £	*Total funds 2022 £*
Licence income	41,048	**41,048**	*39,426*
Income from investments	2,260,701	**2,260,701**	*1,935,951*
Interest receivable	7,896	**7,896**	*7,243*
Total 2023	2,309,645	**2,309,645**	*1,982,620*
Total 2022	*1,982,620*	*1,982,620*	

5. Investment management costs

	Unrestricted funds 2023 £	Restricted funds 2023 £	Endowment funds 2023 £	Total funds 2023 £	*Total funds 2022 £*
Investment management fees	6,255	74	124,163	**130,492**	*128,202*
Total 2022	*7,999*	*159*	*120,044*	*128,202*	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2023

6. Analysis of expenditure on charitable activities

Summary by fund type

	Unrestricted funds 2023	Total 2023	*Total 2022*
	£	£	*£*
Support costs	838,402	**838,402**	*775,049*
Grant funding of activities	1,905,746	**1,905,746**	*1,376,300*
Impairment of investment	-	**-**	*205,825*
Total 2023	2,744,148	**2,744,148**	*2,357,174*

7. Analysis of expenditure by activities

	Activities undertaken directly 2023	Grant funding of activities 2023	Total funds 2023	*Total funds 2022*
	£	£	£	*£*
Support costs	838,402	-	**838,402**	*775,049*
Grant funding of activities	-	1,905,746	**1,905,746**	*1,376,300*
Impairment of investment	-	-	**-**	*205,825*
Total 2023	838,402	1,905,746	**2,744,148**	*2,357,174*
Total 2022	*980,874*	*1,376,300*	*2,357,174*	

7. Analysis of expenditure by activities (continued)

Analysis of direct costs

	Total funds 2023 £	*Total funds 2022 £*
Staff costs (note 10)	**293,135**	*181,343*
Depreciation	**182,641**	*219,863*
Staff related costs	**54,841**	*31,560*
Premises cost	**141,352**	*133,428*
Travel and subsistence	**6,075**	*1,092*
Office costs	**64,041**	*59,418*
Governance costs (note 8)	**96,317**	*148,345*
Impairment of investment	**-**	*205,825*
	838,402	*980,874*

8. Governance costs

	2023 £	*2022 £*
Trustee expenses	**7,244**	*1,268*
Legal fees	**22,565**	*54,944*
Professional fees	**49,108**	*76,593*
Audit and accountancy fees	**17,400**	*15,540*
	96,317	*148,345*

9. Auditor's remuneration

	2023 £	*2022 £*
Fees payable to the The Foundation's auditor for the audit of The Foundation's annual accounts	**9,765**	*9,300*
Fees payable to the The Foundation's auditor in respect of:		
Preparation of the financial statements	**3,835**	*3,650*

10. Staff costs

	2023 £	2022 £
Wages and salaries	**233,779**	*145,921*
Social security costs	**25,169**	*14,780*
Contribution to defined contribution pension schemes	**34,187**	*20,642*
	293,135	*181,343*

The average number of persons employed by the The Foundation during the year was as follows:

	2023 No.	2022 No.
Administration	**3**	*3*
Management	**2**	*1*
	5	*4*

The number of employees whose employee benefits (excluding employer pension costs) exceeded £60,000 was:

	2023 No.	2022 No.
In the band £70,001 - £80,000	**1**	*1*
In the band £120,001 - £130,000	**1**	-

Key management personnel employee benefits consisting of the Director and Head of Grants totalled £249,955 (Director in 2022: £100,442).

11. Trustees' remuneration and expenses

During the year, no Trustees received any remuneration or other benefits *(2022 - £NIL)*.

During the year ended 30 November 2023, expenses totalling £7,244 were paid *(2022: £1,268)* for courses, travel and accommodation to 6 Trustees *(2022 - 4)*.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2023

12. Tangible fixed assets

	Freehold land and buildings £	Fixtures and fittings £	Office equipment £	Computer equipment £	Total £
Cost					
At 1 December 2022	**6,295,786**	**392,442**	**5,777**	**23,153**	**6,717,158**
Additions	**7,075**	**-**	**7,706**	**-**	**14,781**
Transfers	**(1,111,460)**	**-**	**-**	**-**	**(1,111,460)**
At 30 November 2023	**5,191,401**	**392,442**	**13,483**	**23,153**	**5,620,479**
Depreciation					
At 1 December 2022	**416,399**	**239,064**	**2,543**	**22,093**	**680,099**
Charge for the year	**100,519**	**79,592**	**1,470**	**1,060**	**182,641**
Transfers	**(73,511)**	**-**	**-**	**-**	**(73,511)**
At 30 November 2023	**443,407**	**318,656**	**4,013**	**23,153**	**789,229**
Net book value					
At 30 November 2023	**4,747,994**	**73,786**	**9,470**	**-**	**4,831,250**
At 30 November 2022	*5,879,387*	*153,378*	*3,234*	*1,060*	*6,037,059*

During the year, the element of property that is held for long-term rental has been transferred to investment property under the mixed use property rules.

13. Investment property

	Freehold investment property £
Valuation	
Loss on revaluation	**(402,404)**
Transfers	**1,037,949**
At 30 November 2023	**635,545**

As at 30 November 2023, investment property was held at the revalued amount £635,545. The revaluation was performed by Robert Irving Burns in April 2024.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2023

14. Fixed asset investments

	Quoted investments £	George Capital £	Works of art £	Total £
Cost or valuation				
At 1 December 2022	**74,861,083**	**1,010,451**	**961,500**	**76,833,034**
Additions	**13,443,719**	**-**	**-**	**13,443,719**
Disposals	**(14,371,463)**	**-**	**-**	**(14,371,463)**
Revaluations	**(4,437,962)**	**-**	**-**	**(4,437,962)**
Capital repayments	**-**	**(6,985)**	**-**	**(6,985)**
At 30 November 2023	**69,495,377**	**1,003,466**	**961,500**	**71,460,343**
Impairment				
At 1 December 2022	**-**	**205,825**	**-**	**205,825**
Charge for the year	**-**	**-**	**-**	**-**
At 30 November 2023	**-**	**205,825**	**-**	**205,825**
Net book value				
At 30 November 2023	**69,495,377**	**797,641**	**961,500**	**71,254,518**
At 30 November 2022	*74,861,083*	*804,626*	*961,500*	*76,627,209*

Works of Art are valued for insurance purposes on a rolling basis at least every 5 years. In 2022 valuations were provided by Christie's for the whole portfolio of art works. These valuations have been used by the Trustees as a proxy for market value. Some of the items are on loan for display by public or charitable organisations.

Please see note 28 for details of the George Capital investment.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2023

15. Debtors

	2023 £	2022 £
Due within one year		
Other debtors	**160,141**	*141,020*
Prepayments	**13,851**	*10,052*
	173,992	*151,072*

16. Current asset investments

	2023 £	2022 £
Cash held with Investment managers	**799,043**	*1,267,164*

17. Creditors: Amounts falling due within one year

	2023 £	2022 £
Bank loans	**156,106**	*151,241*
Other taxation and social security	**12,463**	*11,943*
Other creditors	**44,258**	*21,821*
Accruals	**48,939**	*79,174*
Grants payable	**1,300,880**	*2,116,300*
	1,562,646	*2,380,479*

18. Reconciliation of grants payable:

	2023 £	2022 £
Commitments brought forward	**2,683,300**	*4,923,900*
Commitments made in the year	**1,923,746**	*1,396,300*
Commitments withdrawn	**(8,000)**	*(20,000)*
Grants paid during the year	**(2,810,700)**	*(3,616,900)*
Commitments carried forward	**1,788,346**	*2,683,300*

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2023

19. Creditors: Amounts falling due after more than one year

	2023 £	2022 £
Bank loans	**3,061,386**	*3,244,717*
Grants payable	**487,466**	*567,000*
	3,548,852	*3,811,717*

Included within the above are amounts falling due as follows:

	2023 £	2022 £
Between one and two years		
Bank loans	**161,127**	*156,106*
Between two and five years		
Bank loans	**678,538**	*499,095*
Over five years		
Bank loans	**2,221,721**	*2,589,516*

The mortgage is secured by a legal charge over the property 3 Bromley Place, London, W1T 6DB.

20. Grants

Company Name	Project Name	Appeal Summary	Total Grant
ARTS AS A TOOL TO SOCIAL CHANGE			
The Whitworth, The University of Manchester	Still Parents	Towards the development of a programme for midwives that is complimentary to its existing programme for bereaved parents.	38,000
Glasgow Connected Arts Network CIC	Creative Sparks	Towards creative activities and professional development opportunities for young people.	20,000
			58,000
THE STRENGTHENING OF RELATIONSHIPS BETWEEN JEWS AND ARABS			
Hand in Hand Organisation (HIH) for Bilingual Education	Core Costs	Towards core costs to support the ongoing delivery of integrated, bilingual education in Israel.	50,000
			50,000

Grants (continued)

Company Name	Project Name	Appeal Summary	Total Grant
BETTER OPPORTUNITIES FOR REFUGEES AND ASYLUM SEEKERS			
University College London Hospitals Charity	RESPOND	Towards core costs to support a rapid-access, community-based health service for asylum-seeking people (AS-R) living in precarious circumstances.	90,000
Breadwinners Foundation	Core Costs	Towards Breadwinners' continued work experience, training, and support for young refugees and asylum seekers.	10,000
Breadwinners Foundation	Core Costs	Towards core costs to keep growing and improving its employability programmes for young refugees.	60,000
City of Sanctuary UK	Sanctuary Ambassador Network	Towards expanding and developing the Sanctuary Ambassador Network which aims to empower people seeking sanctuary to become leaders.	20,000
			180,000
IMPROVED QUALITY OF LIFE FOR CARERS AND FOR OLDER PEOPLE			
Royal Exchange Theatre Ltd	The Elders Programme: new developments	Towards developing the Elders programme to invest more in Elder leaders, become more representative of the local population, and challenge ageism.	50,000
Alive Activities Limited	Core Costs	Towards core costs while Alive consolidates its digital and meeting centre programmes, reaching more older people and their carers.	60,000
North Central London Councils	NCL Social Care Workforce Programme	Apprenticeship and Leadership training for carers working in adult social care.	340,000
RSA	RSA Design Awards 23/24	Towards a co-designed Pupil and Student Design Award in relation to building a caring culture as we age.	40,000
Happy Headwork Community C.I.C	Moving Forward from Hoarding	Towards a mental health training and coaching programme to support older people living with hoarding tendencies.	10,480
Transform Society	Social Care Leaders Scheme (SCLS)	Towards the development of the Social Care Leaders Scheme business case and programme manual.	10,000
Mycarematters 2020 CIC	My Future Care Service	Towards the ongoing development of the My Future Care Service.	20,000
			530,480

Grants (continued)

Company Name	Project Name	Appeal Summary	Total Grant
OTHER - EDUCATION			
Why me? Victims for access to Restorative Justice	Expelling Violence	Towards the pilot of Why Me's restorative justice approach in Alternative Education Units, with the aim of reducing violence and improving the mental wellbeing of both pupils and staff.	60,000
			60,000
OTHER - SOCIAL			
Disasters Emergency Committee	DEC Appeal for Turkey-Syria Earthquake	Towards DEC Appeal for Turkey-Syria Earthquake.	25,000
The Bike Project	Core costs	Towards the expansion of The Bike Project roadshow model.	50,000
The West London Synagogue of British Jews	Core Costs for Social Care and Interfaith projects	Towards core costs for Social Care and Interfaith projects.	125,000
Breaking Barriers	Refugee employment support North-West hub	Towards the delivery of bespoke employment support to refugees and people of refugee background across Greater Manchester and Liverpool.	90,000
			290,000
OTHER - HEALTH			
Somerset and Avon Rape and Sexual Abuse Support	Getting it Right	Towards a programme of developing resources and professional training to support adult survivors of sibling abuse.	30,000
Medecins Sans Frontieres UK	MSF Emergency Fund	Towards MSF Emergency Fund.	25,000
The Stroke Association	Rebuilding Minds after Stroke	Towards developing the first model of mental health support for stroke survivors in Wales.	20,000
Rosetta Life	Brain Odysseys Ambassador Network	Towards further development of the Brain Odysseys Ambassador Network.	31,566
			106,566
YOUNG PEOPLE'S IMPROVED MENTAL HEALTH			
The Reader Organisation	Reading Heroes	Towards reading aloud with care experienced children to improve confidence, wellbeing and develop a love of reading for pleasure.	35,000
The Enthum Foundation	Core Costs	Towards core costs to support services and home for young refugees and asylum seekers.	60,000
The Baobab Centre for Survivors in Exile	Core Costs	Towards core costs to enable continued provision of a psychotherapeutic community and holistic support for young asylum seekers and refugees.	60,000

Grants (continued)

Company Name	Project Name	Appeal Summary	Total Grant
Pause Creating Space for Change	Intervening earlier: relational support for care-experienced young women	Towards developing and testing a relational model of support for care-experienced young women so that they can build firm foundations for the future.	60,000
SAFE Foundation	Working Together to Stay Together (WTST)- Situational Couple Violence (SCV) Recovery	Towards a 12-month pilot of Working Together to Stay Together.	20,000
Reprezent Ltd	On The Level	Towards the scaling up On The Level, a youth and peer-led live TV show and online mental health intervention for secondary school students.	60,000
Football Beyond Borders	National Training Programme	Towards developing its National Training Programme for culturally competent, early intervention relational practitioners.	83,700
Children in Scotland Ltd	Live Music and Mental Health Innovation Labs	Towards delivering innovation labs in three Scottish local authorities to explore live music opportunities and the link to mental health.	10,000
The Cirdan Sailing Trust	Voyages to Recovery	Towards an Early Intervention in Psychosis Services Adventure Therapy project.	10,000
The Verbal Arts Centre (Northern Ireland) Ltd	Verbal Wellbeing	Towards a psychologically informed 12-week programme of storytelling which aims to reduce the strain on children who have a parent in prison, improve their wellbeing and strengthen the family bond.	20,000
SafeLives	Verge of Harming	Towards developing a practical resource and training for practitioners working with young people who use harmful behaviour.	40,000
The Green House Bristol	Whole Family Support Programme	Towards testing a replicable whole family approach to supporting children who have experienced sexual abuse with potential to inform the national response to child abuse.	60,000
Shared Lives Plus	Growing Shared Lives for Care Leavers with mental ill health	Towards a pilot Shared Lives model for young people leaving care with mental health issues or learning disabilities.	90,000
Amma Birth Companions	Amma Family peer support programme	Towards a support programme for people who experience discrimination and systemic inequalities in the realms of reproductive, pregnancy and postnatal care.	40,000
			648,700
Total Grants Awarded			**1,923,746**

21. Financial instruments

	2023 £	*2022* *£*
Financial assets		
Financial assets measured at fair value through income and expenditure	**72,053,561**	*77,089,747*

Financial assets measured at fair value through income and expenditure comprise investments.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2023

22. Statement of funds

Statement of funds - current year

	Balance at 1 December 2022 £	Income £	Expenditure £	Transfers in/out £	Gains/ (Losses) £	Balance at 30 November 2023 £
Unrestricted funds						
Designated funds						
Mens Sheds	13,400	-	-	-	-	13,400
Improved Quality of Life for Older People in Care Homes	1,860,800	-	(387,810)	112,850	-	1,585,840
Covid-19 allocation	334,000	-	-	-	-	334,000
	2,208,200	-	(387,810)	112,850	-	1,933,240
General funds						
General Fund	732,658	2,309,645	(2,362,593)	(112,850)	(372,299)	194,561
Total Unrestricted funds	2,940,858	2,309,645	(2,750,403)	-	(372,299)	2,127,801
Endowment funds						
Expendable Endowment Fund	76,864,892	-	(124,163)	-	(4,463,361)	72,277,368
Restricted funds						
Gerry Nash Fund	7,175	-	(74)	-	(4,706)	2,395
Total of funds	79,812,925	2,309,645	(2,874,640)	-	(4,840,366)	74,407,564

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2023

22. Statement of funds (continued)

Statement of funds - prior year

	Balance at 1 December 2021 £	*Income £*	*Expenditure £*	*Transfers in/out £*	*Gains/ (Losses) £*	*Balance at 30 November 2022 £*
Unrestricted funds						
Designated funds						
Mens Sheds	*13,400*	*-*	*-*	*-*	*-*	*13,400*
Improved Quality of Life for Older People in Care Homes	*980,800*	*-*	*(120,000)*	*1,000,000*	*-*	*1,860,800*
Covid-19 allocation	*384,000*	*-*	*(50,000)*	*-*	*-*	*334,000*
	1,378,200	*-*	*(170,000)*	*1,000,000*	*-*	*2,208,200*
General funds						
General Fund	*2,059,152*	*1,982,620*	*(2,195,173)*	*(1,000,000)*	*(113,941)*	*732,658*
Total Unrestricted funds	*3,437,352*	*1,982,620*	*(2,365,173)*	*-*	*(113,941)*	*2,940,858*
Endowment funds						
Expendable Endowment Fund	*98,797,046*	*-*	*(120,044)*	*-*	*(21,812,110)*	*76,864,892*
Restricted funds						
Gerry Nash Fund	*5,501*	*-*	*(159)*	*-*	*1,833*	*7,175*
Total of funds	*102,239,899*	*1,982,620*	*(2,485,376)*	*-*	*(21,924,218)*	*79,812,925*

22. Statement of funds (continued)

The Mens Sheds fund represents money put aside to be granted to the Mens Sheds Programme in future periods.

The Gerry Nash Fund (previously known as the Peggy Nash Legacy) is restricted for grants relating to medical research, general medical or health related projects.

The Improved Quality of Life for Older People in Care Homes designated fund will be used to focus on the little things within care homes that will make a difference and relationships between the care homes and wider community.

The Covid-19 allocation relates to funding designated by the Trustees to provide additional support for the charity sector in light of the impact of the pandemic.

23. Analysis of net assets between funds

Analysis of net assets between funds - current year

	Unrestricted funds 2023 £	Restricted funds 2023 £	Endowment funds 2023 £	Total funds 2023 £
Tangible fixed assets	4,831,250	-	-	**4,831,250**
Fixed asset investments	3,062,549	-	68,191,969	**71,254,518**
Investment property	635,545	-	-	**635,545**
Current assets	(1,390,045)	102,395	4,085,399	**2,797,749**
Creditors due within one year	(1,462,646)	(100,000)	-	**(1,562,646)**
Creditors due in more than one year	(3,548,852)	-	-	**(3,548,852)**
Total	2,127,801	2,395	72,277,368	**74,407,564**

Analysis of net assets between funds - prior year

	Unrestricted funds 2022 £	*Restricted funds 2022 £*	*Endowment funds 2022 £*	*Total funds 2022 £*
Tangible fixed assets	*6,037,059*	-	-	*6,037,059*
Fixed asset investments	*3,054,076*	-	*73,573,133*	*76,627,209*
Current assets	*(1,058,081)*	*107,175*	*4,291,759*	*3,340,853*
Creditors due within one year	*(1,280,479)*	*(100,000)*	*(1,000,000)*	*(2,380,479)*
Creditors due in more than one year	*(3,811,717)*	-	-	*(3,811,717)*
Total	*2,940,858*	*7,175*	*76,864,892*	*79,812,925*

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2023

24. Reconciliation of net movement in funds to net cash flow from operating activities

	2023 £	2022 £
Net expenditure for the year (as per Statement of Financial Activities)	**(5,002,957)**	*(22,426,974)*
Adjustments for:		
Depreciation charges	**182,641**	*219,863*
Gains on investments	**4,437,962**	*21,924,218*
Dividends, interests and rents from investments	**(2,309,645)**	*(1,982,620)*
Increase in debtors	**(22,920)**	*(10,076)*
Decrease in creditors	**(902,232)**	*(2,260,341)*
Impairment on investment	**-**	*205,825*
Net cash used in operating activities	**(3,617,151)**	*(4,330,105)*

25. Analysis of cash and cash equivalents

	2023 £	2022 £
Cash in hand	**1,824,714**	*1,922,617*
Total cash and cash equivalents	**1,824,714**	*1,922,617*

26. Analysis of changes in net debt

	At 1 December 2022 £	Cash flows £	Other non-cash changes £	At 30 November 2023 £
Cash at bank and in hand	**1,922,617**	**(97,903)**	**-**	**1,824,714**
Debt due within 1 year	**(151,241)**	**151,241**	**(156,106)**	**(156,106)**
Debt due after 1 year	**(3,244,717)**	**27,225**	**156,106**	**(3,061,386)**
Liquid investments	**1,267,164**	**(468,121)**	**-**	**799,043**
	(206,177)	**(387,558)**	**-**	**(593,735)**

27. Pension commitments

The Foundation operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Foundation in an independently administered fund. The pension cost charge represents contributions payable by the Foundation to the fund amounted to £34,187 *(2022: £20,642).* Contributions of £6,205 *(2022: £4,705)* were payable to the fund at the balance sheet date.

28. Operating licence commitments

At 30 November 2023 The Foundation had commitments to receive future minimum licence receipts as follows:

	2023	*2022*
	£	*£*
Not later than 1 year	**32,780**	*32,780*
Later than 1 year and not later than 5 years	**19,122**	*51,902*
	51,902	*84,682*

29. Related party transactions

Lady Rayne, Tamara Rayne and The Hon. Robert A Rayne also serve as Trustees of The Rayne Trust (TRT), a company limited by guarantee and a registered charity.

During the year The Rayne Foundation (TRF) recharged expenses to TRT totalling £164,793 *(2022: £122,006)*. At the year end the balance within TRF debtors due from TRT is £157,880 *(2022: £123,066)*.

The Hon. Robert A Rayne also serves as a Non-Executive Chairman of LMS Capital Plc. The Rayne Foundation holds 6.64% *(2022:6.64%)* of shares in LMS Capital plc and 1.554% *(2022:1.643%)* of shares in Derwent London plc.

LMS Capital Plc signed a License to Occupy Agreement on 10th July 2020 with The Rayne Foundation to occupy part of 3 Bromley Place.

The Rayne Foundation holds an investment of £661,183.69 (£1.44 of capital commitment and £661,182.25 of Loan commitments) in George Capital Real Estate Fund LP (the "Fund 1"). The commitments invested represent 7.98% of the total commitments in Fund 1 *(2022: 7.98%)*. Other limited partners include The Rayne Foundation Chairman The Hon.Robert A Rayne (SQP Ltd), holding 11.25% of total commitments in Fund 1 *(2022: 11.25%)* and Trustee, The Hon. Nicholas Rayne, holding 8.53% of total commitments in Fund 1 *(2022: 8.53%)*.

The Rayne Foundation holds an investment of £342,281.43 (£0.50 of capital commitment and £342,280.93 of Loan commitments) in George Capital Real Estate Fund 2 LLP (the "Fund 2"). The commitment invested represents 2.02% of the total commitments in the Partnership *(2022: 2.02%)*. Other limited partners include The Rayne Foundation Chairman, The Hon.Robert A Rayne (SQP Ltd), holding 7.19% as at 30 November 2023 of total commitments in Fund 2 *(2022: 7.19%)*. No other partners included in Fund 2 have any connections with The Rayne Foundation.

The Hon. Robert A Rayne is Emeritus Trustee of The National Theatre, currently in receipt of a grant of £100,000 (£10,000 per annum for ten years) towards the Max Rayne Studio Design Award, which was committed to in the year ended 30 November 2013, now in its ninth year. At the year-end, £30,000 was included within grant creditors, of which £20,000 is due to be paid in greater than one year.

An additional grant of £50,000 was awarded to The National Theatre in the year ended 30 November 2021. At year end November 2023, £30,000 was included within grant creditor, of which £20,000 is due to be paid in greater than one year.

Jeremy Sandelson is on the board of The Bike Project which was granted £50,000 in the year.

Baroness Julia Neuberger DBE is Chair- University College Hospitals Foundation NHS Trust, Chair-Whittington Health NHS Trust, Member-North Central London Integrated Care System Partnership Board, Member-North Central London Integrated Care Board Strategy Committee which is connected to North Central London Councils who was granted £340,000 as part of the designated Older Peoples Programme. She is also Rabbi Emerita for West London Synagogue which was granted £125,000 in the year.

THE RAYNE FOUNDATION

England & Wales - Charity number 1179912

Accounts

Registered number: 11559926
Charity number: 1179912

THE RAYNE FOUNDATION

(A company limited by guarantee)

TRUSTEES' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 NOVEMBER 2022

THE RAYNE FOUNDATION

(A company limited by guarantee)

CONTENTS

	Page
Reference and administrative details of the The Foundation, its Trustees and advisers	7
Trustees' report	8 - 14
Independent auditor's report on the financial statements	15 - 18
Statement of financial activities	19
Balance sheet	20 - 21
Statement of cash flows	22
Notes to the financial statements	23 - 45

REFERENCE AND ADMINISTRATIVE DETAILS OF THE FOUNDATION, ITS TRUSTEES AND ADVISERS FOR THE YEAR ENDED 30 NOVEMBER 2022

Trustees	Lady Jane Rayne, Patron The Hon. Robert A Rayne, Chairman The Hon. Natasha Rayne The Hon. Nicholas Rayne Professor Sir Anthony Newman Taylor Lady Hilary Browne-Wilkinson, Deputy Chairman Sir Emyr Jones Parry Rabbi Baroness Julia Neuberger DBE
Company registered number	11559926
Charity registered number	1179912
Registered office	3 Bromley Place London W1T 6DB
Director	Crispin Truman (appointed 17 October 2022)
Independent auditor	Crowe U.K. LLP Fourth Floor St James House St James Square Cheltenham GL50 3PR
Bankers	Barclays Bank Plc Level 15 1 Churchill Place London E14 5HP
Solicitors	Farrer & Co LLP 66 Lincoln's Inn Fields London WC2A 3LH
Investment adviser	Rathbone Brothers PLC 8 Finsbury Circus London EC2M 7AZ
Investment adviser	Cazenove Capital Management Limited 1 London Wall Place London EC2Y 5AU

TRUSTEES' REPORT
FOR THE YEAR ENDED 30 NOVEMBER 2022

CHAIRMAN'S FOREWORD

I'm delighted to present our report on the year at the Rayne Foundation: we have made some very positive steps with the appointment of a new director, implementing flexible working arrangements for staff and the full utilisation of our new London premises. Meanwhile we are aware that steeply rising costs and alarming increases in demand are posing huge challenges for the charities we seek to support. We retain some grantmaking around the effects of Long Covid, this was also the year in which we completed our pandemic funding arrangements and were able to begin to look forward and think about how we want to do grantmaking in the future.

We have always celebrated being able to be responsive and wide-ranging in our work at Rayne, but realise that in order to have more impact with limited resources we need to make our grantmaking more focused and - where there is particular need - more proactive in getting things done. We are at the early stages of working out what this means in practice, but during the year we began to focus more closely on our areas of special interest and I look forward to us doing more to convene, explore and work alongside those organisations and individuals committed to tackling some of society's most pressing needs.

As ever I am enormously grateful to our wonderful staff team who have continued to make good grants throughout a period of change and uncertainty, to our expert and committed trustees, our funding partners and, of course, the charities which we support and who do such excellent work in challenging and often straitened circumstances. A quick look at the list of organisations we have grant-funded this year in section 19 reminds us of what it's all about: helping very high calibre and committed people work together to improve lives and effect change.

The Hon. Robert A Rayne
Chairman
Date: 6 June 2023

The Rayne Foundation (referred to as “The Foundation” throughout this report) is an incorporated charity and registered in England and Wales, Charity Number: 1179912 and Company Number 11559926 as set out in the Memorandum of Articles.

The Trustees present their report and financial statements for the year ended 30 November 2022.

STRUCTURE, GOVERNANCE AND MANAGEMENT

The selection and appointment of Trustees is carried out using criteria which considers the knowledge and skills they would bring to meet the charitable purposes of The Foundation. Should new Trustees be appointed, names would be proposed and any appointment then made upon the Board’s approval. New Trustees have a tailored induction programme to ensure they meet their statutory obligations as well as understanding the focus of the Foundation. There is no Trustee remuneration policy as no Trustee receives any remuneration for being a Trustee but travel expenses can be claimed. The Trustees are volunteers in their role as Trustees, but The Foundation does not otherwise rely on the work of other volunteers.

There were no changes to the Trustee Board during the year and The Hon Robert Rayne and Lady Browne-Wilkinson continue to be Chairman and Deputy Chairman respectively.

Day to day responsibility for managing The Foundation is with the Director, Crispin Truman who was appointed towards the end of the year, four staff and one consultant. Staff remuneration is agreed by the Chairman of The Rayne Foundation, The Hon Robert A Rayne. Upon any new appointments being made, remuneration would be agreed in line with other comparable roles. The previous Director resigned in December 2021 and interim management arrangements were put in place to ensure the continued smooth running of the organisation until the permanent Director took up post on 17th October.

The Trustees’ responsibilities include the setting of policy and strategy and approving grants above £20,000. Trustees are advised on finance, investments and risk mitigation by the Joint Finance & Investment Committee.

During the year the annual review of policies and procedures were noted by the Board. The Foundation continued to ensure it was updated on recommended guidance from the Charity Commission regarding safeguarding both when assessing applicants and when monitoring grant reporting. This is a standing Board agenda item.

THE YEAR UNDER REVIEW

OBJECTIVES AND ACTIVITIES

The purpose of the Rayne Foundation is the amelioration of social injustice, primarily in the UK. We aim to achieve this through harnessing the potential of individuals and organisations to work together to create a fairer society by making grants to a range of charitable organisations in the arts, health & wellbeing, education and social sectors.

As in previous years, our three Areas of Special Interest are:

1. Arts as a tool to achieve social change;
2. Improved quality of life for carers and for older people;
3. Young people's improved mental health.

Trustees also agreed to make grants to organisations improving the lives of refugees and asylum seekers during this period.

A core theme of the grants made by The Rayne Foundation is that they support work in the areas of greatest need, which has potential for wider application or lessons beyond the funded organisation. The assessment process also takes into consideration awareness of the bigger picture, expertise and sector knowledge, commitment to demonstrating results and sharing learning, strong leadership, management, track record, and the potential to have direct benefits to vulnerable and disadvantaged people.

ACHIEVEMENT AND PERFORMANCE

During the year, 34 grants totalling £1,396,300 were made (57 grants totalling £1,760,400 in 2021); the reduced number of grants reflects reduced capacity within the grant-making team during the interim period in the search for a new, permanent Director.

A full list of grants and a summary of their purpose is provided in section 19. The majority fell into one of the Foundation's Areas of Special Interest as above. Within young people's mental health, an emerging theme across grants made in the year is improved support of young people in, or leaving, the care system or 'care-experienced', with a number of arts-based grants also providing some valuable, creative solutions to improving wellbeing for these young people. Similarly, many of the grants supporting people in later life have a creative theme and explore ways to add joy and meaning to people experiencing some of the challenges that can accompany ageing.

The number of grants made in response to the coronavirus pandemic, either emergency grants or other support to help grantees safeguard existing services, reduced significantly. Of note however are a couple of grants to support people with 'Long Covid': both English National Opera and Scottish Ballet received grants for their programmes adapting techniques used by singers and dancers to help people manage their ongoing symptoms and make connections with peers.

Two exceptional grants were made in the year to the Disasters Emergency Committee and Medecins sans Frontieres in response to the war in Ukraine.

Whilst the Foundation continues to be a responsive grant maker, as we develop our programmes around the areas of special interest, we plan to shift the balance towards a greater proportion of proactive grants over the next two years.

Exploratory work with sector partners on the role of the Foundation in supporting career development for those employed in the social care workforce, particularly those working with those in later life, continued. This included convening two plenary sessions and four working groups with a group of leaders from the social care sector to consider in more detail the ongoing recruitment and retention issues and possible responses to this challenge. A more formal, pro-active programme of grant-making and development for this area, which we have named A better career for better care, will be refined and announced in the year ahead.

We also started the process to explore in more detail what a more pro-active approach to supporting young people's mental health might look like in practice. We began with an assessment of the grants made by the Foundation in recent years, to understand better the areas where we believed that were already seeing some impact. Two areas for further investigation emerged from this exercise: young people in the care system, and early intervention. We were pleased to see that a couple of existing grantees featured as examples of good practice in The Independent Review of Children's Social Care, published in May 2022 and have begun making links with potential partners and funders in this sector. This work will be developed further in the year ahead as part of our broader strategy review.

With the completion of works at the Foundation's new offices in Bromley Place, we began to make available to grantees the use of our central London meeting spaces as an additional benefit, on a pro bono basis. This arrangement not only provides a useful service, free of charge, to grantees but also assists the Foundation in getting to know and building productive relationships with key charities in the sectors we are working in.

Whilst the Foundation funds a variety of charitable and not-for-profit organisations, funding is specifically targeted towards issues and organisations which do not enjoy widespread public support. Collaboration with other funders continues to be important in terms of wider learning as well as for leveraging other funding from those Foundations interested in similar client groups or sectors. An added benefit The Foundation seeks with grant recipients, is to introduce organisations to each other to enhance learning, share good practice and where possible, work together.

The Foundation's work is measured by the degree to which each grant contributes to agreed outcomes covering qualitative and quantitative data. Outcomes are measured in different ways which may include feedback from beneficiaries, formal tracking from statutory agencies or others, data collection, estimation of cost savings and sometimes a more formal evaluation. Both hard and soft outcomes are gathered, and the Trustees consider each set of outcome requirements on a case-by-case basis. For multi-year grants (usually up to three years), the second or third year's payment are released upon receipt of satisfactory monitoring and financial reports.

Staff have now returned fully to work with a mix of office and home-based working. Part of the building is let out on a commercial basis to set against running costs and The Foundation also offers pro bono, meeting room space to grantees and other charities.

PLANS FOR THE YEAR

The Foundation's trustees have agreed the following plans to be delivered by the staff team in the year to December 2023, supported by a budget available separately. Our main activities this year will be to:

1. Distribute approximately £1.5 million in grants through our responsive programmes in our areas of interest.

Our main grantmaking activity comprises an ongoing responsive programme in which charities are invited to approach us with proposals which meet our criteria and address our areas of interest. The team provides advice and assistance to potential applicants, assesses applications including through a face-to-face visit where practicable, awards and monitors grants. The responsive programme will be focused on the areas of interest as described earlier in this report. The former 'open' responsive programme has been suspended to free up time and capacity for this work and for the proactive programme described below.

It is our long-term target to distribute 4% of the 'total return' on our investments.

2. Advance the development of our specialist 'A Better Career for Better Care' programme

This is the year in which we plan to implement plans for a more proactive approach to our work, working in partnership and ensuring that we test and learn as we go. We will begin with the older people's area of interest and a programme focusing specifically on supporting the professional development of carers in this field. We will:

- appoint a senior programme development lead;
- build partnerships, reconvene and refresh the project steering group and host expert round tables;
- test and learn a proactive, focused approach for wider application in the future;
- commence work with partners in 3 geographical areas;
- manage a supporting grants programme to further inform our approach; and
- learn and develop options for our two other areas of interest.

3. Review the Rayne Charities' purpose and strategy

Trustees and staff, consulting with key partners, will this year review the Foundation's overall purpose and its strategy for the next few years, with a view to clarifying and better articulating for applicants, grantees and partners what we want to achieve. We aim to have a refreshed purpose and strategy agreed by the end of the year for implementation 2024 onwards.

4. Commission and commence projects to enhance our work

Other projects this year will include:
- staff team development and training including a facilitated strategy awayday
- expanding and supporting the pro bono use of Bromley Place by our grantees
- moving to online application, monitoring and reporting systems
- carrying out a review of how we communicate externally, to include our website
- IT systems and support contract review and refresh

5. Support Investment management

Trustees, supported by our independent advisers and investment managers, will continue to develop and deliver our finance and investment strategies to ensure the strongest possible basis for future grantmaking, including: portfolio diversification, continued active cash management and supporting and developing a strong quarterly joint finance and investment committee (JFIC).

6. Support Trustee succession

A number of both family and independent trustees are at or approaching the end of their terms on the Foundation board and a three-year succession plan has been agreed with Board. During the year we will commence recruitment of two additional and the first replacement trustees according to the plan.

PUBLIC BENEFIT

The Trustees confirm that they have complied with their duty in Section 17 of the Charities Act 2011 to have due regard to the public benefit guidance published by the Charity Commission for England and Wales. The Foundation provides public benefit through the making of grants to registered charities and not-for-profit organisations with charitable objects and through undertaking initiatives which contribute to the needs of UK society. This covers both proactive and reactive grant making. Each year, The Foundation makes a careful judgment between investing in immediate calls on its funds and safeguarding the endowment to meet future needs and challenges.

RISK MANAGEMENT

Risks relating to financial performance and therefore future distribution, due to volatility of markets, are regularly reviewed by the Joint Finance & Investment Committee and include an annual impairment review.

The comprehensive risk register covers a range of issues which include loss of key staff, governance, fraud, reduction in capital and operational risks. Specific examples of risk management include keeping a watching brief on market volatility and portfolio diversification to mitigate loss of capital; reviewing governance and good practice from applicants before grants are awarded; maintaining up to date knowledge of policy or statutory changes/requirements in the sector and setting financial and reporting obligations for grant recipients to monitor multi-year grants before any subsequent payment is released.

The Trustees and staff formally review risk on an annual basis and conclude that there are sufficient controls in place across the organisation. The Chairman and Director also meet the auditor to discuss recommendations arising from their annual audit which may inform any approach to a particular risk.

The Foundation holds high cash reserves, which cover all current grant commitments and operating costs and more, so no funding commitments will be cancelled for lack of funds.

INTERNAL CONTROLS

The Trustees confirm that internal control processes and procedures are in place and continue to be reviewed to ensure that risks are mitigated as far as possible. This includes an annual budget, approved by the Trustees, and monthly financial reporting of actual against budget and other key performance indicators.

The charity was not involved directly or indirectly in any fundraising for its own benefit during 2021. The charity had no fundraising activities requiring disclosure under S162A of the Charities Act.

FINANCIAL REVIEW

The Foundation had income for the year of £1,982,620 (2021: £1,987,662). There were no exceptional dividends in the year under review. Grants awarded in the year amounted to £1,396,300 (2021: £1,760,400). The Joint Finance & Investment Committee agreed to continue to hold a strong cash balance due to the uncertainty of global markets and in order to ensure we are always in a position to meet grant payment commitments as above.

INVESTMENT POLICY AND PERFORMANCE AGAINST OBJECTIVES

The Foundation aims to maximise the investment return and to achieve sufficient cash income to maintain the level of grants. The value of the investment portfolio, excluding cash balances decreased from £94,296,747 in 2021 to £74,861,083 during the year. Trustees review expenditure on a regular basis, in particular at the start of the financial year, and consider new investments and changes in allocation on a case by case basis. The Trustees do not invest to meet a formal social, environmental or ethical investment policy. The Trustees hope to maintain distributions amounting to 2-4%, in the medium term, of the capital value of The Foundation primarily from income.

The distribution in the year was 1.48% (2021: 1.83%) of the average capital value of the twenty previous quarters. No changes were made to The Foundation’s investment policies.

RESERVES POLICY

Reserves are held in order to ensure that outstanding commitments can be met and that, if necessary, levels of spending can be adjusted in a measured way. Total reserves at the year-end were £79,812,925 (2021: £102,239,899). Free reserves are calculated by deducting tangible fixed assets and designated funds from unrestricted funds, as well as adding back any loans used to purchase fixed assets (mortgage balance of £3,395,958 secured against Bromley Place). The free reserves held at the year-end were negative at £1,908,443 (2021: negative at £626,959). The position arises due to the significant value of Bromley Place purchased from unrestricted funds and mortgage funds. Included within unrestricted funds of £2,940,858 are designated funds of £2,208,200 and fixed assets of £6,037,059. However, the Foundation holds an expendable endowment fund of £76,864,892 which can be drawn upon if required in order to meet its obligations. The total amount of restricted reserves held at the year-end and not available for the general purposes of the charity were £7,175. £13,400 remains designated to the Men in Sheds programme, £1,860,800 designated to support improving quality of life for older people in care homes and £334,000 continues to be designated as Covid 19 support funding. The Foundation holds cash balances to manage fluctuations in cash flow and cash liquidity is reviewed quarterly by the Joint Finance & Investment Committee. The Trustees are satisfied that the Foundation, given its financial reserves and fundamental assets, is in a position to meet all its current and anticipated future commitments.

STATEMENT OF TRUSTEES' RESPONSIBILITIES

The Trustees (who are also directors of The Rayne Foundation for the purposes of company law) are responsible for preparing the Trustees' Annual Report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards).

Company law requires the Trustees to prepare financial statements for each financial year. Under company law the Trustees must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that period. In preparing these financial statements, the Trustees are required to:

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

The Trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charitable company's transactions, disclose with reasonable accuracy at any time the financial position of the charitable company and enable them to ensure that the financial statements comply with the Companies Act 2006 and the provisions of the Charity's constitution. They are also responsible for safeguarding the assets of the Charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Approved by order of the members of the board of Trustees and signed on their behalf by:

The Hon Robert A Rayne
Chairman
Date: 6 June 2023

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE RAYNE FOUNDATION

Opinion

We have audited the financial statements of The Rayne Foundation (the 'the foundation') for the year ended 30 November 2022 which comprise the Statement of financial activities, the Balance sheet, the Statement of cash flows and the related notes, 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 November 2022 and of its incoming resources and application of resources, including its income and expenditure for the year then ended;
- have been properly prepared in accordance with 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 United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

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

Other information

The other information comprises the information included in the Annual report other than the financial statements and our Auditor's report thereon. The Trustees are responsible for the other information contained within the Annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

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

- the information given in the Trustees' report for the financial year for which the financial statements are prepared is consistent with the financial statements.
- 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 our knowledge and understanding of the charitable company and its environment obtained in the course of the audit, we have not identified material misstatements in the Trustees' report.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Trustees were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Trustees' report and from the requirement to prepare a Strategic report.

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.

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:

We obtained an understanding of the legal and regulatory frameworks within which the Company operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006. We assessed the required compliance with these laws and regulations as part of our audit procedures on the related financial statement items.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which might be fundamental to the Company’s ability to operate or to avoid a material penalty. We also considered the opportunities and incentives that may exist within the Company for fraud. The laws and regulations we considered in this context for the UK operations were General Data Protection Regulation (GDPR), Anti-fraud, bribery and corruption legislation, environmental protection legislation, Health and safety legislation, Taxation legislation and Employment legislation.

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

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be in the following areas: the override of controls by management, including posting of unusual journals, and inappropriate treatment of non-routine transactions.

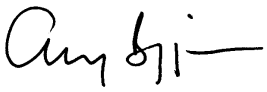
Our audit procedures to respond to these risks included enquiries of management about their own identification and assessment of the risks of irregularities, review and discussion of non-routine transactions, sample testing on the posting of journals and income transactions and review of accounting estimates for biases.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

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

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



Guy Biggin (Senior statutory auditor)
for and on behalf of
Crowe U.K. LLP
Statutory Auditor
Fourth Floor
St James House
St James Square
Cheltenham
GL50 3PR

Date: 19 July 2023

THE RAYNE FOUNDATION

(A company limited by guarantee)

STATEMENT OF FINANCIAL ACTIVITIES (INCORPORATING INCOME AND EXPENDITURE ACCOUNT) FOR THE YEAR ENDED 30 NOVEMBER 2022

	Note	Unrestricted funds 2022 £	Restricted funds 2022 £	Endowment funds 2022 £	Total funds 2022 £	*Total funds 2021 £*
Income from:						
Investments	4	**1,982,620**	**-**	**-**	**1,982,620**	*1,987,662*
Total income		**1,982,620**	**-**	**-**	**1,982,620**	*1,987,662*
Expenditure on:						
Raising funds:	5					
Investment manager's fees		**7,999**	**159**	**120,044**	**128,202**	*134,772*
Charitable activities	6	**2,357,174**	**-**	**-**	**2,357,174**	*2,494,374*
Total expenditure		**2,365,173**	**159**	**120,044**	**2,485,376**	*2,629,146*
Net expenditure before net (losses)/gains on investments		**(382,553)**	**(159)**	**(120,044)**	**(502,756)**	*(641,484)*
Net gains/(losses) on investments		**(113,941)**	**1,833**	**(21,812,110)**	**(21,924,218)**	*9,532,102*
Net (expenditure)/income		**(496,494)**	**1,674**	**(21,932,154)**	**(22,426,974)**	*8,890,618*
Reconciliation of funds:						
Total funds brought forward		**3,437,352**	**5,501**	**98,797,046**	**102,239,899**	*93,349,281*
Net movement in funds		**(496,494)**	**1,674**	**(21,932,154)**	**(22,426,974)**	*8,890,618*
Total funds carried forward	21	**2,940,858**	**7,175**	**76,864,892**	**79,812,925**	*102,239,899*

The notes on pages 23 to 45 form part of these financial statements.

THE RAYNE FOUNDATION

(A company limited by guarantee)
REGISTERED NUMBER: 11559926

BALANCE SHEET
AS AT 30 NOVEMBER 2022

	Note		2022 £		*2021 £*
Fixed assets					
Tangible assets	12		**6,037,059**		*6,254,974*
Investments	13		**76,627,209**		*96,429,925*
			82,664,268		*102,684,899*
Current assets					
Debtors	14	**151,072**		*140,996*	
Investments	15	**1,267,164**		*3,963,864*	
Cash at bank and in hand		**1,922,617**		*4,075,586*	
Current liabilities		**3,340,853**		*8,180,446*	
Creditors: amounts falling due within one year	16	**(2,380,479)**		*(3,471,035)*	
Net current assets			**960,374**		*4,709,411*
Total assets less current liabilities			**83,624,642**		*107,394,310*
Creditors: amounts falling due after more than one year	18		**(3,811,717)**		*(5,154,411)*
Total net assets			**79,812,925**		*102,239,899*

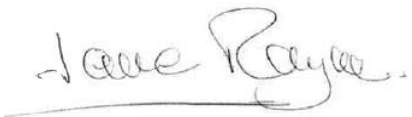
BALANCE SHEET (CONTINUED)
AS AT 30 NOVEMBER 2022

	Note	2022 £	*2021 £*
Charity funds			
Endowment funds	21	**76,864,892**	*98,797,046*
Restricted funds	21	**7,175**	*5,501*
Unrestricted funds	21	**2,940,858**	*3,437,352*
Total funds		**79,812,925**	*102,239,899*

The Trustees acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and preparation of financial statements.

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

The financial statements were approved and authorised for issue by the Trustees and signed on their behalf by:



.....
Lady Jane Rayne
Trustee

.....
The Hon. Robert A Rayne
Chair of Trustees

Date: 6 June 2023

The notes on pages 23 to 45 form part of these financial statements.

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 NOVEMBER 2022

	Note	2022 £	2021 £
Cash flows from operating activities			
Net cash used in operating activities	23	**(4,330,105)**	*(2,840,863)*
Cash flows from investing activities			
Dividends, interests and rents from investments		**1,982,620**	*1,987,662*
Purchase of tangible fixed assets		**(1,948)**	*(39,484)*
Proceeds from sale of investments		**13,435,238**	*24,283,712*
Purchase of investments		**(15,923,796)**	*(22,151,909)*
Proceeds from investment repayments		**161,227**	*80,000*
Movement in investments held as cash		**2,696,700**	*(1,134,929)*
Net cash provided by investing activities		**2,350,041**	**3,025,052**
Cash flows from financing activities			
Repayments of borrowing		**(172,905)**	*(110,537)*
Financing fees		**-**	*(600)*
Net cash used in financing activities		**(172,905)**	**(111,137)**
Change in cash and cash equivalents in the year		**(2,152,969)**	**73,052**
Cash and cash equivalents at the beginning of the year		**4,075,586**	*4,002,534*
Cash and cash equivalents at the end of the year	24	**1,922,617**	*4,075,586*

The notes on pages 23 to 45 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2022

1. General information

The Rayne Foundation is a charitable company limited by guarantee, registered with Companies House (registered number: 11559926 England & Wales) and the Charity Commission (registered number: 1179912). Its registered principal office is 3 Bromley Place, London, W1T 6DB.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with the Charities SORP (FRS 102) - 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) (effective 1 January 2019), the Companies Act 2006 and the Charities Act 2011.

The Rayne Foundation 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.

2.2 Going concern

The Foundation has cash resources and no requirement for external funding during the year. The Trustees have a reasonable expectation that the Foundation has adequate resources to continue in operational existence for the foreseeable future and there are no material uncertainties about the charity's ability to continue.

Having regard to the above, the Trustees believe it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

2.3 Income

Income from investments is included in the Statement of Financial Activities only if received, or declared and receivable. Gains or losses arising from the revaluation of investments are dealt with in the Statement of Financial Activities.

2. Accounting policies (continued)

2.4 Expenditure

Expenditure is accrued as soon as a liability is considered probable. Grants are recognised when a constructive obligation arises that results in the payment being unavoidable.

Costs of raising funds include expenditure associated with investment management.

Charitable activities include expenditure associated with grants payable and include both the direct costs and support costs relating to these activities.

Governance costs include those incurred in the governance of the Foundation and its assets and are primarily associated with constitutional and statutory requirements and are included within support costs.

Support costs include central functions and have been allocated to activity cost categories on a basis consistent with the use of resources.

All expenditure is classified under activity headings that aggregate all costs related to the category. Irrecoverable VAT is charged against the category of expenditure for which it was incurred.

Expenditure on raising funds includes all expenditure incurred by the The Foundation to raise funds for its charitable purposes and includes costs of all fundraising activities events and non-charitable trading.

Expenditure on charitable activities is incurred on directly undertaking the activities which further the The Foundation's objectives, as well as any associated support costs.

2.5 Taxation

The Rayne Foundation is a registered charity, and as such is entitled to taxation exemptions on all its income and gains, properly applied for its charitable purposes.

2.6 Tangible fixed assets and depreciation

Tangible fixed assets costing £750 or more are capitalised.

A review for impairment of a fixed asset is carried out if events or changes in circumstances indicate that the carrying value of any fixed asset may not be recoverable. Shortfalls between the carrying value of fixed assets and their recoverable amounts are recognised as impairments. Impairment losses are recognised in the Statement of Financial Activities.

Tangible fixed assets are carried at cost, net of depreciation and any provision for impairment. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

2. Accounting policies (continued)

2.6 Tangible fixed assets and depreciation (continued)

Freehold buildings	- 30 years straight line
Freehold land	- Not depreciated
Fixtures and fittings	- 5 years straight line
Office equipment	- 5 years straight line
Computer equipment	- 3 years straight line

2.7 Investments

Quoted investments are stated in the Balance Sheet at their market value as at the year end date.

Non listed investments are measured at historic cost and are reviewed annually for impairment.

Included in current asset investments are short term cash deposits.

Works of art are valued periodically for insurance purposes, and this value is incorporated in the Balance Sheet. Gains and losses are shown in the Statement of Financial Activities and reflected in the relevant fund.

2.8 Financial instruments

The Foundation 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. Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method.

2.9 Debtors

Other debtors and accrued income are recognised at the settlement amount due.

Prepayments are valued at the amount prepaid.

2.10 Cash at bank and in hand

Cash at bank and 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.

2.11 Creditors

Liabilities are recognised once there is a legal or constructive obligation that commits the Foundation to the obligation. Creditors are normally recognised at their settlement amount after allowing for any discounts due.

2. Accounting policies (continued)

2.12 Pensions

The Foundation operates a defined contribution scheme on behalf of its employees. Contributions are charged in the Statement of Financial Activities as incurred. No further liabilities accrue under the scheme.

2.13 Expendable Endowment Fund

The expendable endowment fund is maintained to generate sustainable income for the unrestricted funds.

2.14 Restricted Funds

Restricted funds are subject to specific conditions by donors as to how they may be used. The purposes and uses of the restricted funds are set out in the notes to the financial statements.

2.15 Unrestricted Funds

Unrestricted funds are expendable at the discretion of the Trustees in furtherance of the objects or administration of the Foundation.

Designated funds comprise general funds, which have been set aside at the discretion of the Trustees, for specific purposes.

3. Critical accounting estimates and areas of judgement

Preparation of the financial statements requires management to make judgements and estimates. The Trustees consider that there are no material judgements in applying accounting policies or key sources of estimation uncertainty.

4. Investment income

	Unrestricted funds 2022 £	Total funds 2022 £	*Total funds 2021 £*
Licence income	39,426	**39,426**	*44,216*
Income from investments	1,935,951	**1,935,951**	*1,940,256*
Interest receivable	7,243	**7,243**	*3,190*
Total 2022	1,982,620	**1,982,620**	*1,987,662*
Total 2021	*1,987,662*	*1,987,662*	

5. Investment management costs

	Unrestricted funds 2022 £	Restricted funds 2022 £	Endowment funds 2022 £	Total funds 2022 £	*Total funds 2021 £*
Investment management fees	7,999	159	120,044	**128,202**	*134,772*
Total 2021	*9,245*	*240*	*125,287*	*134,772*	

6. Analysis of expenditure on charitable activities

Summary by fund type

	Unrestricted funds 2022 £	Total 2022 £	*Total 2021 £*
Support costs	775,049	**775,049**	*774,974*
Grant funding of activities	1,376,300	**1,376,300**	*1,719,400*
Impairment of investment	205,825	**205,825**	*-*
Total 2022	2,357,174	**2,357,174**	*2,494,374*

7. Analysis of expenditure by activities

	Activities undertaken directly 2022 £	Grant funding of activities 2022 £	Total funds 2022 £	*Total funds 2021 £*
Support costs	775,049	-	**775,049**	*774,974*
Grant funding of activities	-	1,376,300	**1,376,300**	*1,719,400*
Impairment of investment	205,825	-	**205,825**	*-*
Total 2022	980,874	1,376,300	**2,357,174**	*2,494,374*
Total 2021	*774,974*	*1,719,400*	*2,494,374*	

Analysis of support costs

	Total funds 2022 £	*Total funds 2021 £*
Staff costs (note 10)	**181,343**	*239,220*
Depreciation	**219,863**	*220,554*
Staff related costs	**31,560**	*16,872*
Premises cost	**133,428**	*136,537*
Travel and subsistence	**1,092**	*464*
Office costs	**59,418**	*57,431*
Governance costs (note 8)	**148,345**	*103,896*
Impairment of investment	**205,825**	*-*
	980,874	*774,974*

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2022

8. Governance costs

	2022 £	2021 £
Trustee expenses	**1,268**	-
Legal fees	**54,944**	*46,654*
Professional fees	**76,593**	*43,070*
Audit and accountancy fees	**15,540**	*14,172*
	148,345	*103,896*

9. Auditor's remuneration

	2022 £	2021 £
Fees payable to the The Foundation's auditor for the audit of The Foundation's annual accounts	**9,300**	*8,160*
Fees payable to the The Foundation's auditor in respect of:		
Preparation of the financial statements	**3,650**	*3,650*

10. Staff costs

	2022 £	2021 £
Wages and salaries	**145,921**	*192,230*
Social security costs	**14,780**	*20,178*
Contribution to defined contribution pension schemes	**20,642**	*26,812*
	181,343	*239,220*

The average number of persons employed by the The Foundation during the year was as follows:

	2022 No.	2021 No.
Administration	**3**	*4*
Management	**1**	*1*
	4	*5*

10. Staff costs (continued)

The number of employees whose employee benefits (excluding employer pension costs) exceeded £60,000 was:

	2022	*2021*
	No.	*No.*
In the band £70,001 - £80,000	**1**	*-*
In the band £100,001 - £110,000	**-**	*1*

Defined contribution pension scheme costs payable with regard to the higher paid employee totalled £8,950 (2021: £14,729).

Key management personnel employee benefits consisting of the Acting Director totalled £100,442 (Director in 2021: £136,856).

11. Trustees' remuneration and expenses

During the year, no Trustees received any remuneration or other benefits *(2021 - £NIL)*.

During the year ended 30 November 2022, expenses totalling £1,268 were reimbursed or covered travel costs *(2021:* £NIL).

12. Tangible fixed assets

	Freehold land and buildings £	Fixtures and fittings £	Office equipment £	Computer equipment £	Total £
Cost					
At 1 December 2021	**6,295,786**	**390,494**	**5,777**	**23,153**	**6,715,210**
Additions	**-**	**1,948**	**-**	**-**	**1,948**
At 30 November 2022	**6,295,786**	**392,442**	**5,777**	**23,153**	**6,717,158**
Depreciation					
At 1 December 2021	**282,654**	**159,829**	**1,388**	**16,365**	**460,236**
Charge for the year	**133,745**	**79,235**	**1,155**	**5,728**	**219,863**
At 30 November 2022	**416,399**	**239,064**	**2,543**	**22,093**	**680,099**
Net book value					
At 30 November 2022	**5,879,387**	**153,378**	**3,234**	**1,060**	**6,037,059**
At 30 November 2021	*6,013,132*	*230,665*	*4,389*	*6,788*	*6,254,974*

Freehold land and buildings includes mixed use property. The element considered to be investment property is not separately identifiable.

13. Fixed asset investments

	Quoted investments £	George Capital £	Social investments £	Works of art £	Total £
Cost or valuation					
At 1 December 2021	**94,296,747**	**1,106,678**	**315,000**	**961,500**	**96,679,925**
Additions	**15,923,796**	**-**	**-**	**-**	**15,923,796**
Disposals	**(13,435,238)**	**-**	**-**	**-**	**(13,435,238)**
Revaluations	**(21,924,222)**	**-**	**-**	**-**	**(21,924,222)**
Capital repayments	**-**	**(96,227)**	**(65,000)**	**-**	**(161,227)**
At 30 November 2022	**74,861,083**	**1,010,451**	**250,000**	**961,500**	**77,083,034**
Impairment					
At 1 December 2021	**-**	**-**	**250,000**	**-**	**250,000**
Charge for the year	**-**	**205,825**	**-**	**-**	**205,825**
At 30 November 2022	**-**	**205,825**	**250,000**	**-**	**455,825**
Net book value					
At 30 November 2022	**74,861,083**	**804,626**	**-**	**961,500**	**76,627,209**
At 30 November 2021	*94,296,747*	*1,106,678*	*65,000*	*961,500*	*96,429,925*

Works of Art are valued for insurance purposes on a rolling basis at least every 5 years. In 2022 valuations were provided by Christie's for the whole portfolio of art works. These valuations have been used by the Trustees as a proxy for market value. Some of the items are on loan for display by public or charitable organisations.

Social Investments represent funds made available to Emmaus UK for the provision of loans to develop new Emmaus Communities and to support Emmaus Enterprises.

Please see note 28 for details of the George Capital investment.

14. Debtors

	2022 £	2021 £
Due within one year		
Other debtors	**141,020**	*126,485*
Prepayments	**10,052**	*14,511*
	151,072	*140,996*

15. Current asset investments

	2022 £	2021 £
Cash held with Investment managers	**1,267,164**	*3,963,864*

16. Creditors: Amounts falling due within one year

	2022 £	2021 £
Bank loans	**151,241**	*142,952*
Other taxation and social security	**11,943**	*7,653*
Other creditors	**21,821**	*40,172*
Accruals	**79,174**	*84,858*
Grants payable	**2,116,300**	*3,195,400*
	2,380,479	*3,471,035*

17. Reconciliation of grants payable:

	2022 £	2021 £
Commitments brought forward	**4,923,900**	*5,363,200*
Commitments made in the year	**1,396,300**	*1,760,400*
Commitments withdrawn	**(20,000)**	*(41,000)*
Grants paid during the year	**(3,616,900)**	*(2,158,700)*
Commitments carried forward	**2,683,300**	*4,923,900*

18. Creditors: Amounts falling due after more than one year

	2022 £	*2021* *£*
Bank loans	**3,244,717**	*3,425,911*
Grants payable	**567,000**	*1,728,500*
	3,811,717	*5,154,411*

Included within the above are amounts falling due as follows:

	2022 £	*2021* *£*
Between one and two years		
Bank loans	**156,106**	*151,641*
Between two and five years		
Bank loans	**499,095**	*484,820*
Over five years		
Bank loans	**2,589,516**	*2,789,450*

The mortgage is secured by a legal charge over the property 3 Bromley Place, London, W1T 6DB.

19. Grants

Company Name	Appeal Summary	Covid Grant	Main Grant	Total
Arts as a tool to achieve social change				
Dante or Die Theatre Limited	Towards a digital artistic and engagement project exploring the harms of online gambling.		16,500	16,500
Hijinx Theatre	Towards the salary and running costs of Hijinx Film.		40,000	40,000
The Clay Foundation	Towards a one year extension of the ReCast project.		15,000	15,000
Intergenerational Music Making (IMM)	Towards a virtual, intergenerational programme connecting local schools, community groups and creatives to their local care homes and older people through music.		20,000	20,000
Synergy Theatre Project	Towards the salary of a Learning & Engagement Manager.		75,000	75,000
Delight	Towards core costs to support the expansion of arts-based learning programmes which aim to improve the mental wellbeing, learning and creativity of children from disadvantaged backgrounds.		45,000	45,000
Other - health				
Doctors in Distress	Towards 'Long Covid care for Medics'.	10,000		10,000
Scottish Ballet	Towards the development of a dance programme for people living with Long Covid.		20,000	20,000
Providence Row	Towards the development of an Outreach Psychotherapy project to support entrenched and extremely vulnerable rough-sleepers and vulnerably housed people in Tower Hamlets.		75,000	75,000
Medecins Sans Frontieres UK	Towards MSF's Emergency Fund.		20,000	20,000
English National Opera	Towards ENO Breathe, a programme for those suffering from ongoing breathlessness, anxiety and other symptoms of Long Covid.		50,000	50,000
Freedom from Torture (FfT)	Towards the provision of holistic therapeutic and practical legal and welfare support to adult and young survivors of torture in North East England.		60,000	60,000

Grants (continued)

Company Name	Appeal Summary	Covid Grant	Main Grant	Total
Improved quality of life for carers and for older people				
National Museums Liverpool	Towards On the Road, bringing House of Memories museum experiences to older people in their communities.		60,000	60,000
Dementia UK	Towards a new Admiral Nurse service in Torbay and South Devon supporting patients and families who move from hospital into a care home.		20,000	20,000
St Joseph's Hospice Hackney	Towards the running costs of St Joseph's Hospice' Namaste Care East London Project.		20,000	20,000
Age UK South Lakeland	Toward an extension of funding to the Compass programme so it can further expand outside of Cumbria.	20,000		20,000
Magic Me	Towards developing, testing and implementing sustainable ways of scaling up Magic Moments in care homes across England.		20,000	20,000
Others - social				
West London Zone	Towards the salary of the Strategy and Impact Director.		90,000	90,000
Amma Birth Companions	Towards a support programme for people who experience discrimination and systemic inequalities in the realms of reproductive, pregnancy and postnatal care.		20,000	20,000
The Oxford Diocesan Council for Social Work Inc	Towards a pilot approach that will offer women the opportunity to receive holistic, tailored, community-based support, rather than a summons to court.		60,000	60,000
Beating Time	Towards an in-prison Employment Consultancy for people serving sentences, led by people serving sentences.		35,000	35,000
Disasters Emergency Committee	Towards DEC Ukraine Humanitarian Appeal.	20,000		20,000

Grants (continued)

Company Name	Appeal Summary	Covid Grant	Main Grant	Total
Gingerbread, the charity for single parent families	Towards a series of online workshops to provide single parents with an interactive toolkit to improve their wellbeing, mental health and resilience.		15,000	15,000
Future Frontiers Ltd	Towards core costs to develop a new, extended two-year programme of career coaching and guidance to equip disadvantaged 14-16 year-olds.		20,000	20,000
Young people's improved mental health				
StreetDoctors Ltd	Towards a project to empower young people to cope with the physical and mental health effects of experiencing traumatic violence.		50,000	50,000
First Light South West	Towards piloting a family centred approach to recovery support for young person victims (11-18yrs) of sexual abuse or exploitation in Devon.		60,000	60,000
Power2 Ltd	Towards a project that will offer 115 young people in the care system and their mainstream schools with an asset-based early intervention.		60,000	60,000
Reaching Higher Limited	Towards the creation of a referral pathway for highly vulnerable young people engaged in a Youth Offending Service to integrate into trauma-informed community-based programmes.		10,000	10,000
The Prison Advice and Care Trust	Towards piloting the first trauma-informed casework service for young men in custody.		60,000	60,000
Mosac	Towards a suite of training sessions for non-abusing parents and carers following a disclosure of child sexual abuse.		45,000	45,000

Grants (continued)

Company Name	Appeal Summary	Covid Grant	Main Grant	Total
St Giles Trust	Towards a project that will work with 40 children and young people per year (80 in total) on the edge of being taken into Local Authority care.		50,000	50,000
The Anna Freud Centre	Towards the development and implementation of the Virtual Mental Health Lead (VMHL) in the London Borough of Brent.		75,000	75,000
Beat	Towards a free, moderated email support service for young people who are currently struggling to overcome their own eating disorder.		60,000	60,000
The National Autistic Society	Towards the development, delivery and dissemination of a suite of free, online mental health resources for young autistic people.		60,000	60,000
Youthnet UK Ltd	Towards piloting the expansion of its current counselling services to introduce video-based counselling.		19,800	19,800
Total Grants Awarded		**50,000**	**1,346,300**	**1,396,300**

20. Financial instruments

	2022	*2021*
	£	*£*
Financial assets		
Financial assets measured at fair value through income and expenditure	**77,089,747**	*95,258,247*

Financial assets measured at fair value through income and expenditure comprise investments.

21. Statement of funds

Statement of funds - current year

	Balance at 1 December 2021 £	Income £	Expenditure £	Transfers in/out £	Gains/ (Losses) £	Balance at 30 November 2022 £
Unrestricted funds						
Designated funds						
Mens Sheds	**13,400**	**-**	**-**	**-**	**-**	**13,400**
Improved Quality of Life for Older People in Care Homes	**980,800**	**-**	**(120,000)**	**1,000,000**	**-**	**1,860,800**
Covid-19 allocation	**384,000**	**-**	**(50,000)**	**-**	**-**	**334,000**
	1,378,200	**-**	**(170,000)**	**1,000,000**	**-**	**2,208,200**
General funds						
General Fund	**2,059,152**	**1,982,620**	**(2,195,173)**	**(1,000,000)**	**(113,941)**	**732,658**
Total Unrestricted funds	**3,437,352**	**1,982,620**	**(2,365,173)**	**-**	**(113,941)**	**2,940,858**
Endowment funds						
Expendable Endowment Fund	**98,797,046**	**-**	**(120,044)**	**-**	**(21,812,110)**	**76,864,892**
Restricted funds						
Gerry Nash Fund	**5,501**	**-**	**(159)**	**-**	**1,833**	**7,175**
Total of funds	**102,239,899**	**1,982,620**	**(2,485,376)**	**-**	**(21,924,218)**	**79,812,925**

21. Statement of funds (continued)

Statement of funds - prior year

	Balance at 1 December 2020 £	*Income* £	*Expenditure* £	*Gains/ (Losses)* £	*Balance at 30 November 2021* £
Unrestricted funds					
Designated funds					
Mens Sheds	*40,000*	-	*(26,600)*	-	*13,400*
Improved Quality of Life for Older People in Care Homes	*1,100,800*	-	*(120,000)*	-	*980,800*
Covid-19 allocation	*802,300*	-	*(418,300)*	-	*384,000*
	1,943,100	-	*(564,900)*	-	*1,378,200*
General funds					
General Fund	*2,015,863*	*1,987,662*	*(1,938,719)*	*(5,654)*	*2,059,152*
Total Unrestricted funds	*3,958,963*	*1,987,662*	*(2,503,619)*	*(5,654)*	*3,437,352*
Endowment funds					
Expendable Endowment Fund	*89,384,688*	-	*(125,287)*	*9,537,645*	*98,797,046*
Restricted funds					
Gerry Nash Fund	*5,630*	-	*(240)*	*111*	*5,501*
Total of funds	*93,349,281*	*1,987,662*	*(2,629,146)*	*9,532,102*	*102,239,899*

21. Statement of funds (continued)

The Emmaus UK Fund represents a social investment loan to be made available to Emmaus UK which was repaid at the year end.

The Mens Sheds fund represents money put aside to be granted to the Mens Sheds Programme in future periods.

The Gerry Nash Fund (previously known as the Peggy Nash Legacy) is restricted for grants relating to medical research, general medical or health related projects.

The Improved Quality of Life for Older People in Care Homes designated fund will be used to focus on the little things within care homes that will make a difference and relationships between the care homes and wider community.

The Covid-19 allocation relates to funding designated by the Trustees to provide additional support for the charity sector in light of the impact of the pandemic.

22. Analysis of net assets between funds

Analysis of net assets between funds - current year

	Unrestricted funds 2022 £	Restricted funds 2022 £	Endowment funds 2022 £	Total funds 2022 £
Tangible fixed assets	6,037,059	-	-	**6,037,059**
Fixed asset investments	3,054,076	-	73,573,133	**76,627,209**
Current assets	(1,058,081)	107,175	4,291,759	**3,340,853**
Creditors due within one year	(1,280,479)	(100,000)	(1,000,000)	**(2,380,479)**
Creditors due in more than one year	(3,811,717)	-	-	**(3,811,717)**
Total	2,940,858	7,175	76,864,892	**79,812,925**

22. Analysis of net assets between funds (continued)

Analysis of net assets between funds - prior year

	Unrestricted funds 2021 £	*Restricted funds 2021 £*	*Endowment funds 2021 £*	*Total funds 2021 £*
Tangible fixed assets	*6,254,974*	*-*	*-*	*6,254,974*
Fixed asset investments	*3,502,429*	*-*	*92,927,496*	*96,429,925*
Current assets	*(917,705)*	*228,601*	*8,869,550*	*8,180,446*
Creditors due within one year	*(1,271,035)*	*(200,000)*	*(2,000,000)*	*(3,471,035)*
Creditors due in more than one year	*(4,131,311)*	*(23,100)*	*(1,000,000)*	*(5,154,411)*
Total	*3,437,352*	*5,501*	*98,797,046*	*102,239,899*

23. Reconciliation of net movement in funds to net cash flow from operating activities

	2022 £	*2021 £*
Net income/expenditure for the year (as per Statement of Financial Activities)	**(22,426,974)**	*8,890,618*
Adjustments for:		
Depreciation charges	**219,863**	*220,554*
(Gains)/Losses on investments	**21,924,218**	*(9,532,102)*
Dividends, interest and rents received from investments	**(1,982,620)**	*(1,987,662)*
Decrease/(Increase) in debtors	**(10,076)**	*12,693*
(Decrease)/Increase in creditors	**(2,261,010)**	*(444,964)*
Impairment of investment	**205,825**	*-*
Net cash used in operating activities	**(4,330,774)**	*(2,840,863)*

24. Analysis of cash and cash equivalents

	2022 £	*2021 £*
Cash in hand	**1,922,617**	*4,075,586*

25. Analysis of changes in net debt

	At 1 December 2021 £	Cash flows £	Other non-cash changes £	At 30 November 2022 £
Cash at bank and in hand	**4,075,586**	**(2,152,969)**	**-**	**1,922,617**
Debt due within 1 year	**(142,952)**	**172,905**	**(181,194)**	**(151,241)**
Debt due after 1 year	**(3,425,911)**	**-**	**181,194**	**(3,244,717)**
Liquid investments	**3,963,864**	**(2,696,700)**	**-**	**1,267,164**
	4,470,587	**(4,676,764)**	**-**	**(206,177)**

26. Pension commitments

The Foundation operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Foundation in an independently administered fund. The pension cost charge represents contributions payable by the Foundation to the fund amounted to £27,522 *(2021: £26,812).* Contributions of £4,705 *(2021: £3,288)* were payable to the fund at the balance sheet date.

27. Operating licence commitments

At 30 November 2022 The Foundation had commitments to receive future minimum licence receipts as follows:

	2022 £	*2021 £*
Not later than 1 year	**32,780**	*32,780*
Later than 1 year and not later than 5 years	**51,902**	*84,682*
	84,682	*117,462*

28. Related party transactions

Lady Rayne and The Hon. Robert A Rayne also serve as Trustees of The Rayne Trust (TRT), a company limited by guarantee and a registered charity.

During the year The Rayne Foundation (TRF) recharged expenses to TRT totalling £122,006 (2021: £125,551). At the year end the balance within TRF debtors due from TRT is £123,066 (2021: £125,591).

The Hon. Robert A Rayne also serves as a Non-Executive Chairman of LMS Capital Plc. The Rayne Foundation holds 6.64% (2021:6.64%) of shares in LMS Capital plc and 1.643% (2021:1.68%) of shares in Derwent London plc.

LMS Capital Plc signed a License to Occupy Agreement on 10th July 2020 with The Rayne Foundation to occupy part of 3 Bromley Place. During the year The Rayne Foundation received rental income of £32,780 (2021: £32,780).

The Rayne Foundation holds an investment of £661,183.69 (£1.44 of capital commitment and £661,182.25 of Loan commitments) in George Capital Real Estate Fund LP (the "Fund 1"). The commitments invested represent 7.98% of the total commitments in Fund 1 (2021: 7.98%). Other limited partners include The Rayne Foundation Chairman The Hon.Robert A Rayne (SQP Ltd), holding 11.25% of total commitments in Fund 1 (2021: 11.25%) and Trustee, The Hon. Nicholas Rayne, holding 8.53% of total commitments in Fund 1 (2021: 8.53%). At the year end, the Trustees have assessed the investments for impairment and a impairment charge of £66,118 for Fund 1 and £139,707 for Fund 2 has been expensed.

The Rayne Foundation holds an investment of £349,266.75 (£0.50 of capital commitment and £349,266.75 of Loan commitments) in George Capital Real Estate Fund 2 LLP (the "Fund 2"). The commitment invested represents 2.02% of the total commitments in the Partnership (2021: 2.02%). Other limited partners include The Rayne Foundation Chairman, The Hon.Robert A Rayne (SQP Ltd), holding 7.19% as at 30 November 2022 of total commitments in Fund 2 (2021: 7.19%). No other partners included in Fund 2 have any connections with The Rayne Foundation.

The Hon. Robert A Rayne is Emeritus Trustee of The National Theatre, currently in receipt of a grant of £100,000 (£10,000 per annum for ten years) towards the Max Rayne Studio Design Award, which was committed to in the year ended 30 November 2013, now in its Eighth year. At the year-end, £40,000 was included within grant creditors, of which £30,000 is due to be paid in greater than one year.

The following transactions occured in the prior year where there were no transactions this year.

£5,000 was awarded to the Bromley by Bow Centre - The Chair of Trustees, Professor Ajit Lalvani, is a Principal Investigator at Imperial College and was line managed by Sir Anthony Newman Taylor until Sir Anthony's retirement in September 2020.

THE RAYNE FOUNDATION

England & Wales - Charity number 1179912

Accounts

Charity Number: 1179912
Company Number 11559926

THE RAYNE FOUNDATION

TRUSTEES' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 NOVEMBER 2021

THE RAYNE FOUNDATION

CONTENTS

	Page
Reference and administrative details of the Foundation, its Trustees and Advisers	1 - 2
Trustees' report	3 - 8
Independent auditor's report	9 - 12
Statement of financial activities	13
Balance sheet	14 - 15
Statement of cash flows	16
Notes to the financial statements	17 - 41

REFERENCE AND ADMINISTRATIVE DETAILS OF THE FOUNDATION, ITS TRUSTEES AND ADVISERS FOR THE YEAR ENDED 30 NOVEMBER 2021

Trustees

Lady Rayne, Patron
The Hon. Robert A Rayne, Chairman
The Hon. Natasha Rayne
The Hon. Nicholas Rayne
Professor Sir Anthony Newman Taylor
Lady Browne-Wilkinson (Deputy Chairman)
Sir Emyr Jones Parry
Rabbi Baroness Neuberger DBE

Charity registered number
1179912

Company Number
11559926

Principal office

3 Bromley Place,
London W1T 6DB

Investment advisers

Rathbone Brothers PLC
8 Finsbury Circus
London EC2M 7AZ

Cazenove Capital Management Limited
1 London Wall Place
London EC2Y 5AU

Director of The Rayne Foundation
Amelia Fitzalan Howard (resigned December 2021)

Independent auditor

Crowe U.K. LLP
4th Floor
St James House
St James Square
Cheltenham
Gloucestershire GL50 3PR

REFERENCE AND ADMINISTRATIVE DETAILS OF THE FOUNDATION, ITS TRUSTEES AND ADVISERS FOR THE YEAR ENDED 30 NOVEMBER 2021

Bankers

Barclays Bank Plc
Level 15,
1 Churchill Place,
London, E14 5HP

Solicitors

Farrer & Co LLP
66 Lincoln's Inn Fields
London WC2A 3LH

TRUSTEES' REPORT
FOR THE YEAR ENDED 30 NOVEMBER 2021

The Rayne Foundation (referred to as "The Foundation" throughout this report) is an incorporated charity and registered in England and Wales, Charity Number: 1179912 and Company Number 11559926 as set out in the Memorandum of Articles.

The Trustees present their report and financial statements for the year ended 30 November 2021.

STRUCTURE, GOVERNANCE AND MANAGEMENT

The selection and appointment of Trustees is carried out using criteria which considers the knowledge and skills they would bring to meet the charitable purposes of The Foundation. Should new Trustees be appointed, names would be proposed and any appointment then made upon the Board's approval. New Trustees have a tailored induction programme to ensure they meet their statutory obligations as well as understanding the focus of the Foundation. No new Trustee was appointed during the year. There is no Trustee remuneration policy as no Trustee receives any remuneration for being a Trustee but travel expenses can be claimed. The Trustees are volunteers in their role as Trustees, but The Foundation does not otherwise rely on the work of other volunteers.

There were no changes to the Trustee Board during the year and The Hon Robert Rayne and Lady Browne-Wilkinson continue to be Chairman and Deputy Chairman respectively.

Day to day responsibility for managing The Foundation is with the Director, Amelia Fitzalan Howard, four staff and one consultant. Staff remuneration is agreed by the Chairman of The Rayne Foundation, The Hon Robert A Rayne. Upon any new appointments being made, remuneration would be agreed in line with other comparable roles. The Director resigned in December 2021 and interim management arrangements were put in place to ensure the continued smooth running of the organisation. Shan Nicholas was appointed as Interim Chief Executive and The Foundation is in the process of recruiting a permanent Director. The interim arrangements will remain in place until a permanent Director takes up post.

The Trustees' responsibilities include the setting of policy and strategy and approving grants above £20,000. Trustees are advised on finance, investments and risk mitigation by the Joint Finance & Investment Committee.

During the year, there was the annual review of policies and procedures which were noted by the Board. The Foundation continued to ensure it was updated on recommended guidance from the Charity Commission regarding safeguarding both when assessing applicants as well as when monitoring grant reporting. This is now a standing Board agenda item. The move to electronic banking several years ago across The Rayne Charities, supported by revised processes and procedures, meant there was no adverse impact on financial management when home working and lockdown began.

THE YEAR UNDER REVIEW

Covid 19

The year 2020/2021 continued to be a year affected by Covid 19 with periodic lockdowns and continued working from home. The Board meetings and Finance Committee continued to operate remotely during the course of the year as they had done in the previous year. Whilst the Trustees met more frequently during the early months of the pandemic, meetings returned to their normal quarterly cycle in 2020/21. In the financial year ended 30th November 2020, the Foundation agreed to make an additional £2 million, drawn from capital, available to make additional grants and donations in response to the impact of Covid. This was alongside the already agreed grants budget. By 30th November 2021, £1,616,000 had been distributed through 102 grants/donations.

The Trustees ensured decision making was not a lengthy process, and grants covered a range of sectors covering immediate needs such as food poverty, domestic abuse, refugees and more. The remainder of this

Covid fund will be allocated in 2022. The Trustees also increased the authority level of grants decided by the Chairman and Director from £10k to £20k in order to facilitate quicker decision making; this will continue for the duration of the Covid spend. All grants above this amount continue to go to the Board meetings for decision. Whilst Trustees continued to recommend organisations they knew personally for donations of a maximum of £5k to support Covid needs, greater emphasis was placed on extending existing commitments. The Director ensured regular liaison with other Trusts and Foundations and collaboration where appropriate to ensure the Foundation was as up to date as possible with what others were doing.

More details of expenditure follow below. The Foundation has not reduced its grant making budget and has no plans to do so.

OBJECTIVES AND ACTIVITIES

The Foundation's mandate, as determined by the Trustees, is to understand and engage with the needs of UK society which it does by providing financial support to help address neglected national issues.

The theme that underpins The Foundation's grant making is bridge building to connect people and communities by bringing them together for the good of society, and ultimately to help create a more comprehending and cohesive world. The Trustees continue to consider projects in areas covering the arts, health and wellbeing, education – in its widest sense, and social issues. There have been no changes to the above theme or the three Areas of Special Interest:

- Arts as a tool to achieve social change;
- Improved quality of life for carers and for older people;
- Young people's improved mental health.

When assessing projects, The Foundation considers charities and organisations that demonstrate wider than local application and awareness of the bigger picture; real expertise and sector knowledge; commitment to demonstrating results and sharing learning; strong leadership, management and track record. The preference is to fund front-line organisations providing direct benefits to vulnerable and disadvantaged people. The Foundation wants to fund innovative, high quality projects, backing exceptional people with vision and continues to be particularly interested in programmes supporting the most vulnerable and disadvantaged people and/or communities.

During the year, 57 grants/donations *(115 grants commitments totalling £3,268,500 - 2020)* totalling £1,760,400 were made, of which 31 (£1,342,100) came from the main grants budget and were not in response to Covid. At the beginning of the pandemic in 2020, Trustees and staff had been focused on an emergency response and support for organisations and projects in need of immediate funding. As a result of this and the impact on staff workloads, Trustees agreed to close the open grants programme from February through to June 2021. During this time, staff put greater emphasis on supporting existing grantees and previously funded organisations to safeguard and develop ideas and projects which had begun prior to the pandemic. As a result, a number of one-year extension grants were offered supporting further wider application, for example, to Brighton Dome & Festival to support year-round Our Place co-creation work and share learning, and to Alive Activities and Mind the Gap for digital expansion of their existing programmes; plus further grants to safeguard existing work such as for The Baobab Centre, British Refugee Council, and Wishing Well.

During the year, a handful of previously funded organisations demonstrated that they were continuing to evolve and grow with potential to have further wider influence, which resulted in new three-year funding commitments: grantees in this category included Hope for Justice, Leap Confronting Conflict, OpenUp Music and Playlist for Life. New grants were made to some interesting projects which came about because of the pandemic, for example, two different arts organisations applied to us to explore how creativity could be used to support health professionals' and young people's understanding of compassion (China Plate) and empathy (Paper Birds) at a moment in time when healthcare staff were suffering from burnout and young people were really disconnected

from each other due to lockdowns and social distancing. The increased understanding about using digital resources effectively helped make the case for supporting Over the Wall with a grant to develop a virtual, therapeutic activity programme for seriously ill children in hospital.

The pandemic has had a profound impact on many people's mental health and it is no surprise with young people's mental health as an area of special interest that we made a number of grants to support mental wellbeing including grants to 1625 Independent People, Caius House, The London Pathway, Partnership for Children, Rethink Mental Illness, and Soundcastle. In light of the forthcoming care review, we were interested to receive a number of applications supporting those in or leaving care, including creative approaches to supporting wellbeing – successful grantees in this space included Articulate Cultural Trust, Changing Tunes, Blue Cabin, and Pure Insight.

The Emmaus UK grants covering supporting communities to improve their retain offer, grow online sales (new software as well as dedicated staff) and to complete some capital projects continued during the year. No further commitments were made and arrangements for loan repayments were put in place. During Covid we put interest payments on hold, and they restarted in 2020/2021. At year end we had £40,000 outstanding in loans.

Last year, Trustees awarded a significant grant of £3million to King's College London to build the new Pears Maudsley Centre for Children and Young people in Denmark Hill, South London. This will bring together a range of clinical services spanning neurodevelopmental disorders beginning in early life to conditions which emerge later such as acute anxiety and self-harm. The building will incorporate inpatient and outpatient facilities, a hospital school, research and diagnostic facilities. It will be a state of the art building reflecting the significant size of this exceptional grant. Planning permission was successfully secured at the end of 2020 and construction began in 2021. Payments were delayed whilst arrangements were being finalised and the first tranche will be released in December 2021 with the final payment due at the end of 2022.

Whilst the Foundation funds a variety of charitable and not-for-profit organisations, funding is specifically targeted towards issues and organisations which do not enjoy widespread public support. Collaboration with other funders continues to be important in terms of wider learning as well as for leveraging other funding from those Foundations interested in similar client groups or sectors. An added benefit The Foundation seeks with grant recipients, is to introduce organisations to each other to enhance learning, share good practice and where possible, work together.

The Foundation's interest in later life continued. Alongside grant-making, the Foundation began consulting about how it might be more focused in its support for care homes. Previously, the Foundation had agreed to focus on the little things that make a difference and care homes' relationships with the wider community. However, it was recognised that staff are key to both of these aspects and that investing in staff development might lead to more lasting change than funding projects which would likely end when grant funding ran out. The Trustees agreed to explore how the Foundation might support development of the social care workforce and consulted with a number of relevant bodies and agencies for further advice; this was followed by a roundtable in October, chaired by Baroness Neuberger, to examine the subject in closer detail. Four key themes emerged from the roundtable: replication of existing good practice, mentoring and coaching, community ownership, and bullying & harassment. Over the next few months, four working groups will meet to explore these themes further. The aim is to listen and work with the social care sector, plus relevant charities, to develop ideas which have buy-in from all relevant stakeholders and potential for enduring impact. We hope that a number of ideas will emerge from the working groups and be presented to Trustees as formal proposals in the year ahead.

ACHIEVEMENT AND PERFORMANCE

The Foundation's work is measured by the degree to which each grant contributes to agreed outcomes covering qualitative and quantitative data. The Foundation funds across a wide range of subject areas, as seen in the list of awards so outcomes are measured in different ways which may include feedback from beneficiaries, formal tracking from statutory agencies or others, data collection, estimation of cost savings and sometimes a more formal evaluation. Both hard and soft outcomes are gathered, and the Trustees consider each set of outcome requirements on a case-by-case basis. For multi-year grants (usually up to three years), the second or third year's payment are released upon receipt of satisfactory monitoring and financial reports.

Whilst the Foundation continues to be a reactive grant maker more targeted work has started on later life and social care and we plan to reassess our balance between reactive and proactive grant making moving forward.

The refurbishment of the building The Foundation purchased in February 2018 was completed during the year following delays during the pandemic. Staff returned to work with a mix of office and home-based working. Part of the building is let out on a commercial basis to set against running costs and from 2022 The Foundation will offer pro bono, meeting room space to other charities.

PUBLIC BENEFIT

The Trustees confirm that they have complied with their duty in Section 17 of the Charities Act 2011 to have due regard to the public benefit guidance published by the Charity Commission for England and Wales. The Foundation provides public benefit through the making of grants to registered charities and not-for-profit organisations with charitable objects and through undertaking initiatives which contribute to the needs of UK society. This covers both proactive and reactive grant making. Each year, The Foundation makes a careful judgment between investing in immediate calls on its funds and safeguarding the endowment to meet future needs and challenges.

RISK MANAGEMENT

Risks relating to financial performance and therefore future distribution, due to volatility of markets, are regularly reviewed by the Joint Finance & Investment Committee and include an annual impairment review.

The comprehensive risk register covers a range of issues which include loss of key staff, governance, fraud, reduction in capital and operational risks. Specific examples of risk management include keeping a watching brief on market volatility and portfolio diversification to mitigate loss of capital; reviewing governance and good practice from applicants before grants are awarded; maintaining up to date knowledge of policy or statutory changes/requirements in the sector and setting financial and reporting obligations for grant recipients to monitor multi-year grants before any subsequent payment is released.

The Trustees formally review risk on an annual basis and conclude that there are sufficient controls in place across the organisation. The Chairman and Director also meet the auditor to discuss recommendations arising from their annual audit which may inform any approach to a particular risk.

Covid 19 and its global impact affected the day-to-day operations of the Foundation in terms of moving to remote working, assessing projects and organisations via Zoom or equivalent, but grant making continued uninterrupted, alongside managing the additional funds available. In addition to the significant implication for millions of individuals, investment portfolios sharply fell but have since recovered. The Foundation holds high cash reserves, which cover all current grant commitments and operating costs and more, so no funding commitments will be cancelled for lack of funds.

INTERNAL CONTROLS

The Trustees confirm that internal control processes and procedures are in place and continue to be reviewed to ensure that risks are mitigated as far as possible. This includes an annual budget, approved by the Trustees, and monthly financial reporting of actual against budget and other key performance indicators.

The charity was not involved directly or indirectly in any fundraising for its own benefit during 2021. The charity had no fundraising activities requiring disclosure under S162A of the Charities Act.

FINANCIAL REVIEW

The Foundation had income for the year of £1,987,662 *(2020: £2,233,977)*. There were no exceptional dividends in the year under review. Grants awarded in the year amounted to £1,760,400 *(2020: £6,268,500)*. The Joint Finance & Investment Committee agreed to hold a strong cash balance due to the uncertainty of global markets particularly affected by Brexit and for the planned expenditure on the new building.

INVESTMENT POLICY AND PERFORMANCE AGAINST OBJECTIVES

The Foundation aims to maximise the investment return and to achieve sufficient cash income to maintain the level of grants. The value of the investment portfolio, excluding cash balances increased from £86,896,448 in 2020 to £94,296,747 during the year. Trustees review expenditure on a regular basis, in particular at the start of the financial year, and consider new investments and changes in allocation on a case by case basis. The Trustees do not invest to meet a formal social, environmental or ethical investment policy. The Trustees hope to maintain distributions amounting to 2-4%, in the medium term, of the capital value of The Foundation primarily from income.

The distribution in the year was 1.83% (2020: 3.47%) of the average capital value of the twenty previous quarters. No changes were made to The Foundation's investment policies.

RESERVES POLICY

Reserves are held in order to ensure that outstanding commitments can be met and that, if necessary, levels of spending can be adjusted in a measured way. Total reserves at the year end were £102,239,899 (2020: £93,349,281). Free reserves are calculated by deducting tangible fixed assets and designated funds from unrestricted funds, as well as adding back any loans used to purchase fixed assets (mortgage balance of £3,568,863 secured against Bromley Place). The free reserves held at the year-end were negative at £626,961 (2020: negative at £740,181). The position arises due to the significant value of Bromley Place purchased from unrestricted funds and mortgage funds. Included within unrestricted funds of £3,437,350 are designated funds of £1,378,200 and fixed assets of £6,254,974. However, the Foundation holds an expendable endowment fund of £98,797,045 which can be drawn upon if required in order to meet its obligations. The total amount of restricted reserves held at the year-end and not available for the general purposes of the charity were £5,630. £13,400 remains designated to Men in Sheds programme, £980,800 designated to support improving quality of life for older people in care homes and £384,000 continues to be designated as Covid 19 support funding. The Foundation holds cash balances to manage fluctuations in cash flow and cash liquidity is reviewed quarterly by the Joint Finance & Investment Committee. The Trustees are satisfied that the Foundation, given its financial reserves and fundamental assets, is in a position to meet all its current and anticipated future commitments.

STATEMENT OF TRUSTEES' RESPONSIBILITIES

The Trustees (who are also directors of The Rayne Foundation for the purposes of company law) are responsible for preparing the Trustees' Annual Report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting

Standards).

Company law requires the Trustees to prepare financial statements for each financial year. Under company law the Trustees must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that period. In preparing these financial statements, the Trustees are required to:

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

The Trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charitable company's transactions, disclose with reasonable accuracy at any time the financial position of the charitable company and enable them to ensure that the financial statements comply with the Companies Act 2006 and the provisions of the Charity's constitution. They are also responsible for safeguarding the assets of the Charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

This report was approved by the Trustees, on 6th June 2022 and signed on their behalf by:

The Hon Robert A Rayne
Chairman

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE RAYNE FOUNDATION

Opinion

We have audited the financial statements of The Rayne Foundation ('The Foundation') for the year ended 30 November 2021 which comprise the Statement of financial activities, the Balance sheet, the Statement of cash flows and the related notes, 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 November 2021 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

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 United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE RAYNE FOUNDATION (CONTINUED)

Other information

The other information comprises the information included in the Annual report other than the financial statements and our Auditor's report thereon. The Trustees are responsible for the other information contained within the Annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

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

- the information given in the Trustees' report for the financial year for which the financial statements are prepared is consistent with the financial statements.
- 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 our knowledge and understanding of the charitable company and its environment obtained in the course of the audit, we have not identified material misstatements in the Trustees' report.

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

- adequate accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Trustees were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Trustees' report and from the requirement to prepare a Strategic report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE RAYNE FOUNDATION (CONTINUED)

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.

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:

We obtained an understanding of the legal and regulatory frameworks within which the charity operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006, Charities Act 2011 and Charities SORP (FRS 102).

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which might be fundamental to the charity's ability to operate or to avoid a material penalty. We also considered the opportunities and incentives that may exist within the charity for fraud.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management. Our audit procedures to respond to these risks included enquiries of management about their own identification and assessment of the risks of irregularities, sample testing on the posting of journals, reviewing accounting estimates for biases, reviewing regulatory correspondence including that with the Charity Commission, reading minutes of meetings of those charged with governance, and designing audit procedures for the recognition and classification of income.

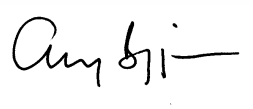
Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations (irregularities) is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it. In addition, as with any audit, there remained a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing noncompliance and cannot be expected to detect non-compliance with all laws and regulations.

These inherent limitations are particularly significant in the case of misstatement resulting from fraud as this may involve sophisticated schemes designed to avoid detection, including deliberate failure to record transactions, collusion or the provision of intentional misrepresentations.

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

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



Guy Biggin (Senior statutory auditor)
for and on behalf of
Crowe U.K. LLP
Statutory Auditor
Fourth Floor
St James House
St James Square
Cheltenham

Date: 11 August 2022

THE RAYNE FOUNDATION

(A company limited by guarantee)

STATEMENT OF FINANCIAL ACTIVITIES (INCORPORATING INCOME AND EXPENDITURE ACCOUNT) FOR THE YEAR ENDED 30 NOVEMBER 2021

	Note	Unrestricted funds 2021 £	Restricted funds 2021 £	Endowment funds 2021 £	Total funds 2021 £	*Total funds 2020 £*
Income from:						
Investments	4	**1,987,662**	**-**	**-**	**1,987,662**	*2,233,977*
Total income		**1,987,662**	**-**	**-**	**1,987,662**	*2,233,977*
Expenditure on:						
Raising funds:	5					
Investment manager's fees		**9,245**	**240**	**125,287**	**134,772**	*135,645*
Charitable activities	6	**2,494,374**	**-**	**-**	**2,494,374**	*7,024,489*
Total expenditure		**2,503,619**	**240**	**125,287**	**2,629,146**	*7,160,134*
Net expenditure before net (losses)/gains on investments		**(515,957)**	**(240)**	**(125,287)**	**(641,484)**	*(4,926,157)*
Net gains/(losses) on investments		**(5,654)**	**111**	**9,537,645**	**9,532,102**	*(14,479,910)*
Net (expenditure)/income		**(521,611)**	**(129)**	**9,412,358**	**8,890,618**	*(19,406,067)*
Reconciliation of funds:						
Total funds brought forward		**3,958,963**	**5,630**	**89,384,688**	**93,349,281**	*112,755,348*
Net movement in funds		**(521,611)**	**(129)**	**9,412,358**	**8,890,618**	*(19,406,067)*
Total funds carried forward	21	**3,437,352**	**5,501**	**98,797,046**	**102,239,899**	*93,349,281*

The notes on pages 17 to 41 form part of these financial statements.

THE RAYNE FOUNDATION

(A company limited by guarantee)
REGISTERED NUMBER: 11559926

BALANCE SHEET
AS AT 30 NOVEMBER 2021

	Note		2021 £		*2020 £*
Fixed assets					
Tangible assets	12		**6,254,974**		*6,436,044*
Investments	13		**96,429,925**		*89,109,626*
			102,684,899		*95,545,670*
Current assets					
Debtors	14	**140,996**		*153,669*	
Investments	15	**3,963,864**		*2,828,935*	
Cash at bank and in hand		**4,075,586**		*4,002,534*	
		8,180,446		*6,985,138*	
Creditors: amounts falling due within one year	16	**(3,471,035)**		*(3,823,001)*	
Net current assets			**4,709,411**		*3,162,137*
Total assets less current liabilities			**107,394,310**		*98,707,807*
Creditors: amounts falling due after more than one year	18		**(5,154,411)**		*(5,358,526)*
Total net assets			**102,239,899**		*93,349,281*

BALANCE SHEET (CONTINUED)
AS AT 30 NOVEMBER 2021

	Note	2021 £	2020 £
Charity funds			
Endowment funds	21	**98,797,046**	*89,384,688*
Restricted funds	21	**5,501**	*5,630*
Unrestricted funds	21	**3,437,352**	*3,958,963*
Total funds		**102,239,899**	*93,349,281*

The Trustees acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and preparation of financial statements.

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

The financial statements were approved and authorised for issue by the Trustees on and signed on their behalf by:

.....
Lady Jane Rayne
Trustee

.....
The Hon. Robert A Rayne
Chair of Trustees

The notes on pages 17 to 41 form part of these financial statements.

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 NOVEMBER 2021

	Note	2021 £	2020 £
Cash flows from operating activities			
Net cash used in operating activities	23	**(2,840,863)**	*(3,886,818)*
Cash flows from investing activities			
Dividends, interests and rents from investments		**1,987,662**	*2,233,977*
Purchase of tangible fixed assets		**(39,484)**	*(417,040)*
Proceeds from sale of investments		**24,283,712**	*4,716,723*
Purchase of investments		**(22,151,909)**	*(4,600,344)*
Proceeds from investment repayments		**80,000**	*51,453*
Movement in investments held as cash		**(1,134,929)**	*283,293*
Transfer from/(to) fixed asset investments		**-**	*3,100,000*
Net cash provided by investing activities		**3,025,052**	**5,368,062**
Cash flows from financing activities			
Repayments of borrowing		**(110,537)**	-
Financing fees		**(600)**	-
Net cash (used in)/provided by financing activities		**(111,137)**	**-**
Change in cash and cash equivalents in the year		**73,052**	**1,481,244**
Cash and cash equivalents at the beginning of the year		**4,002,534**	*2,521,290*
Cash and cash equivalents at the end of the year	24	**4,075,586**	*4,002,534*

The notes on pages 17 to 41 form part of these financial statements

THE RAYNE FOUNDATION

CONTENTS

	Page
Reference and administrative details of the Foundation, its Trustees and Advisers	1 - 2
Trustees' report	3 - 8
Independent auditor's report	9 - 12
Statement of financial activities	13
Balance sheet	14 - 15
Statement of cash flows	16
Notes to the financial statements	17 - 41

Charity Number: 1179912
Company Number 11559926

THE RAYNE FOUNDATION

TRUSTEES' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 NOVEMBER 2021

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2021

1. General information

The Rayne Foundation is a charitable company limited by guarantee, registered with Companies House (registered number: 11559926 England & Wales) and the Charity Commission (registered number: 1179912). Its registered principal office is 3 Bromley Place, London, W1T 6DB.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with the Charities SORP (FRS 102) - 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) (effective 1 January 2019), the Companies Act 2006 and the Charities Act 2011.

The Rayne Foundation 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.

2.2 Going concern

The Foundation has cash resources and no requirement for external funding during the year. The Trustees have a reasonable expectation that the Foundation has adequate resources to continue in operational existence for the foreseeable future and there are no material uncertainties about the charity's ability to continue.

The Covid-19 pandemic has not had a significant impact on the Foundation's operations but the Trustees will continue to keep this under review.

Having regard to the above, the Trustees believe it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

2.3 Income

Income from investments is included in the Statement of Financial Activities only if received, or declared and receivable. Gains or losses arising from the revaluation of investments are dealt with in the Statement of Financial Activities.

2. Accounting policies (continued)

2.4 Expenditure

Expenditure is accrued as soon as a liability is considered probable. Grants are recognised when a constructive obligation arises that results in the payment being unavoidable.

Costs of raising funds include expenditure associated with investment management.

Charitable activities include expenditure associated with grants payable and include both the direct costs and support costs relating to these activities.

Governance costs include those incurred in the governance of the Foundation and its assets and are primarily associated with constitutional and statutory requirements and are included within support costs.

Support costs include central functions and have been allocated to activity cost categories on a basis consistent with the use of resources.

All expenditure is classified under activity headings that aggregate all costs related to the category. Irrecoverable VAT is charged against the category of expenditure for which it was incurred.

2.5 Taxation

The Rayne Foundation is a registered charity, and as such is entitled to taxation exemptions on all its income and gains, properly applied for its charitable purposes.

2.6 Tangible fixed assets and depreciation

Tangible fixed assets costing £750 or more are capitalised.

A review for impairment of a fixed asset is carried out if events or changes in circumstances indicate that the carrying value of any fixed asset may not be recoverable. Shortfalls between the carrying value of fixed assets and their recoverable amounts are recognised as impairments. Impairment losses are recognised in the Statement of Financial Activities.

Tangible fixed assets are carried at cost, net of depreciation and any provision for impairment. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Freehold buildings	- 30 years straight line
Freehold land	- Not depreciated
Fixtures and fittings	- 5 years straight line
Office equipment	- 5 years straight line
Computer equipment	- 3 years straight line

2. Accounting policies (continued)

2.7 Investments

Quoted investments are stated in the Balance Sheet at their market value as at the year end date.

Non listed investments are measured at historic cost and are reviewed annually for impaiment.

Included in current asset investments are short term cash deposits.

Works of art are valued periodically for insurance purposes, and this value is incorporated in the Balance Sheet. Gains and losses are shown in the Statement of Financial Activities and reflected in the relevant fund. The next valuation is due in 2022.

2.8 Debtors

Other debtors and accrued income are recognised at the settlement amount due.

Prepayments are valued at the amount prepaid.

2.9 Cash at bank and in hand

Cash at bank and 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.

2.10 Creditors

Liabilities are recognised once there is a legal or constructive obligation that commits the Foundation to the obligation. Creditors are normally recognised at their settlement amount after allowing for any discounts due.

2.11 Financial instruments

The Foundation 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. Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method.

2.12 Pensions

The Foundation operates a defined contribution scheme on behalf of its employees. Contributions are charged in the Statement of Financial Activities as incurred. No further liabilities accrue under the scheme.

2.13 Expendable Endowment Fund

The expendable endowment fund is maintained to generate sustainable income for the unrestricted funds.

2. Accounting policies (continued)

2.14 Restricted Funds

Restricted funds are subject to specific conditions by donors as to how they may be used. The purposes and uses of the restricted funds are set out in the notes to the financial statements.

2.15 Unrestricted Funds

Unrestricted funds are expendable at the discretion of the Trustees in furtherance of the objects or administration of the Foundation.

Designated funds comprise general funds, which have been set aside at the discretion of the Trustees, for specific purposes.

3. Critical accounting estimates and areas of judgement

Preparation of the financial statements requires management to make judgements and estimates. The Trustees consider that there are no material judgements in applying accounting policies or key sources of estimation uncertainty.

4. Investment income

	Unrestricted funds 2021 £	Total funds 2021 £	*Total funds 2020 £*
Licence income	44,216	**44,216**	*14,035*
Income from investments	1,940,256	**1,940,256**	*2,192,470*
Interest receivable	3,190	**3,190**	*27,472*
Total 2021	1,987,662	**1,987,662**	*2,233,977*
Total 2020	*2,233,977*	*2,233,977*	

5. Investment management costs

	Unrestricted funds 2021 £	Restricted funds 2021 £	Endowment funds 2021 £	Total funds 2021 £	*Total funds 2020 £*
Investment management fees	9,245	240	125,287	**134,772**	*135,645*
Total 2020	*12,006*	*848*	*122,791*	*135,645*	

6. Analysis of expenditure on charitable activities

Summary by fund type

	Unrestricted funds 2021 £	Restricted funds 2021 £	Endowment funds 2021 £	Total funds 2021 £	*Total funds 2020 £*
Support costs	774,974	-	-	**774,974**	*755,989*
Grant funding of activities	1,719,400	-	-	**1,719,400**	*6,268,500*
Total 2021	2,494,374	-	-	**2,494,374**	*7,024,489*
Total 2020	*4,004,489*	*20,000*	*3,000,000*	*7,024,489*	

7. Analysis of expenditure by activities

	Activities undertaken directly 2021 £	Grant funding of activities 2021 £	Total funds 2021 £	*Total funds 2020 £*
Support costs	774,974	-	**774,974**	*755,989*
Grant funding of activities	-	1,719,400	**1,719,400**	*6,268,500*
Total 2021	774,974	1,719,400	**2,494,374**	*7,024,489*
Total 2020	*755,989*	*6,268,500*	*7,024,489*	

Analysis of direct costs

	Total funds 2021 £	*Total funds 2020 £*
Staff costs (note 10)	**239,220**	*255,429*
Depreciation	**220,554**	*207,607*
Staff related costs	**16,872**	*15,026*
Premises cost	**136,537**	*144,305*
Travel and subsistence	**464**	*1,040*
Office costs	**57,431**	*71,029*
Governance costs (note 8)	**103,896**	*61,553*
	774,974	*755,989*

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2021

8. Governance costs

	2021 £	2020 £
Trustees' expenses	-	348
Legal fees	46,654	4,037
Professional fees	43,070	24,476
Audit and accountancy fees	14,172	13,884
	103,896	42,745

9. Auditor's remuneration

	2021 £	2020 £
Fees payable to the The Foundation's auditor for the audit of The Foundation's annual accounts	8,160	8,000
Fees payable to the The Foundation's auditor in respect of:		
Preparation of the financial statements	3,650	3,570

10. Staff costs

	2021 £	2020 £
Wages and salaries	192,230	205,187
Social security costs	20,178	21,800
Contribution to defined contribution pension schemes	26,812	28,442
	239,220	255,429

The average number of persons employed by the The Foundation during the year was as follows:

	2021 No.	2020 No.
Administration	4	4
Management	1	1
	5	5

10. Staff costs (continued)

The number of employees whose employee benefits (excluding employer pension costs) exceeded £60,000 was:

	2021 No.	*2020* *No.*
In the band £100,001 - £110,000	**1**	*1*

Defined contribution pension scheme costs payable with regard to the higher paid employee totalled £14,729 *(2020: £14,393)*.

Key management personnel employee benefits consisting of the Director totalled £136,856 *(2020: £134,307)*.

11. Trustees' remuneration and expenses

During the year, no Trustees received any remuneration or other benefits *(2020 - £NIL)*.

During the year ended 30 November 2021, expenses totalling £NIL were reimbursed or covered travel costs *(2020: £348 to one Trustee)*.

12. Tangible fixed assets

	Freehold land and buildings £	Fixtures and fittings £	Office equipment £	Computer equipment £	Total £
Cost					
At 1 December 2020	**6,272,454**	**374,342**	**5,777**	**23,153**	**6,675,726**
Additions	**23,332**	**16,152**	**-**	**-**	**39,484**
At 30 November 2021	**6,295,786**	**390,494**	**5,777**	**23,153**	**6,715,210**
Depreciation					
At 1 December 2020	**149,398**	**81,404**	**232**	**8,648**	**239,682**
Charge for the year	**133,256**	**78,425**	**1,155**	**7,718**	**220,554**
At 30 November 2021	**282,654**	**159,829**	**1,387**	**16,366**	**460,236**
Net book value					
At 30 November 2021	**6,013,132**	**230,665**	**4,390**	**6,787**	**6,254,974**
At 30 November 2020	*6,123,056*	*292,938*	*5,545*	*14,505*	*6,436,044*

Freehold land and buildings includes mixed use property. The element considered to be investment property is not seperately identifiable.

13. Fixed asset investments

	Quoted investments £	George Capital £	Social investments £	Works of art £	Total £
Cost or valuation					
At 1 December 2020	**86,896,448**	**1,106,678**	**395,000**	**961,500**	**89,359,626**
Additions	**22,151,909**	**-**	**-**	**-**	**22,151,909**
Disposals	**(24,283,712)**	**-**	**-**	**-**	**(24,283,712)**
Revaluations	**9,532,102**	**-**	**-**	**-**	**9,532,102**
Capital repayments	**-**	**-**	**(80,000)**	**-**	**(80,000)**
At 30 November 2021	**94,296,747**	**1,106,678**	**315,000**	**961,500**	**96,679,925**
Impairment					
At 1 December 2020	**-**	**-**	**250,000**	**-**	**250,000**
At 30 November 2021	**-**	**-**	**250,000**	**-**	**250,000**
Net book value					
At 30 November 2021	**94,296,747**	**1,106,678**	**65,000**	**961,500**	**96,429,925**
At 30 November 2020	*86,896,448*	*1,106,678*	*145,000*	*961,500*	*89,109,626*

Works of Art are valued for insurance purposes on a rolling basis at least every 5 years. In 2016 valuations were provided by Christie's for the whole portfolio of art works. These valuations have been used by the Trustees as a proxy for market value. Some of the items are on loan for display by public or charitable organisations.

Social Investments represent funds made available to Emmaus UK for the provision of loans to develop new Emmaus Communities and to support Emmaus Enterprises.

Please see note 28 for details of the George Capital investment.

The following investments comprise more than 5% of the portfolio:

	Market value	
Derwent London plc	£63,909,941	65%

14. Debtors

	2021 £	2020 £
Other debtors	**126,485**	*134,158*
Prepayments	**14,511**	*19,511*
	140,996	*153,669*

15. Current asset investments

	2021 £	2020 £
Cash held with Investment managers	**3,963,864**	*2,828,935*

16. Creditors: Amounts falling due within one year

	2021 £	2020 £
Bank loans	**142,952**	*107,174*
Other taxation and social security	**7,653**	*8,529*
Other creditors	**40,172**	*25,577*
Accruals	**84,858**	*104,221*
Grants payable	**3,195,400**	*3,577,500*
	3,471,035	*3,823,001*

17. Reconciliation of grants payable:

	2021 £	2020 £
Commitments brought forward	**5,363,200**	*2,230,300*
Commitments made in the year	**1,760,400**	*6,268,500*
Commitments withdrawn	**(41,000)**	-
Grants paid during the year	**(2,158,700)**	*(3,135,600)*
Commitments carried forward	**4,923,900**	*5,363,200*

18. Creditors: Amounts falling due after more than one year

	2021	2020
	£	£
Bank loans	**3,425,911**	*3,572,826*
Grants payable	**1,728,500**	*1,785,700*
	5,154,411	*5,358,526*

Included within the above are amounts falling due as follows:

	2021	2020
	£	£
Between one and two years		
Bank loans	**151,641**	*146,915*
Between two and five years		
Bank loans	**484,820**	*469,712*
Over five years		
Bank loans	**2,789,450**	*2,956,199*

The mortgage is secured by a legal charge over the property 3 Bromley Place, London, W1T 6DB.

19. Grants

Company Name	Appeal Summary	Covid Grant	Main Grant	Total
1625 Independent People Ltd	Towards the salary of a Wellbeing Coach (Mental Health), helping young people aged 16-25 who are homeless, at risk of homelessness or leaving care.		60,000	60,000
Alive Activities Limited	Towards core costs while Alive seeks to consolidate its digital expansion.	20,000		20,000
Ambitious about Autism	Towards a one-year extension grant for the salary of the Project Manager, Autism Exchange project.	20,000		20,000
Articulate Cultural Trust	Towards employing a specialist Arts and Mental Well-being Co-ordinator.		58,500	58,500
Arts 4 Dementia Ltd	To support the delivery and development of its UK Arts Programme.		15,000	15,000
Birth Companions Ltd	Towards developing its community based antenatal education programme in Hackney and Islington; and evaluating its impact to support sustainability and future growth.		60,000	60,000
Blue Cabin CiC	Towards Blue Cabin's work with young people who have experience of being in care or 'looked-after'.		15,000	15,000
Brighton Dome and Festival Ltd	Towards a dedicated Community Producer to develop year-round co-creation work and share learning through learning resources for community organisers.	15,000		15,000
British Refugee Council	Towards therapeutic support for unaccompanied asylum seekers and refugees to improve their emotional wellbeing and help their integration into the UK.	20,000		20,000
Bromley by Bow Centre	Towards Covid-19 support for The Bromley By Bow centre.	5,000		5,000
Caius House	Towards developing an accessible high quality service which meets the immediate mental health needs of young people from BAME communities who have been impacted by Covid-19.		48,000	48,000

Grants (continued)

Company Name	Appeal Summary	Covid Grant	Main Grant	Total
Changing Tunes Ltd	Towards researching and developing a music rehabilitation programme for Secure Children's Homes.	20,000		20,000
China Plate Theatre Ltd	Towards a 1-year creative healthcare programme aiming to improve healthcare worker wellbeing and develop self and workplace compassion during and post the pandemic.		20,000	20,000
City Gateway Ltd	Towards an innovative remote work placement product that removes identified barriers preventing the connection between employers with opportunities, and disadvantaged young people with potential.	15,700		15,700
Displaced People In Action (DPIA)	Towards Afghan Refugee Women - Need for Smartphones.	1,900		1,900
Family Lives Ltd	Towards support for children and their parents in families where young people have caring responsibilities.	12,500		12,500
Fitzrovia Youth in Action	Towards expanding its youth social action programme and creating new community based mental health models through embedding peer support in all of its delivery.		20,000	20,000
Flora Cultura	Towards salary costs.	5,000		5,000
Grapevine Coventry and Warwickshire Ltd	Towards organising a critical mass of Coventry's 300,000 people to become active participants and leaders of Connecting For Good which aims to end isolation.	60,000		60,000
Hope for Justice	Towards the salary of an Independent Modern Slavery Advocates (IMSAs) to deliver intensive long-term legal and social support for victims across the UK.		80,000	80,000
Hospital Rooms	Towards support to realise an ambitious project that will result in fifteen extraordinary artworks being installed across three mental health wards at Torbay Hospital.		15,000	15,000
Leap Confronting Conflict	Towards developing the next phase of a pilot programme supporting young people in care and the adults who care for them to manage conflict more effectively.		60,000	60,000

Grants (continued)

Company Name	Appeal Summary	Covid Grant	Main Grant	Total
LGBT Healthy Living Centre	Towards a Telefriending Service to support older community members who are digitally excluded, living alone and becoming increasingly isolated.	15,000		15,000
LIFEbeat	Towards the salary of the Operations and Programmes Manager.	20,000		20,000
Lifeworks Charity Ltd	Towards the development of mindfulness practice online and in-person for young people with learning disabilities and their families.		9,000	9,000
Mind the Gap Limited	Towards the extended digital roll-out of Anna, an interactive forum theatre piece looking at people with learning disabilities as parents.	9,800		9,800
My Life Films Limited	Towards the three-year national roll out of My Life TV, the world's first Video on Demand streaming service specifically designed for people living with dementia.		60,000	60,000
NoFit State Community Circus Ltd	Towards core costs to safeguard NoFit State's community team and redesign to better meet the needs of the communities it serves.	10,000		10,000
OpenUp Music	Towards core costs as OpenUp expands its digital offer and shares its learning with others so that more disabled people can participate in music ensembles.		60,000	60,000
Over The Wall	Towards transforming the mental health and wellbeing of seriously ill children emerging from the Covid-19 crisis through virtual therapeutic activity programmes.	15,000		15,000
Partnership for Children	Towards training of professionals to deliver PfC's programmes to young carers, aged 7-12, contributing to increased social, coping and emotional skills in this group.		30,000	30,000
Playlist for Life	Towards materials and staff time to deliver training and webinars to healthcare professionals throughout the UK.		60,000	60,000
Pure Insight 1628	Towards a psychological wellbeing project for young care leavers in Cheshire East.		75,000	75,000

Grants (continued)

Company Name	Appeal Summary	Covid Grant	Main Grant	Total
RefuAid	Towards the cost of a Language Programme which provides a crucial stepping-stone for refugees in rebuilding their lives in the UK.		60,000	60,000
Resurgo Trust	Towards the salary of the Employer Partnership Manager.	20,000		20,000
Rethink Mental Illness	Towards expanding a project which co-produces mental health workshops for young people at university.		37,000	37,000
Royal Academy of Dramatic Art	Towards the Scholarship Fund.		19,000	19,000
Royal National Theatre	Towards the Max Rayne Design Bursary.		50,000	50,000
SafeLives	Towards dedicated research about young people using harm in their intimate and peer relationships.		20,000	20,000
Safer Living Foundation	Towards a contribution to salary of the Co-ordinator of its young people's projects.		60,000	60,000
Soundcastle Ltd	Towards the development and expansion of a music group that encourages and celebrates the creative talent of adults with lived experience of mental ill health.		36,000	36,000
Spurgeons Children's Charity	Towards an extension grant to contribute to the running costs of the BeLeave service.	20,000		20,000
St Ann's Hospice	Towards a Homeless Palliative Care Service to deliver support to homeless people living with terminal illness.	20,000		20,000
St Margaret's Somerset Hospice	Towards the palliative care network which provides advice and support to care homes on managing end of life.	10,000		10,000
Tender Education and Arts	Towards preventative education and training in alternative education settings that work with young people who are at high risk of domestic and sexual violence.		48,000	48,000

Grants (continued)

Company Name	Appeal Summary	Covid Grant	Main Grant	Total
The Baobab Centre for Survivors in Exile	Towards core costs in order to provide psychotherapy and practical support to young people who are survivors of extreme violence, trafficking or rape, and who are refugees or asylum seekers.	20,000		20,000
The Bluecoat	Towards the additional costs of Where the Arts Belong, a collaboration with the Belong Care Group exploring how the arts can support people with dementia.	10,000		10,000
The Choir With No Name	Towards supporting the transformation of its choirs for homeless and marginalised people through its new 2021-24 strategy.		60,000	60,000
The Jewish Volunteering Network	Towards the salary of a Volunteer Broker who will help rebuild JVN's capacity to place volunteers post-Covid-19.	20,000		20,000
The London Pathway	Towards Resilient, a long-term programme to protect children & young people with severe mental illness and experience of trauma and deprivation, following discharge from CAMHS, from becoming homeless.		90,000	90,000
The Paper Birds Theatre Company	Towards a pilot digital project exploring the concept of empathy and what makes us care for others with 90 young people.	10,000		10,000
The Talent Foundry Trust	Towards a series of targeted pre-apprenticeship and apprenticeship programmes for disadvantaged young people in the aftermath of the Covid-19.		20,000	20,000
The Turnaround Project	Towards a bike enterprise that will reduce social isolation and improve the mental and physical health of young people leaving the criminal justice system.		10,000	10,000

Grants (continued)

Company Name	Appeal Summary	Covid Grant	Main Grant	Total
UK Men's Sheds Association	Towards research to understand and demonstrate the intrinsic value of men's sheds.		26,600	26,600
Upswing Aerial Ltd	Towards a three-year programme to positively affect the lives of care home staff, care home residents and professional circus artists.		60,000	60,000
Wigmore Hall Trust	Towards Music for Life Evaluation.	5,000		5,000
Wishing Well CIC	Towards core costs to continue delivery of music sessions in dementia assessment units and reflect on and develop further Wishing Well's offer to older people.	18,400		18,400
Total Grants Awarded		**418,300**	**1,342,100**	**1,760,400**

20. Financial instruments

	2021 £	*2020* *£*
Financial assets		
Financial assets measured at fair value through income and expenditure	**95,258,247**	*87,857,948*

Financial assets measured at fair value through income and expenditure comprise investments.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2021

21. Statement of funds

Statement of funds - current year

	Balance at 1 December 2020 £	Income £	Expenditure £	Gains/ (Losses) £	Balance at 30 November 2021 £
Unrestricted funds					
Designated funds					
Mens Sheds	40,000	-	(26,600)	-	13,400
Improved Quality of Life for Older People in Care Homes	1,100,800	-	(120,000)	-	980,800
Covid-19 allocation	802,300	-	(418,300)	-	384,000
	1,943,100	-	(564,900)	-	1,378,200
General funds					
General Fund	2,015,863	1,987,662	(1,938,719)	(5,654)	2,059,152
Total Unrestricted funds	3,958,963	1,987,662	(2,503,619)	(5,654)	3,437,352
Endowment funds					
Expendable Endowment Fund	89,384,688	-	(125,287)	9,537,645	98,797,046
Restricted funds					
Gerry Nash Fund	5,630	-	(240)	111	5,501
Total of funds	93,349,281	1,987,662	(2,629,146)	9,532,102	102,239,899

21. **Statement of funds (continued)**

Statement of funds - prior year

	Balance at 1 December 2019 £	*Income* £	*Expenditure* £	*Transfers in/out* £	*Gains/ (Losses)* £	*Balance at 30 November 2020* £
Unrestricted funds						
Designated funds						
Emmaus UK	*750,000*	-	-	*(750,000)*	-	-
Mens Sheds	*80,000*	-	*(40,000)*	-	-	*40,000*
Improved Quality of Life for Older People in Care Homes	*793,800*	-	*(193,000)*	*500,000*	-	*1,100,800*
Covid-19 allocation	-	-	*(1,197,700)*	*2,000,000*	-	*802,300*
	1,623,800	-	*(1,430,700)*	*1,750,000*	-	*1,943,100*
General funds						
General Fund	*2,120,333*	*2,233,977*	*(2,585,795)*	*250,000*	*(2,652)*	*2,015,863*
Total Unrestricted funds	*3,744,133*	*2,233,977*	*(4,016,495)*	*2,000,000*	*(2,652)*	*3,958,963*
Endowment funds						
Expendable Endowment Fund	*108,987,579*	-	*(3,122,791)*	*(2,000,000)*	*(14,480,100)*	*89,384,688*
Restricted funds						
Gerry Nash Fund	*23,636*	-	*(20,848)*	-	*2,842*	*5,630*
Total of funds	*112,755,348*	*2,233,977*	*(7,160,134)*	-	*(14,479,910)*	*93,349,281*

21. Statement of funds (continued)

The Emmaus UK Fund represents a social investment loan to be made available to Emmaus UK which will be repaid.

The Mens Sheds fund represents money put aside to be granted to the Mens Sheds Programme in future periods.

The Gerry Nash Fund (previously known as the Peggy Nash Legacy) is restricted for grants relating to medical research, general medical or health related projects.

The Improved Quality of Life for Older People in Care Homes designated fund will be used to focus on the little things within care homes that will make a difference and relationships between the care homes and wider community.

The Covid-19 allocation relates to funding designated by the Trustees to provide additional support for the charity sector in light of the impact of the pandemic.

22. Analysis of net assets between funds

Analysis of net assets between funds - current year

	Unrestricted funds 2021 £	Restricted funds 2021 £	Endowment funds 2021 £	Total funds 2021 £
Tangible fixed assets	6,254,974	-	-	**6,254,974**
Fixed asset investments	3,502,429	-	92,927,496	**96,429,925**
Current assets	(917,705)	228,601	8,869,550	**8,180,446**
Creditors due within one year	(1,271,035)	(200,000)	(2,000,000)	**(3,471,035)**
Creditors due in more than one year	(4,131,311)	(23,100)	(1,000,000)	**(5,154,411)**
Total	3,437,352	5,501	98,797,046	**102,239,899**

22. Analysis of net assets between funds (continued)

Analysis of net assets between funds - prior year

	Unrestricted funds 2020 £	*Restricted funds 2020 £*	*Endowment funds 2020 £*	*Total funds 2020 £*
Tangible fixed assets	*6,436,044*	-	-	*6,436,044*
Fixed asset investments	*3,461,498*	-	*85,648,128*	*89,109,626*
Current assets	*(248,352)*	*496,930*	*6,736,560*	*6,985,138*
Creditors due within one year	*(1,554,801)*	*(268,200)*	*(2,000,000)*	*(3,823,001)*
Creditors due in more than one year	*(4,135,426)*	*(223,100)*	*(1,000,000)*	*(5,358,526)*
Total	*3,958,963*	*5,630*	*89,384,688*	*93,349,281*

23. Reconciliation of net movement in funds to net cash flow from operating activities

	2021 £	*2020 £*
Net income/expenditure for the year (as per Statement of Financial Activities)	**8,890,618**	*(19,406,067)*
Adjustments for:		
Depreciation charges	**220,554**	*207,607*
(Gains)/Losses on investments	**(9,532,102)**	*14,479,910*
Dividends, interest and rents received from investments	**(1,987,662)**	*(2,233,977)*
Decrease/(Increase) in debtors	**12,693**	*(30,935)*
(Decrease)/Increase in creditors	**(444,964)**	*3,096,644*
Net cash used in operating activities	**(2,840,863)**	*(3,886,818)*

24. Analysis of cash and cash equivalents

	2021 £	*2020 £*
Cash in hand	**4,075,586**	*4,002,534*
Total cash and cash equivalents	**4,075,586**	*4,002,534*

25. Analysis of changes in net debt

	At 1 December 2020 £	Cash flows £	Other non-cash changes £	At 30 November 2021 £
Cash at bank and in hand	4,002,534	73,052	-	4,075,586
Debt due within 1 year	(107,174)	111,137	(146,915)	(142,952)
Debt due after 1 year	(3,572,826)	-	146,915	(3,425,911)
Liquid investments	2,828,935	1,134,929	-	3,963,864
	3,151,469	1,319,118	-	4,470,587

26. Pension commitments

The Foundation operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Foundation in an independently administered fund. The pension cost charge represents contributions payable by the Foundation to the fund amounted to £26,812 *(2020: £28,422)*. Contributions of £3,288 *(2020: £3,169)* were payable to the fund at the balance sheet date.

27. Operating licence commitments

At 30 November 2021 The Foundation had commitments to receive future minimum licence receipts as follows:

	2021 £	*2020 £*
Not later than 1 year	32,780	*32,780*
Later than 1 year and not later than 5 years	84,682	*117,462*
	117,462	*150,242*

28. Related party transactions

Lady Rayne and The Hon. Robert A Rayne also serve as Trustees of The Rayne Trust (TRT), a company limited by guarantee and a registered charity.

During the year The Rayne Foundation (TRF) recharged expenses to TRT totalling £125,551 (2020: £134,684). At the year end the balance within TRF debtors due from TRT is £125,591 (2020: £133,285).

The Hon. Robert A Rayne also serves as Chairman of LMS Capital Plc and was a director of Derwent London Plc until May 2019. The Rayne Foundation holds 6.64% (2020: 6.64%) of shares in LMS Capital plc and 1.68% (2020: 1.85%) of shares in Derwent London plc.

LMS Capital Plc signed a License to Occupy Agreement from 24th June 2020 with the Rayne Foundation, to occupy part of 3 Bromley Place. During the year The Rayne Foundation received rental income of £32,780 (2020: £14,035).

The Rayne Foundation holds an investment of £661,183.69 (£1.44 of capital commitment and £661,182.25 of Loan commitments) in George Capital Real Estate Fund LP (the "Fund 1"). The commitments invested represent 7.98% of the total commitments in Fund 1 (2020: 7.98%). Other limited partners include The Rayne Foundation Chairman The Hon.Robert A Rayne (SQP Ltd), holding 11.25% of total commitments in Fund 1 (2020: 11.25%) and Trustee, The Hon. Nicholas Rayne, holding 8.53% of total commitments in Fund 1 (2020: 8.53%).

The Rayne Foundation holds an investment of £445,493.16 (£0.50 of capital commitment and £445,492.66 of Loan commitments) in George Capital Real Estate Fund 2 LLP (the "Fund 2"). The commitment invested represents 2.02% of the total commitments in the Partnership (2020: 2.02%). Other limited partners include The Rayne Foundation Chairman, The Hon.Robert A Rayne (SQP Ltd), holding 7.19% as at 30 November 2021 of total commitments in Fund 2 (2020: 7.19%). No other partners included in Fund 2 have any connections with The Rayne Foundation.

The Hon. Robert A Rayne is Emeritus Trustee of The National Theatre, currently in receipt of a grant of £100,000 (£10,000 per annum for ten years) towards the Max Rayne Studio Design Award, which was committed to in the year ended 30 November 2013, now in its seventh year. An additional grant was awarded in March 2021 for £50,000. At the year-end, £100,000 was included within grant creditors, of which £80,000 is due to be paid in greater than one year.

£5,000 (2020: £150,000) was awarded to the Bromley by Bow Centre – The Chair of Trustees, Professor Ajit Lalvani, is a Principal Investigator at Imperial College and was line managed by Sir Anthony Newman Taylor until Sir Anthony's retirement in September 2020.

The following transactions occurred in the prior year where there were no transactions this year.

£5,000 was awarded to the Cardinal Hume Centre – the Director of The Rayne Foundation, Amelia Fitzalan Howard, is a Trustee of the Centre.

£5,000 was awarded to Place2Be – Dame Benita Refson is President, and wife of The Hon Robert A Rayne.

£5,000 was awarded to Chickenshed Theatre Trust. Lady Jane Rayne and The Hon Natasha Rayne are both Directors/Trustees and Lady Jane Rayne is Honorary President Emeritus and The Hon Natasha Rayne is Honorary President.

Related party transactions (continued)

£128,000 was awarded to West London Synagogue in December 2019. Rabbi Baroness Neuberger was Senior Rabbi at the time of the grant but retired in March 2020. She remains as Rabbi Emerita.

£100,000 was awarded to The Royal United Kingdom Beneficent Association (known as Independent Age) in August 2020. Rabbi Baroness Neuberger is Chair of their Trustees, appointed in October 2019.

Hospital grants – small donations were given to UCLH, The Royal Free, The Whittington, ICHT (Imperial - Hammersmith, St. Mary's, Charing Cross), Chelsea & Westminster, Guy's and Thomas's, St. George's and North Middlesex.

Rabbi Baroness Neuberger is Chair of University College Hospitals Foundation NHS Trust and of Whittington Health NHS Trust, two separate Trusts. The charitable Trusts of both received £5,000 each towards cream and lip balm for hospital staff wearing PPE and for small treats such as spa days or vouchers for NHS staff. She is not involved any of the other hospitals.

THE RAYNE FOUNDATION

England & Wales - Charity number 1179912

Accounts

Charity Number: 1179912
Company Number 11559926

THE RAYNE FOUNDATION

TRUSTEES' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 NOVEMBER 2020

THE RAYNE FOUNDATION

CONTENTS

	Page
Reference and administrative details of the Foundation, its Trustees and Advisers	1 - 2
Trustees' report	3 - 10
Independent auditor's report	11 - 13
Statement of financial activities	14
Balance sheet	15 - 16
Statement of cash flows	17
Notes to the financial statements	18 - 45

REFERENCE AND ADMINISTRATIVE DETAILS OF THE FOUNDATION, ITS TRUSTEES AND ADVISERS FOR THE YEAR ENDED 30 NOVEMBER 2020

Trustees

Lady Jane Rayne, Patron

The Hon. Robert A Rayne, Chairman
The Hon. Natasha Rayne
The Hon. Nicholas Rayne
Professor Sir Anthony Newman Taylor
Lady Browne-Wilkinson (Deputy Chairman)
Sir Emyr Jones Parry
Rabbi Baroness Neuberger DBE

Charity registered number
1179912

Company Number
11559926

Principal office

3 Bromley Place,
London W1T 6DB

Investment advisers

Cazenove Capital Management Limited
1 London Wall Place
London EC2Y 5AU

Rathbone Brothers PLC
8 Finsbury Circus
London EC2M 7AZ

Director of The Rayne Foundation

Amelia Fitzalan Howard

Independent auditor

Crowe U.K. LLP
Carrick House
Lypiatt Road
Cheltenham
Gloucestershire GL50 2QJ

REFERENCE AND ADMINISTRATIVE DETAILS OF THE FOUNDATION, ITS TRUSTEES AND ADVISERS FOR THE YEAR ENDED 30 NOVEMBER 2020

Bankers

Barclays Bank Plc
Level 15,
1 Churchill Place,
London, E14 5HP

Solicitors

Farrer & Co LLP
66 Lincoln's Inn Fields
London WC2A 3LH

TRUSTEES' REPORT
FOR THE YEAR ENDED 30 NOVEMBER 2020

The Rayne Foundation (referred to as "The Foundation" throughout this report) is an incorporated charity and registered in England and Wales, Charity Number: 1179912 and Company Number 11559926 as set out in the Memorandum of Articles.

The Trustees present their report and financial statements for the year ended 30 November 2020.

STRUCTURE, GOVERNANCE AND MANAGEMENT

The selection and appointment of Trustees is carried out using criteria which considers the knowledge and skills they would bring to meet the charitable purposes of The Foundation. Should new Trustees be appointed, names would be proposed and any appointment then made upon the Board's approval. New Trustees have a tailored induction programme to ensure they meet their statutory obligations as well as understanding the focus of the Foundation. The Trustees are aware of the Charity Governance Code which will be revisited and reviewed in the year ahead. No new Trustee was appointed during the year. There is no Trustee remuneration policy as no Trustee receives any remuneration for being a Trustee but travel expenses can be claimed. The Trustees are volunteers in their role as Trustees, but The Foundation does not otherwise rely on the work of other volunteers.

There were no changes to the Trustee Board during the year and The Hon Robert A Rayne and Lady Browne-Wilkinson continue to be Chairman and Deputy Chairman respectively.

Day to day responsibility for managing The Foundation is with the Director, Amelia Fitzalan Howard, four staff and one consultant. Staff remuneration is agreed by the Chairman of The Rayne Foundation, The Hon Robert A Rayne. Upon any new appointments being made, remuneration would be agreed in line with other comparable roles.

The Trustees' responsibilities include the setting of policy and strategy and approving grants. Trustees are advised on finance, investments and risk mitigation by the Joint Finance & Investment Committee.

During the year, there was the annual review of policies and procedures which were noted by the Board. The Foundation continued to ensure the Trustees are updated on recommended guidance from the Charity Commission regarding safeguarding both when assessing applicants as well as when monitoring grant reporting. This is now a standing Board agenda item. The move to electronic banking started a few years ago across The Rayne Charities, supported by revised processes and procedures approved by the Trustees, so there was no adverse impact on financial management when home working and lockdown began.

THE YEAR UNDER REVIEW

Covid-19

The year under review, had only just begun when reports of a new virus began to emerge from China. This took very little time to spread globally and on 11th March 2020 the World Health Organisation declared Covid-19 a pandemic. On 23rd March 2020, the UK began its first lockdown, offices having already started to close over the previous fortnight.

The Rayne Foundation was fortunate to have already been well positioned to move to home working with relative ease. We had already started electronic payments, plus the database and other systems were available for remote access. The second Board meeting of the year had just taken place with a round of grants awarded before the first lockdown.

It quickly became apparent that many charities were struggling to move easily to remote working and for some, acute needs began to quickly emerge for particular communities such as lack of access to digital resources, food, loneliness and isolation and more, especially so for those with language barriers. The Foundation prioritised contacting all grant recipients with active grants to reassure them that we understood that projects may need to be adapted, that timescales might change, agreed outcomes might vary and that we would be

open to changing project grants to core grants instead. Communication often took longer as staff were furloughed or made redundant with priorities being their respective client groups. We have continued to stay in more regular contact with grant recipients, outside the formal monitoring report cycle, to offer support and keep abreast of their needs and will continue to do so throughout 2021.

The Board meetings and Finance Committee continued to operate remotely from April 2020 through the remainder of the year. During the first four months of the pandemic, the Trustees met more frequently. One of their first decisions was to make an additional £2 million, drawn from capital, available to make additional grants and donations in response to the impact of Covid-19. This was alongside the already agreed grants budget. By 30th November 2020, £1,197,700 from this fund had been distributed through 76 grants/donations. The Trustees ensured decision making was not a lengthy process, and grants covered a range of sectors including support for immediate needs such as food poverty, and for other vulnerable groups including survivors of domestic abuse and refugees. The Trustees also increased the authority level of grants decided by the Chairman and Director from £10,000 to £20,000 in order to facilitate quicker decision making. All grants above this sum continue to go to the Board meetings for decision. The Trustees were also invited to recommend organisations they knew personally for donations of a maximum of £5,000 to support Covid needs. The Director ensured regular liaison with other Trusts and Foundations and collaboration where possible to ensure the Foundation was as up to date as possible with what others were doing.

More details of expenditure follow below. The Foundation has not reduced its grant making budget and has no current plans to do so.

OBJECTIVES AND ACTIVITIES

The Foundation's mandate, as determined by the Trustees, is to understand and engage with the needs of UK society which it does by providing financial support to help address neglected national issues.

The theme that underpins The Foundation's grant making is bridge building to connect people and communities by bringing them together for the good of society, and ultimately to help create a more comprehending and cohesive world. The Trustees continue to consider projects in areas covering the arts, health and wellbeing, education – in its widest sense, and social issues. There have been no changes to the above theme or the three Areas of Special Interest:

- Arts as a tool to achieve social change;
- Improved quality of life for carers and for older people;
- Young people's improved mental health.

During the year, 115 grants/donations totalling £3,268,500 *(2019: 53 grants - £4,995,600)* were made, of which 39 (£2,070,800) came from the main grants budget and 76 in response to Covid-19. This excludes the £3,000,000 awarded to King's College last year, which has been recognised this year, which brings the overall total of grants to £6,268,500.

The Foundation's particular interest in mental health and older people continues, often using the arts as a tool for engagement such as a reminiscence programme for people with dementia (Age Exchange); a programme of creative residency projects for those with experience of/or at risk of homelessness (Cardboard Citizens) and other projects that tackle inequalities in the provision of music making opportunities across the UK (Orchestras for All). See note 19 for a full list of the grants awarded which includes King's College.

The largest grant awarded from the main programme was £250,000 to Emmaus UK. The Trustees agreed to change the remaining unallocated £250,000 of the original £1,000,000 Social Investment loan into a grant. Whilst the needs of the Emmaus Communities were exacerbated by Covid-19, this also covered supporting Communities to improve their retail offer and grow on lines sales (new software as well as dedicated staff) and to complete some capital projects. This was distributed to nine Communities and will be managed through Emmaus UK.

Grants and donations in response to Covid-19 covered a wide range of organisations. Needs and size of payments varied from £1,000 donations up to the largest which was a grant of £335,000 to Jewish Care towards the additional costs faced by Jewish care homes during the Covid-19 pandemic. This grant was split according to bed capacity amongst three providers (Jewish Care, Nightingale Hammerson, and The Fed) and other members of the National Association of Jewish Homes. The focus of the grant was to keep residents and staff safe and well which required investment in personal protective equipment and the deployment of specialist staff, and support for those staff. Secondly, it was to keep residents connected with their families and the wider world which required technological equipment to support communication.

Some of the other larger Covid-19 related grants included £150,000 to the Bromley By Bow Centre, £100,000 to the Care Workers Charity and £100,000 to The Royal United Kingdom Beneficent Association (known as Independent Age). The Bromley by Bow Centre is a vibrant community hub in East London with a national and international reputation for its innovative approach supporting local people to transform their lives. The Centre delivers a range of projects based on a model combining social entrepreneurship, the arts, learning, social support, horticulture, and holistic and integrated health programmes. The Centre supports families, young people, and adults of all ages to learn new skills, improve their health and wellbeing, find employment and develop the confidence needed to achieve positive outcomes.

The grant to the Care Workers Charity was towards financial support for care workers facing hardship during the pandemic - a group particularly impacted. The grant to The Royal United Kingdom Beneficent Association was a contribution towards a fund to support local organisations working with older people during Covid-19 and beyond. This was a collaboration with other funders who wished to together support vulnerable groups of older people by identifying local organisations able to deliver a demonstrable impact.

In addition to the Areas of Special Interest, grants supported a diverse range of beneficiaries - perinatal support for new and young fathers who are struggling and have complex issues (Future Men); enhanced training for a national network of volunteers and staff to better support women with perinatal mental health issues (Home-Start UK) and a project to support women in early stages of recovery from addiction and trauma to build their resilience and wellbeing (One25 Limited). Support for the refugee sector continued with grants to two social enterprises - the Bike Project which trains refugees and asylum seekers to mend and repair bikes for sale, in addition to providing refugees with transport; and Breadwinners which provides work experience, training and mentoring to young refugees and asylum seekers by selling artisan organic bread across London. Another programme funded provides 'bespoke' language and integration support for socially excluded minority ethnic adults (Learning at Home). Other beneficiary groups funded during the year included children in care, young people at risk of homelessness and support for those who are victim-survivors of economic abuse amongst other groups.

Last year, Trustees awarded a significant grant of £3,000,000, funded from the endowment, to King's College London to build the new Pears Maudsley Centre for Children and Young people in Denmark Hill, south London. This grant has been recognised as expenditure in the year under review, as the conditions have now been met (planning permission). This will bring together a range of clinical services spanning neurodevelopmental disorders beginning in early life to conditions which emerge later such as acute anxiety and self-harm. The building will incorporate inpatient and outpatient facilities, a hospital school, research and diagnostic facilities. It will be a state of the art building reflecting the significant size of this exceptional grant. Planning permission was successfully secured at the end of 2020 and construction will begin in 2021. Payments will be released in tranches, the first of which is expected to be in the spring 2021.

When assessing projects, The Foundation considers charities and organisations that demonstrate wider than local application and awareness of the bigger picture; real expertise and sector knowledge; commitment to demonstrating results and sharing learning; strong leadership, management and track record. The preference is to fund front-line organisations providing direct benefits to vulnerable and disadvantaged people. The Foundation wants to fund innovative, high quality projects, backing exceptional people with vision and continues to be particularly interested in programmes supporting the most vulnerable and disadvantaged people and/or communities.

Applications are also expected to demonstrate a clear need for the work, provide evidence of outcomes and demonstrate that the organisation has the skills and capacity to deliver the work or project proposed. Many are visited as part of the assessment process, which includes meeting key staff, a Trustee and beneficiary, the latter if appropriate. During the year under review, this continued to be done through video conferencing. These meetings cover due diligence including safeguarding processes and procedures, the project for which funds are being requested, management/governance and finance. Every organisation in receipt of a grant will report annually on outcomes, agreed at the time of the award being made as set out under Achievement and Performance.

Whilst the Foundation funds a variety of charitable and not-for-profit organisations, funding is specifically targeted towards issues and organisations which do not enjoy widespread public support. This continued throughout the pandemic in parallel with additional support for some organisations particularly affected. Collaboration with other funders continues to be very important in terms of wider learning as well as for leveraging other funding from those Foundations interested in similar client groups or sectors. An added benefit The Foundation seeks with grant recipients, is to introduce organisations to each other to enhance learning, share good practice and where possible, work together.

ACHIEVEMENT AND PERFORMANCE

The Foundation's work is measured by the degree to which each grant contributes to agreed outcomes covering qualitative and quantitative data. The Foundation funds across a wide range of subject areas, as seen in the list of awards so outcomes are measured in different ways which may include feedback from beneficiaries, formal tracking from statutory agencies or others, data collection, estimation of cost savings and sometimes a more formal evaluation. Both hard and soft outcomes are gathered, and the Trustees consider each set of outcome requirements on a case-by-case basis. For multi-year grants (usually up to three years), the second or third year's payment are released upon receipt of satisfactory monitoring and financial reports.

Whilst the Foundation continues to be a predominantly reactive grant maker and no changes are planned in regard to this approach, more targeted work in the year under review continued around older people, although this moved slowly due to the pandemic.

In 2018/19, recognising the growing need and pressure on care homes in terms of funding, staff skills and the limited offer around social and creative activities, the Trustees agreed to designate £2,500,000 to be spent over five years (5 x £500,000) towards the little things that make a difference in care homes. A handful of grants have been made in this regard. However, it became apparent, even prior to the arrival of Covid-19, that staff are key to the little things that make a difference in care homes and that there is a real need to support their development and wellbeing for a lasting impact in care settings. The pandemic highlighted the challenges facing the care sector even more starkly and reinforced the view that there is value in supporting the care workforce. A number of grants were made to support the care sector during the pandemic. For example, grants were made towards My Home Life's WhatsApp/online support network for care home managers; hardship grants for care staff via the Care Workers Charity; a suite of guides for care home staff to make better use of IT and video technology for the National Care Forum, and a grant towards the National Activity Providers Association helpline which was responding to more requests for help around how to engage residents in purposeful activity. The ideas around supporting staff development will be explored further in the year ahead.

Recognising the strength of collaboration with others, the Rayne Foundation continued to work with Social Finance and three other foundations on the development of two models designed to improve quality of life for older people. During the year, a further £60,000 was awarded to Social Finance to develop two specific ideas. The first focuses on helping older people to remain in fulfilling work for longer, initially focused on the care sector which has a high proportion of older employees alongside other challenges around recruitment and retention; the pandemic has had a profound impact on this sector, and the older workforce more generally, and this element of the work is currently on hold until it can be developed more fully. The second focuses on the development of accessible transport models that will allow more older people to benefit from the independence, freedom and self-determination afforded through joined up transport services which meet their needs; this has also moved

more slowly due to the pandemic but new opportunities are also emerging as a consequence of social distancing and the impact on public subsidy of services and a more detailed proposal for taking this work forward is in development.

In 2017, Trustees awarded £300,000 to roll out the Men in Sheds model and set up new sheds with Age UK Cheshire and the (UKMSA). When the Foundation first awarded this grant, there were 329 sheds; today there are over 600 with a further 150 in development, supported by a growing number of Sheds Ambassadors and Regional Networks. The first shed on a care home site is also in development and will eventually become a resource not just for local shedders but an opportunity for care home residents to engage with some of the activities and the wider community. A further grant of £40,000 was awarded during the year towards UKMSA to extend the National Shed Development Manager role for one more year.

The relationship with Emmaus UK continues through the £1,000,000 Social Investment Fund allocated to Emmaus UK to develop new Communities. As already described, the unallocated £250,000 was turned into a grant, £750,000 having already been drawn down. The Trustees will continue to work with Emmaus UK, but any further funding needs will be considered through a grant application process, rather than a Social Investment loan. The Foundation's original focus was to help Emmaus UK increase the number of Companion places from 532 to 750 which has been met and continues to increase; by December 2020 they had 856 Companion rooms across the federation. The four Communities with investments were Emmaus Hastings & Rother, Emmaus Hull, Emmaus Brighton & Hove and Emmaus Bristol.

Emmaus Hastings & Rother (£100,000) and Emmaus Brighton & Hove (£50,000) have both fully repaid their loans. Emmaus Hull and Emmaus Bristol have £80,000 and £25,000 respectively outstanding. Both were informed interest payments would be put on hold during the pandemic (and not back dated) as would be scheduled repayments, if required. Emmaus Hull repaid £40,000 (due in 2020) in January 2021, and Emmaus Bristol will make their two payments of £12,500 in 2021 and 2022, if not all in 2021. This will bring the Social Investment Fund to an end, but the Foundation's interest in Emmaus continues with detailed quarterly reports on each Community, with an active loan or grant managed through Emmaus UK, in addition to an annual review.

In parallel with the on-going grants work, the refurbishment of the building The Foundation purchased in February 2018, moved towards completion during the year. There were delays during the pandemic, but as soon as construction teams returned to work, it continued. The office was unoccupied for the majority of 2020, although there were visits to ensure all was secure and to check up on progress. Works will be completed in the spring of 2021 with the purchase and refurbishment funded from a combination of a mortgage and capital. Once offices reopen, The Foundation will offer, pro bono, meeting room space to other charities as well as letting space out on a commercial basis to set against the running costs of the premises.

PUBLIC BENEFIT

The Trustees confirm that they have complied with their duty in Section 17 of the Charities Act 2011 to have due regard to the public benefit guidance published by the Charity Commission for England and Wales. The Foundation provides public benefit through the making of grants to registered charities and not-for-profit organisations with charitable objects and through undertaking initiatives which contribute to the needs of UK society. This covers both proactive and reactive grant making supporting a wide range of beneficiaries including older people, young people, refugees, families and wider groups. The Trustees carefully consider the merits of each application and where they can maximise impact. Each year, The Foundation makes a careful judgment between investing in immediate calls on its funds and safeguarding the endowment to meet future needs and challenges.

RISK MANAGEMENT

Risks relating to financial performance and therefore future distribution, due to volatility of markets, are regularly reviewed by the Joint Finance & Investment Committee and include an annual impairment review.

The comprehensive risk register covers a range of issues which include loss of key staff, governance, fraud, reduction in capital and operational risks. Specific examples of risk management include keeping a watching brief on market volatility and portfolio diversification to mitigate loss of capital; reviewing governance and good practice from applicants before grants are awarded; maintaining up to date

knowledge of policy or statutory changes/requirements in the sector and setting financial and reporting obligations for grant recipients to monitor multi-year grants before any subsequent payment is released.

The Trustees formally review risk on an annual basis and conclude that there are sufficient controls in place across the organisation. The Chairman and Director also meet the auditor to discuss recommendations arising from their annual audit which may inform any approach to a particular risk.

Covid-19 and its global impact affected the day-to-day operations of the Foundation in terms of moving to remote working, assessing projects and organisations via zoom or equivalent, but grant making continued uninterrupted, alongside allocating the additional funds made available. In addition to the significant implication for millions of individuals, investment portfolios sharply fell but have since improved post year end. The Foundation holds high cash reserves, which cover all current grant commitments and operating costs and more, so no funding commitments will be cancelled for lack of funds.

INTERNAL CONTROLS

The Trustees confirm that internal control processes and procedures are in place and continue to be reviewed to ensure that risks are mitigated as far as possible. This includes an annual budget, approved by the Trustees, and monthly financial reporting of actual against budget and other key performance indicators.

The charity was not involved directly or indirectly in any fundraising for its own benefit during 2020. The charity had no fundraising activities requiring disclosure under S162A of the Charities Act.

FINANCIAL REVIEW

The Foundation had income for the year of £2,233,977 *(2019: £1,983,283)*. There were no exceptional dividends in the year under review. Grants awarded in the year amounted to £6,268,500 (2019: £1,995,600).

The Joint Finance & Investment Committee agreed to hold a strong cash balance due to the uncertainty of global markets particularly affected by Brexit and for the planned expenditure on the new building.

During the year, Trustees appointed Portfolio Review Services (PRS) to undertake an independent strategic review of the Foundation's investment arrangements. This did not include any of the other long-term assets represented by the property at Bromley Place or works of art. The work took place over several months leading to a presentation to the JFIC and then a discussion with the full Board. The Trustees agreed, as a result of the report, to:

- Change the advisory mandate with Rathbones to a fully discretionary mandate as was already in place with Cazenove with a benchmark of CPI + 3%.

- Reduce the dominant position in Derwent London plc from 69.9% in 2020 *(2019: 75.4%)* to 20% of the investment portfolio within 5 years and reinvest with a more diversified approach.

- Document how Trustees demonstrate effective oversight for the investments in Derwent London plc and LMS Capital, with reference to how Trustees review performance, decide whether to add, reduce or hold current positions and the information and advice they receive on these investments.

- To hold a cash "strong box" portfolio: i.e., to ensure that Cazenove and Rathbones formally separate cash that the Foundation intends to spend within two years and manage this with a "cash plus" objective to achieve a consistent, secure return with low volatility, appropriate for this time frame.

- To look for an additional member to join the JFIC with relevant investment experience.

INVESTMENT POLICY AND PERFORMANCE AGAINST OBJECTIVES

The Foundation aims to maximise the investment return and to achieve sufficient cash income to maintain the level of grants. The value of the investment portfolio, excluding cash balances decreased from £100,368,887 in 2019 to £86,144,287 during the year. Trustees review expenditure on a regular basis, in particular at the start of the financial year, and consider new investments and changes in allocation on a case by case basis. The Trustees do not invest to meet a formal social, environmental or ethical investment policy.

The distribution in the year was 3.47% (2019: 5.10%) of the average capital value of the twenty previous quarters. No changes were made to The Foundation's investment policies.

RESERVES POLICY

Reserves are held in order to ensure that outstanding commitments can be met and that, if necessary, levels of spending can be adjusted in a measured way. Total reserves at the year end are £93,349,281. Free reserves are calculated by deducting tangible fixed assets and designated funds from unrestricted funds, as well as adding back any loans used to purchase fixed assets (a mortgage value of £3,680,000 secured against Bromley Place). The free reserves held at the year-end were negative at £740,181. This position arises due to the significant value of Bromley Place purchased from unrestricted funds and mortgage funds. Included within unrestricted funds of £3,958,963 are designated funds totalling £1,943,100 and fixed assets of £6,436,044. However, The Foundation holds an expendable endowment fund of £89,384,688 which can be drawn upon if required in order to meet its ongoing obligations. The total amount of restricted reserves held at the year-end and not available for the general purposes of the charity were £5,630. £40,000 remains designated for the Men in Sheds programme. The Foundation holds cash balances to manage fluctuations in cash flow and cash liquidity is reviewed quarterly by the Joint Finance & Investment Committee. The Trustees are satisfied that the Foundation, given its financial reserves and fundamental assets, is in a position to meet all its current and anticipated future commitments.

STATEMENT OF TRUSTEES' RESPONSIBILITIES

The Trustees (who are also directors of The Rayne Foundation for the purposes of company law) are responsible for preparing the Trustees' Annual Report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards).

Company law requires the Trustees to prepare financial statements for each financial year. Under company law the Trustees must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that period. In preparing these financial statements, the Trustees are required to:

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

The Trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charitable company's transactions, disclose with reasonable accuracy at any time the financial position of the charitable company and enable them to ensure that the financial statements comply with the Companies Act 2006 and the provisions of the Charity's constitution. They are also responsible for safeguarding the assets of the Charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

This report was approved by the Trustees, on 7 June 2021 and signed on their behalf by:

The Hon Robert A Rayne
Chairman

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE RAYNE FOUNDATION

Opinion

We have audited the financial statements of The Rayne Foundation ('The Foundation') for the year ended 30 November 2020 which comprise the Statement of financial activities, the Balance sheet, the Statement of cash flows and the related notes, 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 November 2020 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

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 United Kingdom, including the Financial Reporting Council'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 have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Trustees' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Trustees have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the charitable company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

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 matters prescribed by the Companies Act 2006

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

- the information given in the Trustees' report for the financial year for which the financial statements are prepared is consistent with the financial statements.
- 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 our knowledge and understanding of the charitable company and its environment obtained in the course of the audit, we have not identified material misstatements in the Trustees' report.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Trustees were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Trustees' report and from the requirement to prepare a Strategic report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE RAYNE FOUNDATION (CONTINUED)

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.

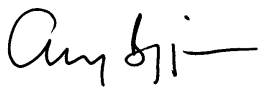
Auditor's responsibilities for the audit of the financial statements

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.

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

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



Guy Biggin (Senior statutory auditor)
for and on behalf of
Crowe U.K. LLP
Statutory Auditor
Carrick House
Lypiatt Road
Cheltenham

Date: 9 June 2021

THE RAYNE FOUNDATION

(A company limited by guarantee)

STATEMENT OF FINANCIAL ACTIVITIES (INCORPORATING INCOME AND EXPENDITURE ACCOUNT) FOR THE YEAR ENDED 30 NOVEMBER 2020

	Note	Unrestricted funds 2020 £	Restricted funds 2020 £	Endowment funds 2020 £	Total funds 2020 £	*Total funds 2019 £*
Income from:						
Investments	4	**2,233,977**	**-**	**-**	**2,233,977**	*1,983,283*
Total income		**2,233,977**	**-**	**-**	**2,233,977**	*1,983,283*
Expenditure on:						
Raising funds:	5					
Investment manager's fees		**12,006**	**848**	**122,791**	**135,645**	*167,124*
Charitable activities	6	**4,004,489**	**20,000**	**3,000,000**	**7,024,489**	*2,492,666*
Total expenditure		**4,016,495**	**20,848**	**3,122,791**	**7,160,134**	*2,659,790*
Net (losses)/gains on investments		**(2,652)**	**2,842**	**(14,480,100)**	**(14,479,910)**	*18,765,825*
Net expenditure		**(1,785,170)**	**(18,006)**	**(17,602,891)**	**(19,406,067)**	*18,089,318*
Transfers between funds	21	**2,000,000**	**-**	**(2,000,000)**	**-**	*-*
Net (expenditure)/income		**214,830**	**(18,006)**	**(19,602,891)**	**(19,406,067)**	*18,089,318*
Reconciliation of funds:	21					
Total funds brought forward		**3,744,133**	**23,636**	**108,987,579**	**112,755,348**	*94,666,030*
Net movement in funds		**214,830**	**(18,006)**	**(19,602,891)**	**(19,406,067)**	*18,089,318*
Total funds carried forward		**3,958,963**	**5,630**	**89,384,688**	**93,349,281**	*112,755,348*

The notes on pages 18 to 45 form part of these financial statements.

THE RAYNE FOUNDATION

(A company limited by guarantee)
REGISTERED NUMBER: 11559926

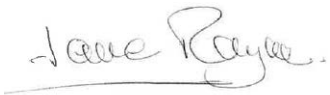
BALANCE SHEET
AS AT 30 NOVEMBER 2020

	Note		2020 £		*2019 £*
Fixed assets					
Tangible assets	12		**6,436,044**		*6,226,611*
Investments	13		**89,109,626**		*106,202,871*
			95,545,670		*112,429,482*
Current assets					
Debtors	14	**153,669**		*122,734*	
Investments	15	**2,828,935**		*3,766,794*	
Cash at bank and in hand		**4,002,534**		*2,536,395*	
		6,985,138		*6,425,923*	
Creditors: amounts falling due within one year	16	**(3,823,001)**		*(1,620,157)*	
Net current assets			**3,162,137**		*4,805,766*
Total assets less current liabilities			**98,707,807**		*117,235,248*
Creditors: amounts falling due after more than one year	18		**(5,358,526)**		*(4,479,900)*
Total net assets			**93,349,281**		*112,755,348*
Charity funds					
Endowment funds	21		**89,384,688**		*108,987,579*
Restricted funds	21		**5,630**		*23,636*
Unrestricted funds	21		**3,958,963**		*3,744,133*
Total funds			**93,349,281**		*112,755,348*

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

BALANCE SHEET (CONTINUED)
AS AT 30 NOVEMBER 2020

The financial statements were approved and authorised for issue by the Trustees on 7 June 2021 and signed on their behalf by:



Lady Jane Rayne
Trustee

The Hon. Robert A Rayne
Chair of Trustees

The notes on pages 18 to 45 form part of these financial statements.

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 NOVEMBER 2020

	Note	2020 £	*2019 £*
Cash flows from operating activities			
Net cash used in operating activities	23	**(3,886,818)**	*(2,558,586)*
Cash flows from investing activities			
Dividends, interest and rents received from investments		**2,233,977**	*1,983,283*
Purchase of tangible fixed assets		**(417,040)**	*(1,280,431)*
Proceeds from sale of investments		**4,716,723**	*3,589,333*
Purchase of investments		**(4,600,344)**	*(2,584,734)*
Proceeds from investment repayments		**51,453**	*281,553*
Movement in investments held as cash		**283,293**	*984,521*
Transfer from/(to) fixed asset investments		**3,100,000**	*(3,100,000)*
Net cash provided by/(used in) investing activities		**5,368,062**	*(126,475)*
Change in cash and cash equivalents in the year		**1,481,244**	*(2,685,061)*
Cash and cash equivalents at the beginning of the year		**2,521,290**	*5,206,351*
Cash and cash equivalents at the end of the year	24	**4,002,534**	*2,521,290*

The notes on pages 18 to 45 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2020

1. General information

The Rayne Foundation is a charitable company limited by guarantee, registered with Companies House (registered number: 11559926 England & Wales) and the Charity Commission (registered number: 1179912). Its registered principal office is 3 Bromley Place, London, W1T 6DB.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with the Charities SORP (FRS 102) - 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) (effective 1 January 2019), the Companies Act 2006 and the Charities Act 2011.

The Rayne Foundation 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.

2.2 Going concern

The Foundation has cash resources and no requirement for external funding during the year. The Trustees have a reasonable expectation that the Foundation has adequate resources to continue in operational existence for the foreseeable future and there are no material uncertainties about the charity's ability to continue.

The Covid-19 pandemic has not had a significant impact on the Foundation's operations but the Trustees will continue to keep this under review.

Having regard to the above, the Trustees believe it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

2.3 Income

Income from investments is included in the Statement of Financial Activities only if received, or declared and receivable. Gains or losses arising from the revaluation of investments are dealt with in the Statement of Financial Activities.

2. Accounting policies (continued)

2.4 Expenditure

Expenditure is accrued as soon as a liability is considered probable. Grants are recognised when a constructive obligation arises that results in the payment being unavoidable.

Costs of raising funds include expenditure associated with investment management.

Charitable activities include expenditure associated with grants payable and include both the direct costs and support costs relating to these activities.

Governance costs include those incurred in the governance of the Foundation and its assets and are primarily associated with constitutional and statutory requirements and are included within support costs.

Support costs include central functions and have been allocated to activity cost categories on a basis consistent with the use of resources.

All expenditure is classified under activity headings that aggregate all costs related to the category. Irrecoverable VAT is charged against the category of expenditure for which it was incurred.

2.5 Taxation

The Rayne Foundation is a registered charity, and as such is entitled to taxation exemptions on all its income and gains, properly applied for its charitable purposes.

2.6 Tangible fixed assets and depreciation

Tangible fixed assets costing £750 or more are capitalised.

A review for impairment of a fixed asset is carried out if events or changes in circumstances indicate that the carrying value of any fixed asset may not be recoverable. Shortfalls between the carrying value of fixed assets and their recoverable amounts are recognised as impairments. Impairment losses are recognised in the Statement of Financial Activities.

Tangible fixed assets are carried at cost, net of depreciation and any provision for impairment. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Freehold buildings	- 30 years straight line
Freehold land	- Not depreciated
Fixtures and fittings	- 5 years straight line
Office equipment	- 5 years straight line
Computer equipment	- 3 years straight line

2. Accounting policies (continued)

2.7 Investments

Quoted investments are stated in the Balance Sheet at their market value as at the year end date.

Non listed investments are measured at historic cost and are reviewed annually for impaiment.

Included in current asset investments are short term cash deposits.

Works of art are valued periodically for insurance purposes, and this value is incorporated in the Balance Sheet. Gains and losses are shown in the Statement of Financial Activities and reflected in the relevant fund. The next valuation is due in 2021.

2.8 Debtors

Other debtors and accrued income are recognised at the settlement amount due.

Prepayments are valued at the amount prepaid.

2.9 Cash at bank and in hand

Cash at bank and 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.

2.10 Creditors

Liabilities are recognised once there is a legal or constructive obligation that commits the Foundation to the obligation. Creditors are normally recognised at their settlement amount after allowing for any discounts due.

2.11 Financial instruments

The Foundation 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. Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method.

2.12 Pensions

The Foundation operates a defined contribution scheme on behalf of its employees. Contributions are charged in the Statement of Financial Activities as incurred. No further liabilities accrue under the scheme.

2.13 Expendable Endowment Fund

The expendable endowment fund is maintained to generate sustainable income for the unrestricted funds.

2. Accounting policies (continued)

2.14 Restricted Funds

Restricted funds are subject to specific conditions by donors as to how they may be used. The purposes and uses of the restricted funds are set out in the notes to the financial statements.

2.15 Unrestricted Funds

Unrestricted funds are expendable at the discretion of the Trustees in furtherance of the objects or administration of the Foundation.

Designated funds comprise general funds, which have been set aside at the discretion of the Trustees, for specific purposes.

3. Critical accounting estimates and areas of judgement

Preparation of the financial statements requires management to make judgements and estimates. The Trustees consider that there are no material judgements in applying accounting policies or key sources of estimation uncertainty.

4. Investment income

	Unrestricted funds 2020 £	**Total funds 2020 £**	*Total funds 2019 £*
Licence income	14,035	**14,035**	-
Income from investments	2,192,470	**2,192,470**	*1,909,057*
Interest receivable	27,472	**27,472**	*74,226*
Total 2020	2,233,977	**2,233,977**	*1,983,283*
Total 2019	*1,983,283*	*1,983,283*	

5. Investment management costs

	Unrestricted funds 2020 £	Restricted funds 2020 £	Endowment funds 2020 £	**Total funds 2020 £**	*Total funds 2019 £*
Investment management fees	12,006	848	122,791	**135,645**	*167,124*
Total 2019	*10,965*	*2,127*	*154,032*	*167,124*	

6. Analysis of expenditure on charitable activities

Summary by fund type

	Unrestricted funds 2020 £	Restricted funds 2020 £	Endowment funds 2020 £	**Total funds 2020 £**	*Total funds 2019 £*
Support costs	755,989	-	-	**755,989**	*507,066*
Grant funding of activities	3,248,500	20,000	3,000,000	**6,268,500**	*1,985,600*
Total 2020	4,004,489	20,000	3,000,000	**7,024,489**	*2,492,666*
Total 2019	*2,185,266*	*307,400*	*-*	*2,492,666*	

7. Analysis of expenditure by activities

	Activities undertaken directly 2020 £	Grant funding of activities 2020 £	Total funds 2020 £	*Total funds 2019 £*
Support costs	755,989	-	**755,989**	*507,066*
Grant funding of activities	-	6,268,500	**6,268,500**	*1,985,600*
Total 2020	755,989	6,268,500	**7,024,489**	*2,492,666*
Total 2019	*507,066*	*1,985,600*	*2,492,666*	

Analysis of support costs

	Total funds 2020 £	*Total funds 2019 £*
Staff costs (note 10)	**255,429**	*230,506*
Depreciation	**207,607**	*32,075*
Staff related costs	**15,026**	*13,978*
Premises cost	**144,305**	*126,666*
Travel and subsistence	**1,040**	*3,667*
Office costs	**71,029**	*57,429*
Governance costs (note 8)	**61,553**	*42,745*
	755,989	*507,066*

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2020

8. Governance costs

	2020 £	2019 £
Trustees' expenses	**283**	*348*
Legal fees	**2,691**	*4,037*
Professional fees	**44,695**	*24,476*
Audit and accountancy fees	**13,884**	*13,884*
	61,553	*42,745*

9. Auditor's remuneration

	2020 £	2019 £
Fees payable to the The Foundation's auditor for the audit of The Foundation's annual accounts	**8,000**	*8,000*
Fees payable to the The Foundation's auditor in respect of:		
Preparation of the financial statements	**3,570**	*3,570*

10. Staff costs

	2020 £	2019 £
Wages and salaries	**205,187**	*184,214*
Social security costs	**21,800**	*20,524*
Contribution to defined contribution pension schemes	**28,442**	*25,768*
	255,429	*230,506*

The average number of persons employed by the The Foundation during the year was as follows:

	2020 No.	2019 No.
Administration	**4**	*4*
Management	**1**	*1*
	5	*5*

10. Staff costs (continued)

The number of employees whose employee benefits (excluding employer pension costs) exceeded £60,000 was:

	2020 No.	*2019 No.*
In the band £100,001 - £110,000	**1**	*1*

Defined contribution pension scheme costs payable with regard to the higher paid employee totalled £14,393 *(2019: £14,250)*.

Key management personnel employee benefits consisting of the Director totalled £134,307 *(2019: £130,606)*.

11. Trustees' remuneration and expenses

During the year, no Trustees received any remuneration or other benefits *(2019: £NIL)*.

During the year ended 30 November 2020, expenses totalling £283 were reimbursed or covered travel costs, relating to two Trustees *(2019: £348 to one Trustee*).

12. Tangible fixed assets

	Freehold land and buildings £	Fixtures and fittings £	Office equipment £	Computer equipment £	Total £
Cost					
At 1 December 2019	**5,950,478**	**294,184**	**-**	**14,024**	**6,258,686**
Additions	**321,976**	**80,158**	**5,777**	**9,129**	**417,040**
At 30 November 2020	**6,272,454**	**374,342**	**5,777**	**23,153**	**6,675,726**
Depreciation					
At 1 December 2019	**20,280**	**9,806**	**-**	**1,989**	**32,075**
Charge for the year	**129,118**	**71,598**	**232**	**6,659**	**207,607**
At 30 November 2020	**149,398**	**81,404**	**232**	**8,648**	**239,682**
Net book value					
At 30 November 2020	**6,123,056**	**292,938**	**5,545**	**14,505**	**6,436,044**
At 30 November 2019	*5,930,198*	*284,378*	*-*	*12,035*	*6,226,611*

Freehold land and buildings includes mixed use property. The element considered to be investment property is not seperately identifiable.

13. Fixed asset investments

	Quoted investments £	George Capital £	Social investments £	Deposit accounts £	Works of art £	Total £
Cost or valuation						
At 1 December 2019	**100,838,240**	**1,158,131**	**395,000**	**3,100,000**	**961,500**	**106,452,871**
Additions	**4,600,304**	**-**	**-**	**-**	**-**	**4,600,304**
Disposals	**(4,716,723)**	**-**	**-**	**-**	**-**	**(4,716,723)**
Revaluations	**(14,479,910)**	**-**	**-**	**-**	**-**	**(14,479,910)**
Capital repayments	**-**	**(51,453)**	**-**	**-**	**-**	**(51,453)**
Transfers	**-**	**-**	**-**	**(3,100,000)**	**-**	**(3,100,000)**
Movements in cash	**654,537**	**-**	**-**	**-**	**-**	**654,537**
At 30 November 2020	**86,896,448**	**1,106,678**	**395,000**	**-**	**961,500**	**89,359,626**
Impairment						
At 1 December 2019	**-**	**-**	**250,000**	**-**	**-**	**250,000**
At 30 November 2020	**-**	**-**	**250,000**	**-**	**-**	**250,000**
Net book value						
At 30 November 2020	**86,896,448**	**1,106,678**	**145,000**	**-**	**961,500**	**89,109,626**
At 30 November 2019	*100,838,240*	*1,158,131*	*145,000*	*3,100,000*	*961,500*	*106,202,871*

Works of Art are valued for insurance purposes on a rolling basis at least every 5 years. In 2016 valuations were provided by Christie's for the whole portfolio of art works. These valuations have been used by the Trustees as a proxy for market value. Some of the items are on loan for display by public or charitable organisations.

Social Investments represent funds made available to Emmaus UK for the provision of loans to develop new Emmaus Communities and to support Emmaus Enterprises.

Please see note 30 for details of the George Capital investment.

The following investments comprise more than 5% of the portfolio:

	Market value	
Derwent London plc	£63,009,980	69.9%

14. Debtors

	2020	2019
	£	£
Other debtors	**134,158**	*120,223*
Prepayments	**19,511**	*2,511*
	153,669	*122,734*

15. Current asset investments

	2020	2019
	£	£
Cash held with Investment managers	**2,828,935**	*3,766,794*

16. Creditors: Amounts falling due within one year

	2020 £	2019 £
Bank overdrafts	**-**	*15,105*
Bank loans	**107,174**	*-*
Other taxation and social security	**8,529**	*8,283*
Other creditors	**25,577**	*69,664*
Accruals	**104,221**	*96,705*
Grants payable	**3,577,500**	*1,430,400*
	3,823,001	*1,620,157*

17. Reconciliation of grants payable:

	2020 £	2019 £
Commitments at 1 December 2019	**2,230,300**	*2,150,150*
Commitments made in the year	**6,268,500**	*1,995,600*
Commitments withdrawn	**-**	*(10,000)*
Grants paid during the year	**(3,135,600)**	*(1,905,450)*
Commitments at 30 November 2020	**5,363,200**	*2,230,300*

18. Creditors: Amounts falling due after more than one year

	2020 £	*2019* *£*
Bank loans	**3,572,826**	*3,680,000*
Grants payable	**1,785,700**	*799,900*
	5,358,526	*4,479,900*

Included within the above are amounts falling due as follows:

	2020 £	*2019* *£*
Between one and two years		
Bank loans	**146,915**	*107,174*
Between two and five years		
Bank loans	**469,712**	*298,556*
Over five years		
Bank loans	**2,956,199**	*3,274,270*

The mortgage is secured by a legal charge over the property 3 Bromley Place, London, W1T 6DB.

19. Grants

Company Name	Appeal Summary	Covid Grant (£)	Main Grant (£)	Total (£)
Age Exchange	Towards adapting its evaluated Reminiscence Arts intervention for older people with dementia to support the specific needs of people with young onset dementia.	-	49,000	49,000
Aspex Visual Arts Trust	Towards the extension of a programme of visual arts workshops for people with dementia and a carers support group.	13,700	-	13,700
Autism Early Support Trust Limited	Towards the expansion of its Autism Early Support Services for children with autism or other communication difficulties.	-	45,000	45,000
Bowls Development Alliance	Towards a project that encourages older people and those with a life-threatening illness or disability to keep active and in so doing improve their physical, mental and social well-being.	-	60,000	60,000
Breadwinners Foundation	Towards the core costs of a social enterprise that provides work experience, training and mentoring to young refugees and people seeking asylum by selling artisan organic bread across London.	-	30,000	30,000
Bromley by Bow Centre	Towards core costs of an organisation supporting families, young people and adults of all ages to learn new skills, improve their health and wellbeing, find employment and develop the confidence needed to achieve positive outcomes.	150,000	-	150,000
Capital Theatres	Towards staff costs and the delivery of its digital engagement programme 'Raise the curtain'.	20,000	-	20,000
Cardboard Citizens	Towards a programme of intensive creative residency projects in areas of low arts engagement that will draw in local expertise, empower communities to explore stories and create change.	-	30,000	30,000
Care & Repair England Ltd	Towards a community arts initiative to improve quality of life for older people living alone, carers, and those ageing without children.	-	60,000	60,000

Grants (continued)

Company Name	Appeal Summary	Covid Grant (£)	Main Grant (£)	Total (£)
Circles South East	Core costs towards providing a comprehensive package of support to all whose lives have been impacted by sexual harm and sexual violence.	-	10,000	10,000
Circles South East	Core costs towards providing a comprehensive package of support to all whose lives have been impacted by sexual harm and sexual violence.	-	75,000	75,000
Emmaus UK	Towards nine Emmaus Communities to improve their retail offer and sustainability.	-	250,000	250,000
Empire Fighting Chance	Towards core costs, recognising the loss of income due to Covid-19, for programmes of non-contact boxing and intensive personal support in deprived communities.	15,000	-	15,000
Enabling Enterprise	Towards supporting the creation of a series of skills-focused workbooks and workshops for college students.	-	10,000	10,000
Family Rights Group	Towards the roll out of a new approach that aims to substantively help build lasting support networks for children in care.	-	60,000	60,000
Fitzrovia Youth in Action	Towards a programme working with young people in Camden to create positive change in their community and their lives.	10,000	-	10,000
Football Beyond Borders	Towards therapy supervisory costs for the Schools' Plus football-therapy model.	-	40,000	40,000
Future Frontiers	Towards extending support over the 2020/21 academic year.	20,000	-	20,000
Future Men	Towards its Future Dads programme, a perinatal suport course for new and expectant fathers in hospital settings and intensive 1-2-1 support for young fathers who are struggling and have complex issues.	-	40,000	40,000
Home-Start UK	Towards providing enhanced training to a national network of volunteers and staff so they can better support women with perinatal mental health issues.	-	61,000	61,000
Imperial Health Charity	Towards "treats" such as spa days or vouchers for the NHS staff.	10,000	-	10,000
Jewish Care	Towards the additional costs faced by Jewish care homes during the Covid-19 pandemic.	335,000	-	335,000

Grants (continued)

Company Name	Appeal Summary	Covid Grant (£)	Main Grant (£)	Total (£)
King's College London	Towards the capital costs of a new building housing an ambitious programme of research & clinical innovation with professionals & patients together in one place.		3,000,000	3,000,000
Learn English at Home	Towards the scaling up and annual evaluation of a programme of 'bespoke' English language and social integration support for socially excluded minority ethnic adults.	-	54,000	54,000
Live Music Now	Towards funding to contribute to and enhance LMN's extensive ongoing programme of carefully delivered live music activities with people who live and work in adult social care.	-	75,000	75,000
Llamau Ltd	Towards piloting a primary prevention project working to identify and support young people at risk of homelessness.	-	30,000	30,000
Local Welcome CIO	Towards the creation of Local Welcome groups for older people and their local community to interact with each other.	-	30,000	30,000
Magic Me	Towards a pilot partnership project, with three care homes in London, aiming to improve the quality of life for older people and support care home staff in difficult times.	20,000	-	20,000
Mayday Trust	Towards the salary of a PTS Asset Coach to deliver a service for young people who experience poor mental health as a result of poverty, homelessness, leaving care and offending institutions.	-	60,000	60,000
My Home Life Charity	Towards a Covid-19 WhatsApp/online support network for care home managers.	20,000	-	20,000
National Activity Providers Association	Towards the National Arts in Care Homes Day 2020-2023.	-	40,000	40,000
National Activity Providers Association	Towards an additional post and costs of expanding the capacity of the helpline to enhance the support available to care providers during the Covid-19 pandemic.	15,000	-	15,000

Grants (continued)

Company Name	Appeal Summary	Covid Grant (£)	Main Grant (£)	Total (£)
National Care Forum	Towards a suite of resources to help care providers use digital technology to enhance the lives of their residents and staff during the Covid-19 lockdown.	10,000	-	10,000
National Centre for Circus Arts	Towards a project of weekly workshops to improve the physical and mental wellbeing of young people aged 8 to 15 who are diagnosed with an autism spectrum disorder.	-	10,000	10,000
National Theatre of Scotland	Towards using the arts to effect change within Renfrewshire Council's care system by bringing young people and caregivers together in a three-year programme to creatively reimagine relationships.	-	60,000	60,000
NoFit State Community Circus Ltd	Towards redesigning NoFit State's vibrant Youth Circus programme to increase accessibility for children and young people with Autism Spectrum Disorder.	-	10,000	10,000
One25 Limited	Towards expanding its service for women in early recovery from addiction and trauma.	-	60,000	60,000
OnSide Youth Zones	Towards rolling out the mental health component of a wider Health and Wellbeing Project to 14 Youth Zones.	-	76,300	76,300
OpenUp Music	Towards the remote training sessions for professionals in order to support existing schools and expand to new schools.	10,000	-	10,000
Orchestras for All	Towards a programme that aims to tackle inequalities in the provision of music making opportunities and music education across the UK.	-	45,000	45,000
Oxford Parent Infant Project	Towards a further year's funding of OXPIP's Parent-Infant Therapy SAPlings Groups in Banbury and Oxford.	-	20,000	20,000
Project Art Works	Towards core support to underpin a programme of personalised, holistic support to caregivers in order to improve resilience and ensure long term improvements in their lives and wellbeing.	-	75,000	75,000

Grants (continued)

Company Name	Appeal Summary	Covid Grant (£)	Main Grant (£)	Total (£)
Refugee Action	Towards funding charities supporting people in the immigration and asylum system during the Covid-19 pandemic.	20,000	-	20,000
SafeLives	Towards enabling seventeen smaller Leading Lights charities to deliver support as a result of Covid-19 restrictions.	20,000	-	20,000
School-Home Support Services (UK)	Towards the salary of the Parental Engagement Co-ordinator.	20,000	-	20,000
Simon Community Scotland	Towards a 3 year test of change initiative to establish a model of practice for Scotland of the evidenced based Managed Alcohol Programme.	-	60,000	60,000
Social Finance	Towards development of two specific ideas - helping older people to remain in fulfilling work for longer and the development of accessible transport models that will allow older people to benefit from greater independence afforded through joined up transport services.	-	60,000	60,000
St Mungo's	Towards the additional expenses incurred through accommodating homeless people in hotels.	20,000	-	20,000
Sunderland Carers Centre	Towards a general donation.	10,000	-	10,000
Surviving Economic Abuse	Towards piloting an Economic Abuse Evidence Form for victim-survivors of economic abuse.	-	60,000	60,000
The Bike Project	Towards core costs to support the expansion of operations in the West Midlands and launching The Bike Project Roadshow in 2021.	-	40,000	40,000
The Brendoncare Foundation	Towards Me Time, through which Brendoncare aims to give each resident some protected time with a chosen member of staff to do something that will make them happy and is just for them.	-	10,000	10,000
The Care Workers Charity	Towards financial support for care workers facing hardship during the Covid-19 Crisis.	100,000	-	100,000
The Good Gym Ltd	Towards the core costs of GoodGym's older people operations team.	-	90,000	90,000

Grants (continued)

Company Name	Appeal Summary	Covid Grant (£)	Main Grant (£)	Total (£)
The Royal United Kingdom Beneficent Association	Towards a fund to support local organisations working with older people during Covid-19 and beyond.	100,000	-	100,000
The Trussell Trust	Towards a roll out of a national helpline to enable better access to foodbanks and advice.	20,000	-	20,000
The West London Synagogue of British Jews	Towards Interfaith and Social Care Programmes, including the Asylum drop-in.	-	128,000	128,000
Transgenerational Change Limited	Towards core costs of an organisation supporting disadvantaged children and families in west London.	20,000	-	20,000
UK Men's Sheds Association	Towards the salary of the National Shed Development Manager.	-	40,000	40,000
Yes Futures	Towards a programme of personalised coaching and inspirational trips so young people develop key skills and tools to enable them to fulfil their personal potential and be mentally healthy.	-	34,500	34,500
Young Futures	Towards the salary of a Joint Lead Therapist to provide therapeutic support to vulnerable care leavers.	-	75,000	75,000
Young Futures	Towards additional expenditure related to Covid-19.	10,000	-	10,000
Grants/donations commited individually worth less than £10,000		209,000	8,000	217,000
Total Grants awarded		**1,197,700**	**5,070,800**	**6,268,500**

20. Financial instruments

	2020 £	*2019* *£*
Financial assets		
Financial assets measured at fair value through income and expenditure	**87,857,948**	*106,202,871*

Financial assets measured at fair value through income and expenditure comprise investments.

21. Statement of funds

Statement of funds - current year

	Balance at 1 December 2019 £	Income £	Expenditure £	Transfers in/out £	Gains/ (Losses) £	Balance at 30 November 2020 £
Unrestricted funds						
Designated funds						
Emmaus UK	**750,000**	**-**	**-**	**(750,000)**	**-**	**-**
Mens Sheds	**80,000**	**-**	**(40,000)**	**-**	**-**	**40,000**
Improved Quality of Life for Older People in Care Homes	**793,800**	**-**	**(193,000)**	**500,000**	**-**	**1,100,800**
Covid-19 allocation	**-**	**-**	**(1,197,700)**	**2,000,000**	**-**	**802,300**
	1,623,800	**-**	**(1,430,700)**	**1,750,000**	**-**	**1,943,100**
General funds						
General Fund	**2,120,333**	**2,233,977**	**(2,585,795)**	**250,000**	**(2,652)**	**2,015,863**
Total Unrestricted funds	**3,744,133**	**2,233,977**	**(4,016,495)**	**2,000,000**	**(2,652)**	**3,958,963**
Endowment funds						
Expendable Endowment Fund	**108,987,579**	**-**	**(3,122,791)**	**(2,000,000)**	**(14,480,100)**	**89,384,688**
Restricted funds						
Gerry Nash Fund	**23,636**	**-**	**(20,848)**	**-**	**2,842**	**5,630**
Total of funds	**112,755,348**	**2,233,977**	**(7,160,134)**	**-**	**(14,479,910)**	**93,349,281**

21. Statement of funds (continued)

Statement of funds - prior year

	Balance at 1 December 2018 £	*Income* £	*As restated Expenditure* £	*Transfers in/out* £	*Gains/ (Losses)* £	*Balance at 30 November 2019* £
Unrestricted funds						
Designated funds						
Emmaus UK	*750,000*	-	-	-	-	*750,000*
Mens Sheds	*80,000*	-	-	-	-	*80,000*
Improved Quality of Life for Older People in Care Homes	*500,000*	-	*(206,200)*	*500,000*	-	*793,800*
	1,330,000	-	(206,200)	*500,000*	-	*1,623,800*
General funds						
General Fund	*2,595,001*	*1,983,283*	*(1,990,031)*	*(500,000)*	*32,080*	*2,120,333*
Total Unrestricted funds	3,925,001	1,983,283	(2,196,231)	-	*32,080*	*3,744,133*
Endowment funds						
Expendable Endowment Fund	*90,387,242*	-	*(154,032)*	-	*18,754,369*	*108,987,579*
Restricted funds						
Gerry Nash Fund	*353,787*	-	*(309,527)*	-	*(20,624)*	*23,636*
Total of funds	*94,666,030*	*1,983,283*	*(2,659,790)*	-	*18,765,825*	*112,755,348*

21. Statement of funds (continued)

The Emmaus UK Fund represents a social investment loan to be made available to Emmaus UK which will be repaid.

The Mens Sheds fund represents money put aside to be granted to the Mens Sheds Programme in future periods.

The Gerry Nash Fund (previously known as the Peggy Nash Legacy) is restricted for grants relating to medical research, general medical or health related projects.

The Improved Quality of Life for Older People in Care Homes designated fund will be used to focus on the little things within care homes that will make a difference and relationships between the care homes and wider community.

The Covid-19 allocation relates to funding designated by the Trustees to provide additional support for the charity sector in light of the impact of the pandemic.

22. Analysis of net assets between funds

Analysis of net assets between funds - current period

	Unrestricted funds 2020 £	Restricted funds 2020 £	Endowment funds 2020 £	Total funds 2020 £
Tangible fixed assets	6,436,044	-	-	**6,436,044**
Fixed asset investments	3,461,498	-	85,648,128	**89,109,626**
Current assets	(248,352)	496,930	6,736,560	**6,985,138**
Creditors due within one year	(1,554,801)	(268,200)	(2,000,000)	**(3,823,001)**
Creditors due in more than one year	(4,135,426)	(223,100)	(1,000,000)	**(5,358,526)**
Total	3,958,963	5,630	89,384,688	**93,349,281**

22. Analysis of net assets between funds (continued)

Analysis of net assets between funds - prior period

	Unrestricted funds 2019 £	*Restricted funds 2019 £*	*Endowment funds 2019 £*	*Total funds 2019 £*
Tangible fixed assets	6,226,611	-	-	*6,226,611*
Fixed asset investments	3,695,287	-	102,507,584	*106,202,871*
Current assets	(740,008)	685,936	6,479,995	*6,425,923*
Creditors due within one year	(1,079,957)	(540,200)	-	*(1,620,157)*
Creditors due in more than one year	(4,357,800)	(122,100)	-	*(4,479,900)*
Total	3,744,133	23,636	108,987,579	*112,755,348*

23. Reconciliation of net movement in funds to net cash flow from operating activities

	2020 £	*2019 £*
Net (expenditure)/income for the period (as per the Statement of Financial Activities)	**(19,406,067)**	*18,089,318*
Adjustments for:		
Depreciation charges	**207,607**	*32,075*
Losses/(Gains) on investments	**14,479,910**	*(18,765,825)*
Dividends, interest and rents received from investments	**(2,233,977)**	*(1,983,283)*
(Increase)/Decrease in debtors	**(30,935)**	*48,045*
Increase in creditors	**3,096,644**	*21,084*
Net cash used in operating activities	**(3,886,818)**	*(2,558,586)*

24. Analysis of cash and cash equivalents

	2020 £	*2019 £*
Cash in hand	**4,002,534**	*2,536,395*
Overdraft facility repayable on demand	**-**	*(15,105)*
Total cash and cash equivalents	**4,002,534**	*2,521,290*

25. Analysis of changes in net debt

	At 1 December 2019 £	Cash flows £	Other non-cash changes £	At 30 November 2020 £
Cash at bank and in hand	**2,536,395**	**1,466,139**	**-**	**4,002,534**
Bank overdrafts repayable on demand	**(15,105)**	**15,105**	**-**	**-**
Debt due within 1 year	**-**	**-**	**(107,174)**	**(107,174)**
Debt due after 1 year	**(3,680,000)**	**-**	**107,174**	**(3,572,826)**
Liquid investments	**3,766,794**	**(937,859)**	**-**	**2,828,935**
	2,608,084	**543,385**	**-**	**3,151,469**

26. Grant commitments

At the year end the charity had a conditional grant commitment amounting to £nil *(2019: £3,000,000).*

27. Capital commitments

	2020 £	*2019 £*
Contracted for but not provided in these financial statements		
Acquisition of tangible fixed assets	**-**	*433,749*

28. Pension commitments

The Foundation operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Foundation in an independently administered fund. The pension cost charge represents contributions payable by the Foundation to the fund amounted to £28,422 *(2019: £25,768).* Contributions of £3,169 *(2019: £nil)* were payable to the fund at the balance sheet date.

29. Operating licence commitments

At 30 November 2020 The Foundation had commitments to receive future minimum licence receipts as follows:

	2020	*2019*
	£	*£*
Not later than 1 year	**32,780**	-
Later than 1 year and not later than 5 years	**117,462**	-
	150,242	-

30. Related party transactions

Lady Rayne and The Hon. Robert A Rayne also serve as Trustees of The Rayne Trust (TRT), a company limited by guarantee and a registered charity.

During the year The Rayne Foundation (TRF) recharged expenses to TRT totalling £134,684 (*2019: £116,587*). At the year end the balance within TRF debtors due from TRT is £133,285 (*2019: £116,587*).

The Hon. Robert A Rayne also serves as Chairman of LMS Capital Plc and was a director of Derwent London Plc until May 2019. The Rayne Foundation holds 6.64% (*2019: 6.64%*) of shares in LMS Capital plc and 1.85% (*2019: 1.86%*) of shares in Derwent London plc.

LMS Capital Plc signed a License to Occupy Agreement from 24th June 2020 with the Rayne Foundation, to occupy part of 3 Bromley Place. During the year The Rayne Foundation received rental income of £14,035.

The Rayne Foundation holds an investment of £661,183.69 (£1.44 of capital commitment and £661,182.25 of Loan commitments) in George Capital Real Estate Fund LP (the "Fund 1"). The commitments invested represent 7.98% of the total commitments in Fund 1 (2019: 7.98%). Other limited partners include The Rayne Foundation Chairman The Hon.Robert A Rayne (SQP Ltd), holding 11.25% of total commitments in Fund 1 (*2019: 11.25%*) and Trustee, The Hon. Nicholas Rayne, holding 8.53% of total commitments in Fund 1 (*2019: 8.53%*).

The Rayne Foundation holds an investment of £445,493.16 (£0.50 of capital commitment and £445,492.66 of Loan commitments) in George Capital Real Estate Fund 2 LLP (the "Fund 2"). The commitment invested represents 2.02% of the total commitments in the Partnership (*2019: 2.02%*). Other limited partners include The Rayne Foundation Chairman, The Hon.Robert A Rayne (SQP Ltd), holding 7.19% as at 30 November 2020 of total commitments in Fund 2 (*2019: 7.19%*). No other partners included in Fund 2 have any connections with The Rayne Foundation.

The Hon. Robert A Rayne is Emeritus Trustee of The National Theatre, currently in receipt of a grant of £100,000 (£10,000 per annum for ten years) towards the Max Rayne Studio Design Award, which was committed to in the year ended 30 November 2013, now in its sixth year. At the year-end, £50,000 was included within grant creditors, of which £40,000 is due to be paid in greater than one year.

£5,000 was awarded to Chickenshed Theatre Trust. Lady Jane Rayne and The Hon Natasha Rayne are both Directors/Trustees and Lady Jane Rayne is Honorary President Emeritus and The Hon Natasha Rayne is Honorary President.

£5,000 was awarded to the Cardinal Hume Centre – the Director of The Rayne Foundation, Amelia Fitzalan Howard, is a Trustee of the Centre.

£5,000 was awarded to Place2Be – Dame Benita Refson is President, and wife of The Hon Robert A Rayne.

£150,000 was awarded to the Bromley by Bow Centre – The Chair of Trustees, Professor Ajit Lalvani, is a Principal Investigator at Imperial College and was line managed by Sir Anthony Newman Taylor until Sir Anthony’s retirement in September 2020.

£128,000 was awarded to West London Synagogue in December 2019. Rabbi Baroness Neuberger was Senior Rabbi at the time of the grant but retired in March 2020. She remains as Rabbi Emerita.

£100,000 was awarded to The Royal United Kingdom Beneficent Association (known as Independent Age) in August 2020. Rabbi Baroness Neuberger is Chair of their Trustees, appointed in October 2019.

Related party transactions (continued)

Hospital grants – small donations were given to UCLH, The Royal Free, The Whittington, ICHT (Imperial - Hammersmith, St. Mary's, Charing Cross), Chelsea & Westminster, Guy's and Thomas's, St. George's and North Middlesex.

Rabbi Baroness Neuberger is Chair of University College Hospitals Foundation NHS Trust and of Whittington Health NHS Trust, two separate Trusts. The charitable Trusts of both received £5,000 each towards cream and lip balm for hospital staff wearing PPE and for small treats such as spa days or vouchers for NHS staff. She is not involved any of the other hospitals.