



Rothesay  
Foundation

We care

Rothesay Foundation  
Trustees' Report and Financial Statements 2023

Company number: 12263987  
Charity number: 1189490

Our purpose

Helping to secure  
and improve the  
quality of life for  
older people.







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We will continue to trial  
and scale innovative new ways  
of working with our charity partners.

**James Dickson**  
Chairman, Rothesay Foundation





## Chairman's report

I am happy to say that the Rothesay Foundation continued to make very positive progress throughout 2023, building on the strong momentum of previous years to expand the breadth and depth of support it is able to provide for pensioners living in deprivation across the country.

Following last year's successful 'Summer Cheer' campaign where the Rothesay Foundation gave £2m worth of Iceland Foods vouchers to pensioners living in need, the Foundation has now largely completed a pilot with Age UK under which pensioners were provided with a free, confidential benefits check to ensure that they are claiming all of the benefits to which they are entitled.

Feedback from the pilot to date has indicated that a total of more than 2,400 older people have been supported, both in person and through a dedicated telephone advice line, including over 450 who were identified through the Summer Cheer campaign. On average, an Age UK benefits check identifies for the recipient an extra £5,200 benefits per annum, and I am delighted to be able to say that since inception, this pilot with Age UK has therefore identified approximately £12.5m of annual benefits for pensioners in need.

We were very pleased with the results of this initial pilot and are looking at ways to expand the partnership with Age UK to provide these free benefit checks to as many eligible pensioners as possible. We believe such a campaign can have a major long term impact, potentially unlocking hundreds of millions of pounds for older people in need, and delivering additional support not just for one year, but for many.

We were also pleased to partner with Clarion Futures, the charitable foundation of Clarion Housing Group, our commitment to fund them will double the reach of its vitally important Warm Spaces programme. The cost of living crisis continues to leave many older people struggling to afford their energy bills and by supporting the distribution of warm packs and helping Clarion Futures to increase the number of warm spaces it can provide, we hope to help as many older people as possible to stay warm over the winter while also providing safe and welcoming spaces where they can connect with their local community. The Foundation's funding will also enable warm packs to be distributed to those visiting the warm spaces, which will include items such as an electric blanket,

slow cooker, draught excluder, room thermometer and heating timer, as well as warm clothes like hats, gloves and socks. In this way, the packs will help to ensure that the support provided reaches beyond just the warm spaces themselves, helping people to stay warm at home too.

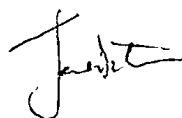
The Foundation was also pleased to provide funding to the East End Community Foundation (EECF); further details of this commitment can be found in the Charity Partners section.

As we look forward, we plan to continue to focus on providing older people in need with cost of living support at scale and to work with our partners to ensure as many pensioners as possible receive the state benefits they are eligible for. This includes continuing to directly follow up with 'Summer Cheer' participants, where they are happy to be contacted, and to fund the support infrastructure and awareness campaigns that are necessary to help the vulnerable elderly navigate an often complex welfare system.

We will also continue to look at ways to trial and scale innovative new ways of working with our charity partners to ensure our funding is deployed as effectively as possible, providing meaningful support for as many as possible. We are conscious that a huge amount of important work in this space is being conducted on a local level and where we can, we will look to partner with local organisations to help them achieve greater scale, in addition to our national partnerships. As a consequence we are in the process of recruiting dedicated resource to the Foundation to help us achieve this ambition.

We remain optimistic about the Foundation's ability to make a material and meaningful difference to thousands of older people's lives. I would like to take this opportunity to give my thanks to my fellow trustees, to Rothesay for its ongoing and long-term financial support, and to my colleagues at the Foundation for their hard work in ensuring its continued growth and progress.

With best wishes,



**James Dickson**  
Chairman  
Rothesay Foundation  
5 June 2024

# Mission

The Rothesay Foundation was established in 2019 by Rothesay, the UK's largest specialist pensions insurer. The Foundation was approved as a charity in 2020.

**The Foundation's mission is to help secure and improve the quality of life for older people in need in the UK, enabling them to live their lives in a happy, safe and fulfilling way.**





The work of the Rothesay Foundation is rooted in a similar purpose. The Foundation's mission is to help secure and improve the quality of life for older people in need in the UK, enabling them to live their lives in a happy, safe and fulfilling way. To achieve this, the Foundation focuses on tackling material deprivation in the pension-age population in the UK, defined across four key areas:

- **Housing** – ensuring older people have a warm, comfortable home with working facilities.
- **Social** – helping older people to be able to have social interactions, such as travelling to see friends or family.
- **Finance** – supporting older people to pay their bills or unexpected costs, such as replacing essentials.
- **Basic** – providing essential services such as three healthy meals a day, access to a telephone or suitable clothing.

The Foundation partners with charities and other organisations to make this possible. It takes an 'active funding' approach to its partnerships, providing financial donations along with:

- **Expertise** – our understanding of scaling organisations and programme delivery.
- **Data & technology** – to help our partners have the most up-to-date technology so that they can effectively manage their data and reach more people in need, more efficiently and with a wider range of services.
- **Awareness & research** – so that the issue of pension-age poverty in the UK is better understood.
- **Measurement** – to ensure the Foundation's funding is having the highest amount of positive impact possible.



# The Challenge

## The cost of living crisis among UK pensioners.

The high levels of inflation over recent years and subsequent cost of living crisis continue to push large numbers of pensioners living in the UK into poverty as their energy, food and other essential bills surge.

Age UK's research<sup>1</sup> has found that almost a third of over 60s, equivalent to 4.2 million older people, have recently cut back on food or groceries due to the cost of living crisis. The median pensioner household is spending around £50 per week on food today compared to £38 in 2021, the equivalent of £640 more per year.

The fact that a third of older people living in the UK who are eligible for Pension Credit are still not receiving it is particularly concerning given this growing crisis. Age UK calculates that, in total, each year up to £3.5bn of benefits go unclaimed by older people.

The Department of Work and Pensions states that claiming Pension Credit alone can be worth over £3,300 a year<sup>2</sup> for pensioners who are eligible to receive this extra financial support. It calculates that £1.7bn of Pension Credit remains unclaimed each year by eligible pensioners, a huge amount of potential available support.

Crucially, receiving Pension Credit helps to not only give older people extra cash, but once claimed it can also unlock other financial help towards the cost of living such as a free TV licence, free NHS dental treatment and help towards energy costs through the Warm Home Discount.

Working with eligible pensioners who are not currently receiving Pension Credit to get access to this support, and to the wider benefits it can unlock, has the potential to materially help a huge number of vulnerable older people over multiple years in a way in which a single charity, or Foundation, could never achieve alone. The Rothesay Foundation is therefore continuing to focus its efforts into trying to reach as many pensioners as possible who are likely to be eligible for Pension Credit and other State benefits, but who are not currently receiving them, providing them with information on how it could help and practical support on how to apply.

1. <https://www.ageuk.org.uk/globalassets/age-uk/documents/reports-and-publications/reports-and-briefings/age-uk-parliamentary-briefing---cost-of-living-october-2023.pdf>
2. <https://www.gov.uk/government/news/eligible-pensioners-urged-to-claim-pension-credit-to-help-with-cost-of-living>.

### Martin Lewis, founder and chair of MoneySavingExpert.com

“ Amidst the cost of living crisis, it's a national tragedy that getting on for a million pensioners are missing out on a major income boost. My simple rule of thumb is if you (or someone you know) are aged 66 or older, and have total income of under roughly £200 a week, get online or call the Pension Credit claim line to see if you're due a payment that can be as much as £3,300 a year. I'm not saying everyone will get it, but many will, and it only takes a few minutes to find out. So don't stall, just call.

And not only is this serious money, it's also often a gateway entitlement that means you're due a range of other support, such as council tax reductions, the £650 extra energy funding help, warm home discount, housing benefit, dental and optical treatments and, for the over-75s, a free TV licence. So again, don't stall, just call! ”



## Age UK benefits check service

### Case study

As part of its commitment to helping older people in need, in 2023 the Rothesay Foundation has been funding a free and confidential benefits check service for Summer Cheer participants, provided by our charity partner Age UK.

This vital service helps Summer Cheer participants and other pensioners in need find out and receive the additional state benefits they could be entitled to. On average, an Age UK benefits check identifies an extra £5,000 that each person could be entitled to every year.

Mailings started in early June targeting Summer Cheer campaign voucher recipients in Liverpool who had provided their consent to be contacted and who would be eligible for phone advice early. Subsequent to this we have written to more than 10,500 other recipients in the UK so far, focussing on the areas across the country which the Foundation has identified as having high levels of older people living in poverty.

2,400

benefits checks  
delivered to support  
older people

121

face-to-face  
sessions

£12m

of benefits identified

Adele completed a benefit check for a Rothesay hotline caller who lives in Liverpool and received the reminder letter. She was already receiving some benefits so didn't originally think the benefit check would apply to her, but her daughter convinced her to just give us a call as she had nothing to lose. Whilst the caller is getting all the benefits she's entitled to currently, if she applies for the care component of Disability Living Allowance then she'll be entitled to much more including Pension Credit Guarantee Credit and all the facets that come with it.

The caller was worried about reporting her increased care needs as she didn't want to be moved to Attendance Allowance and lose her mobility element, but Adele was able to reassure her that this wouldn't be the case and talked through a couple of the questions asked and the useful resources to help with the change in circumstances claim.

#### At the end of the call she said

“ Thank you so much, I can't thank you enough for your knowledge and kindness. I feel like a millionaire now! ”

## Achievements and performance

### Case study



Former builder Ronald, 66, from Merseyside, was used to an active life working on construction sites until a cardiac arrest at work changed his life.

Ronald was rushed to hospital by ambulance in 1999 aged just 42, and died once, medical staff having to revive him. He needed quadruple bypass surgery and was forced to scale back physical work to look after his heart.

Despite years of healthy living, Ronald found his heart under strain when the cost of living crisis hit. Spiralling bills are proving a terrible burden for older people and like thousands who are facing these challenges alone, Ronald found it difficult to cope. "I was at panic stations," he says. "It was absolutely terrible. If I hadn't got help, it would have brought on a heart attack again because of the panic."

He relies on a rental mobility scooter to get about after injuring his spine. But rising bills meant his state pension wasn't stretching far enough, and he feared losing his independence – and his home.

#### Ronald said:

**"I was thinking I'm going to lose the house and the scooter will have to go back,"**

He says, admitting the emotional toll it took on him was severe: "I worried I'd be living on the streets."

Ronald called Age UK's Advice Line after receiving a letter about Age UK's Benefits Advice service from the Rothsay Foundation. He undertook a Benefits Entitlement Check to see what extra money he could be eligible for.

"The woman I spoke to was brilliant – she was so cheerful, and helpful," says Ronald. "I was amazed at what I was eligible for. She talked me through what to do, and who to get in touch with. When I got through to the pension credit, they said they would speak to the council about my rent and council tax. And from there it's all fallen into place."

Age UK's benefit check identified that Ronald was entitled to pension credit guarantee credit, full council tax support and full housing benefit. With pension credit he can also claim cost of living payments and get help with heating and health costs. He received his first pension credit payment on 7 September 2023.

The news came as a surprise – one that has changed Ronald's life. He started work at the age of 14, and has never claimed a benefit. "To tell you the truth, I just didn't know I could apply" he says. "I thought I was just entitled to a pension and not to any of the other things. A lot of people are missing out."

Age UK provides a lifeline for people like Ronald when they are struggling in silence. And the father-of-two could not be more grateful.

**"It's changed my life getting in touch with them, I wouldn't have known what I could get otherwise. I would still be worrying. Now I recommend to everyone who is worrying to get in touch with Age UK."**

"They are really helpful!" he says.



## Achievements and performance **continued**

### Case study



The Rothesay Foundation has partnered with Clarion Futures, the charitable foundation of Clarion Housing Group, to expand its Warm Spaces programme.

Clarion Futures works with community organisations across the country to offer warm spaces for older residents experiencing hardship and social isolation. This includes a number of warm spaces within Clarion's LiveSmart schemes which provide supported housing for people aged 55 and over, as well as within Clarion's network of community centres.

The Rothesay Foundation has committed to donate over £315,000 to the Warm Spaces programme as part of its mission to help secure and improve the quality of life for older people in need in the UK.

Thanks to the new partnership and additional funding that will be provided by the Rothesay Foundation, Clarion Futures will be able to double the number of warm spaces supported through the second year of the programme taking the total to 50 across England.

The funding will also enable warm packs to be distributed to those visiting the warm spaces. Worth more than £100 each, the warm packs include items such as an electric blanket, slow cooker, draught excluder, room thermometer and heating timer, as well as warm clothes like hats, gloves and socks. The packs will help to ensure that the support provided reaches beyond just the warm spaces themselves, helping people to stay warm at home too which is becoming a widespread challenge due to the cost of living crisis.

The Rothesay Foundation's partnership will help Clarion Futures build on the success of the Warm Spaces programme which was originally launched in 2022. More than 5,500 people visited these warm spaces nationwide in the programme's first year, with partners signposting to sources of advice and support on issues such as housing, health, education, money management, digital skills and access to foodbanks.

The Foundation is pleased to partner with Clarion Futures to fund the expansion of its vitally important Warm Spaces programme. The cost of living crisis continues to leave many older people struggling to afford their energy bills and by supporting warm packs and helping Clarion Futures to double the number of warm spaces it can provide, we hope to help as many older people as possible to stay warm over the winter while also providing safe and welcoming spaces where they can connect with their local community.

#### Phil Miles, Director of Clarion Futures, said:

“ Working with our fantastic network of partners in Clarion communities nationwide, we're proud of the difference we've been able to make through our warm spaces programme. Thanks to the support of the Rothesay Foundation, this year we'll be able to support more people in need, opening the doors to double the number of Warm Spaces to provide opportunities to tackle loneliness and isolation, take part in activities and keep warm. The icing on the cake is the warm packs we'll be able to provide, making sure that our support stretches beyond the doors of our community centres and into people's homes. ”

# Charity partners





## Partners



Age UK is a national charity that works with a network of partners, including Age Scotland, Age Cymru, Age NI and local Age UKs across England, to help everyone make the most of later life, whatever their circumstances.

In the UK, the Charity helps more than seven million older people each year by providing advice and support. It also researches and campaigns on the issues that matter most to older people. Its work focuses on ensuring that older people: have enough money; enjoy life and feel well; receive high quality health and care; are comfortable, safe and secure at home; and feel valued and able to participate.

Age UK's subsidiary charity, Age International, supports older people globally in over 30 developing countries by funding programmes such as vital emergency relief and healthcare and campaigning to raise awareness and change policies.

Age UK is a charitable company limited by guarantee and registered in England (registered charity number 1128267 and registered company number 6825798). Charitable services are provided through Age UK and commercial products are offered by the Charity's Community Interest Company (CiC) (registered company number 1102972) which donates its net profits to Age UK (the Charity).



Clarion Housing Group is the UK's largest provider of affordable housing. We are committed to playing our part in tackling the housing crisis, both as a social landlord and developer of new housing.

More than 350,000 people call a Clarion home their home. Our mission is to provide and maintain good quality housing for our residents and to build communities through high quality design and placemaking. We are a social business, reinvesting our profits into building new homes and providing support and opportunities to our residents through Clarion Futures, our charitable foundation.



East End Community Foundation (EECF) is a grant-maker and philanthropy advisor dedicated to improving lives in Hackney, Newham, Tower Hamlets and the City of London.

Rothesay Foundation has made an initial grant of £50,000 (as part of a planned £150,000 commitment to support the programme over three years) to support EECF's Life Chances campaign which seeks to address the high levels of financial insecurity amongst older people in the East End of London. To tackle this critical issue, EECF launched a pilot programme in Tower Hamlets – where 44% of over-65s live in income deprived households compared to a national average of 14% – to increase uptake of pension credits and related benefits. Following completion of this initial 12-month programme, EECF wishes to increase reach within Tower Hamlets and expand delivery across Hackney and Newham, two other East End boroughs with high levels of pensioner poverty. Rothesay Foundation will receive reporting and metrics in 2024 to assess the outcome of the pilot.

## Summary

### Financial review

The Foundation is funded from donations from the Rothesay Limited Group. Total income for the year consisted of donations and donated services of £169,000 (2022: £2,051,000). Expenditure on charitable activities in the year was £260,777 (2022: £1,964,000) which comprised of funding for the Age UK benefits checks of £372,000, £50,000 for the East End Community Fund, partially offset by a refund from the 2022 Iceland Summer Cheer campaign of £161,000.

### Reserves policy

At 31 December 2023 the Foundation had unrestricted net assets of £1,091,000 (2022: £2,333,000). These are held as cash.

The Trustees do not have a formal reserves policy. The Foundation operates from donations from the Rothesay Limited Group and the Trustees will not commit their resources beyond the level of donations received. The Trustees consider that there are no material uncertainties about the Foundation's ability to continue as a going concern due to the commitments made and support provided by the Rothesay Limited Group.

### Key risks and uncertainties

Given the net assets of the Foundation and the support provided by the Rothesay Limited Group, there are no material risks and uncertainties in relation to the ongoing operation of the Foundation. The main risks therefore relate to the effectiveness of the charities to which grants are being made. This risk is managed by the Trustees through comprehensive analysis of the potential charity partners and active engagement once the Foundation has committed to providing grants.

### Looking forward

Despite the very difficult financial position of many older people living in the UK and campaigns like the Age UK benefits check project, we know that the amount of unclaimed benefits which pensioners are eligible to receive each year is still very sizeable. If this financial support was able to be more effectively accessed, its potential to help the UK's elderly population would be huge.

The Trustees will continue to develop the Foundation's response to try to tackle this problem, building on the success of the benefits check campaign with Age UK. The next logical step is to ensure that more older people can access benefits checks. In addition those people who have had benefits identified but are not yet claiming are then supported through the process of applying and then actually receiving those benefits.

The Foundation will also continue to raise awareness of the number of pensioners living in poverty in the UK, the challenges they experience every day, and the barriers they face to receiving the level of Government support they are eligible for. It will continue to explore new ways in which the Foundation can bring together the charitable and commercial sectors to create innovative partnerships, while refining the benefits checks operating model so that it can deliver as effectively as possible going forward.

The Trustees also plan to appoint the first full time permanent employees to the Foundation and will continue to utilise Rothesay staff's expertise across operations, data analysis, digital technology and policymaking.

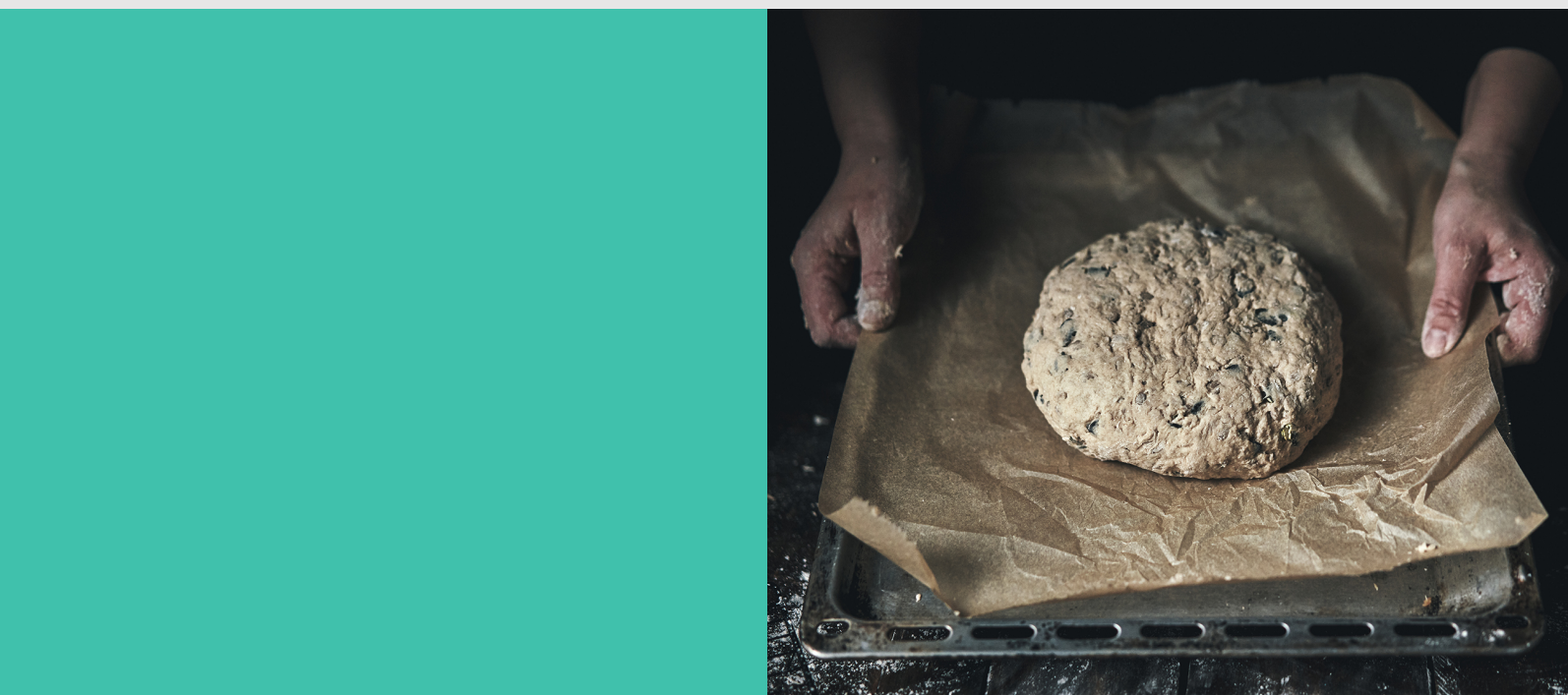
## Structure and governance

The Rothesay Foundation is a registered charity (number 1189490) and was incorporated (company number 12263987) on 15 October 2019. It is governed by its Memorandum and Articles of Association dated 15 October 2019 as amended by special resolutions dated 29 April 2020 and 20 May 2021. The Foundation operates with support from the Rothesay Limited Group.

The Trustees of the Foundation since 1 January 2023 and as at the date of this report are as follows:

<b>Professor Dame Carol Black</b>
<b>Tom Pearce</b>
<b>Terry Miller</b>
<b>Hilary Berg</b>
<b>Addy Loudiadis</b>
<b>James Dickson</b>

Further details on the current Board of Trustees can be found on the following page.



## Board of Trustees



### James Dickson

James Dickson was, until January 2023, Rothesay's General Counsel and still acts as a specialist senior legal counsel advising on Rothesay's most significant transactions and strategic initiatives. He joined Rothesay in 2009 and until stepping down as General Counsel was responsible for the legal function and execution team. Prior to joining Rothesay, James was at Linklaters for 15 years (11 years as a partner) specialising in structured finance.



### Thomas (Tom) Pearce

Tom Pearce is Co-Founder and Chief Executive Officer of Rothesay. Tom founded Rothesay with Addy Loudiadis in 2007 and was previously its Managing Director. Tom has overall responsibility for Rothesay's strategy and operational delivery, including Business Development, Financing, Investment Origination and Operations. Tom has been a Board Director of Rothesay since 2016 and he also sits on the board of the Association of British Insurers. Prior to founding Rothesay, Tom was part of the fixed income and investment banking team at Goldman Sachs with responsibility for pension fund and insurance company clients.



### Therese (Terry) Miller CBE

Terry Miller is a Non-Executive Director of Rothesay, a non-executive director of Goldman Sachs International Bank, a non-executive director of Goldman Sachs International and Chair of the Audit Committee of the British Equestrian Federation. She was previously non-executive director and the senior independent director of Galliford Try Plc and of Stelrad Group Plc, general counsel of The London Organising Committee of the Olympic and Paralympic Games (LOCOG), a non-executive director of the British Olympic Association and a director and trustee of the Invictus Games Foundation. Prior to her LOCOG appointment, she was with Goldman Sachs for 17 years, most recently as a partner and international general counsel.





## Board of Trustees continued



### Hilary (Hil) Berg

Hil Berg has spent more than 25 years supporting corporate, public and third sector organisations to integrate purpose into strategy and to campaign for change, with a focus on climate and social justice, and collaborative social innovation. Hil's work has involved initiatives across the world and has won multiple industry awards. She has twice been named Outstanding UK Independent Consultant by the Chartered Institute of Public Relations (CIPR) and was one of the country's founding Chartered PR Practitioners. She has a Masters in PR and Communications for Social Change, with a research specialism in brand activism. Hil is currently head of strategy at M&C Saatchi Life – a global strategic and creative consultancy specialising in transformative sustainability. She was previously head of sustainability at Iceland Foods and director of communications and marketing at Alder Hey Hospital. She is a member of the Chartered Institute of Public Relations Global ESG Panel; an advisory board member for Business in the Community; and a trustee of Feeding Britain.



### Professor Dame Carol Black

Professor Dame Carol Black is currently Chair of the British Library, the Centre for Ageing Better, and Think Ahead, the Government's fast stream training programme for Mental Health Social Workers. She co-chairs NHS England/Improvement's Expert Advisory Group on Employee Health and Wellbeing. She is a member of RAND Europe's Council of Advisers, and of the boards of the Institute for Employment Studies and UKActive. In 2022 she was appointed Independent Adviser to the Government on combatting misuse of drugs.



### Antigone (Addy) Loudiadis

Addy Loudiadis is Rothesay's co-founder and former Chief Executive Officer from 2007 to 2022. As Founder Director, Addy is a Non-Executive member of the Board. Addy was previously a partner of Goldman Sachs and served as the co-head of the Investment Banking Division in Europe. Before moving to investment banking, she was head of European Fixed Income Sales at Goldman Sachs. Addy is also a former board member of the Association of British Insurers.



## Company information

The Trustees present their Annual Report and the audited financial statements for the Rothesay Foundation (the Foundation), company registered number 12263987, and charity registered number 1189490, for the year ended 31 December 2023. Comparative information has been presented for the year ended 31 December 2022.

The financial statements have been prepared in accordance with the special provisions applicable to companies subject to the small companies regime. The Company has taken the exemption available and has not produced a strategic report.

### **Registered office**

The registered office and principal place of business is The Post Building, 100 Museum Street, London WC1A 1PB.

### **Auditors**

Resolutions to appoint PricewaterhouseCoopers LLP (1 Embankment Place, London, WC2N 6RH) in office as auditors of the Company pursuant to Section 487(2) of the Companies Act 2006 were passed on 9 April 2020.

### **Bankers**

Barclays Bank UK Plc, 1 Churchill Place, London, E14 5HP.

# Statement of Trustees' responsibilities

## in respect of the Trustees' report and the financial statements

The Trustees (who are also Directors of Rothesay Foundation for the purposes of company law) are responsible for preparing the Trustees' report and the financial statements in accordance with applicable law and regulation.

Company law requires the Trustees to prepare financial statements for each financial year. Under that law the Trustees have prepared the financial statements in accordance with United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (United Kingdom Generally Accepted Accounting Practice). 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 the 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 year. 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 Statement of Recommended Practice: Accounting and Reporting by Charities (2019);
- make judgements and estimates that are reasonable and prudent;
- consider the Charity Commission's guidance on public benefit;
- ensure that appropriate recruitment, induction and training processes are adopted for new trustees;
- state whether applicable UK Accounting Standards, comprising FRS 102, 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.

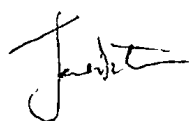
The Trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charitable Company's transactions and disclose with reasonable accuracy at any time the financial position of the charitable Company and enable them to ensure that the financial statements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

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

In accordance with Section 418, Directors' reports shall include a statement, in the case of each Director in office at the date the Directors' report is approved, that:

- a) so far as the Trustee is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- b) he/she has taken all the steps that he/she ought to have taken as a Trustee in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

The Trustees' report on pages 1 to 17 was approved by the Board of Trustees on 5 June 2024 and signed on their behalf.



**James Dickson**  
Chairman of Trustees  
5 June 2024

# Independent auditors' report

to the members of Rothsay Foundation

## Report on the audit of the financial statements

### Opinion

In our opinion, Rothsay Foundation's financial statements (the "financial statements"):

- give a true and fair view of the state of the charitable Company's affairs as at 31 December 2023 and of its incoming resources and application of resources, including its income and expenditure, and cash flows, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Trustees' Report and Financial Statements (the "Annual Report"), which comprise: the charity balance sheet as at 31 December 2023; the charity statement of financial activities and the cash flow statement for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We remained independent of the charitable Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### Conclusions relating to going concern

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 the date on which the financial statements are authorised for issue.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the charitable Company's ability to continue as a going concern.

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



## Independent auditors' report **continued** to the members of Rothesay Foundation

### **Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The Trustees are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Trustees' Report, we also considered whether the disclosures required by the UK Companies Act 2006 and Charities Act 2011 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

### **Trustees' Report**

In our opinion, based on the work undertaken in the course of the audit the information given in the Trustees' Report for the period ended 31 December 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the charitable Company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Trustees' Report.

# Independent auditors' report continued

## to the members of Rothesay Foundation

### Responsibilities for the financial statements and the audit

#### Responsibilities of the Trustees for the financial statements

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

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.

#### Auditors' 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 auditors' 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.

Based on our understanding of the charitable Company and its environment, we identified that the principal risks of non-compliance with laws and regulations related to the Charities Act 2011, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journals to manipulate financial results or conceal the misappropriation of assets. Audit procedures performed by the engagement team included:

- testing all transactions during the year ended 31 December 2023;
- obtaining confirmations of cash balances as at 31 December 2023;
- testing the recognition of grant expenditure in line with terms of the grant awards;
- enquiring of management and the board of Trustees, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud; and
- assessing financial statement disclosures, and testing supporting documentation, for compliance with applicable laws and regulations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations or through collusion.

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

## Independent auditors' report **continued** to the members of Rothesay Foundation

### **Use of this report**

This report, including the opinions, has been prepared for and only for the charitable Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

### **Other required reporting** **Companies Act 2006 exception reporting**

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

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of Trustees' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

### **Entitlement to exemptions**

Under the Companies Act 2006 we are required to report to you if, in our opinion, the Trustees were not entitled to take advantage of the small companies exemption from preparing a Strategic Report. We have no exceptions to report arising from this responsibility.

**Daniel Chan (Senior Statutory Auditor)**  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
6 June 2024



# Financial statements







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# Charity statement of financial activities

FOR THE YEAR ENDED 31 DECEMBER 2023

	Note	Total funds 2023 £'000	Total funds 2022 £'000
<b>Income from:</b>			
Donations received	B.1	169	2,051
<b>Total income</b>		169	2,051
<b>Expenditure on:</b>			
Charitable activities	B.2	(261)	(1,964)
Donated services	B.3	(169)	(551)
Other expenditure		(47)	—
<b>Total expenditure</b>		(477)	(2,515)
<b>Net expenditure</b>		(308)	(464)
Transfers between funds		—	—
<b>Net movement in funds</b>		(308)	(464)
<b>Reconciliation of funds</b>			
Total funds brought forward		1,398	1,862
<b>Total funds carried forward</b>	D.1	1,090	1,398

The Rothesay Foundation did not allocate any restricted funds during the year. All of the funds analysed in the statement above are unrestricted.

The Charity statement of financial activities incorporates an income and expenditure account.

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

Notes A – E form an integral part of these financial statements.

# Charity balance sheet

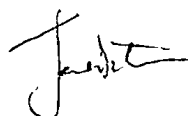
AS AT 31 DECEMBER 2023

	Note	2023 £'000	2022 £'000
<b>Current assets</b>			
Cash at bank and in hand	C.1	1,091	2,333
<b>Total assets</b>		1,091	2,333
<b>Liabilities</b>			
Other creditors	C.2	1	935
<b>Total liabilities</b>		1	935
Unrestricted funds	D.1	1,090	1,398
<b>Total charity funds</b>		1,090	1,398

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

Notes A – E form an integral part of these financial statements.

Approved by the Trustees and authorised for issue on 5 June 2024 and signed on its behalf by:



**James Dickson**  
Chairman of Trustees  
5 June 2024

Company number 12263987  
Charity number: 1189490

## Cash flow statement

FOR THE YEAR ENDED 31 DECEMBER 2023

	Note	2023 £'000	2022 £'000
<b>Cash flows from operating activities</b>			
Net expenditure		(308)	(464)
Other liabilities		(934)	935
<b>Change in cash at bank and in hand in the year</b>		<b>(1,242)</b>	471
Cash at bank and in hand as at 1 January		2,333	1,862
<b>Cash at bank and in hand at 31 December</b>	C.1	<b>1,091</b>	2,333

Notes A – E form an integral part of these financial statements.



# Notes to the financial statements

## **Note A – Accounting policies**

The principal accounting policies and judgements used in the preparation of the financial statements are summarised below.

### **A.1 Basis of preparation**

The financial statements of the Company have been prepared under the historical cost convention with items recognised at cost or transaction value unless otherwise stated in the relevant notes to these financial statements. The financial statements have been prepared in accordance with the second edition of the Charities Statement of Recommended Practice issued in October 2019, the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS 102) and the Charities Act 2011.

The financial statements have been prepared in accordance with the special provisions applicable to companies subject to the small companies regime. The Company has taken the exemption available and has not produced a strategic report.

The Company constitutes a public benefit entity as defined by FRS 102. The financial statements of the Company are presented in sterling (£) rounded to the nearest thousand (£'000), except where stated.

### **A.2 Going concern**

The Trustees have considered the Foundation's financial position, liquidity and future commitments and remain satisfied that the Foundation has adequate resources to continue in business and to meet its obligations for the foreseeable future, which are completely at the discretion of the Trustees. The financial statements have therefore been prepared on a going concern basis.

### **A.3 Fund accounting**

Unrestricted funds comprise those funds which the Trustees are free to use for any purpose in furtherance of the charitable objectives.

### **A.4 Donation recognition**

Donations received are recognised once the Company has entitlement to the income, it is probable that the income will be received and the amount of income receivable can be measured reliably. In the event that a donation or grant is subject to conditions, the income is deferred and not recognised until either those conditions are fully met, or the fulfilment of those conditions is wholly within the control of the Company and it is probable that those conditions will be fulfilled.

### **A.5 Donated services**

Donated services are those provided to the Charity free of charge. All donated services are recognised at their value to the Charity as assessed by the Trustees. The value of the donated services is recognised as income from donations in the statement of financial activities and where applicable the corresponding expense is recognised as expenditure on donated services.

### **A.6 Grants payable**

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

### **A.7 Contingent liabilities**

A contingent liability is identified and disclosed for those grants resulting from:

- a possible obligation which will only be confirmed by the occurrence of one or more uncertain future events not wholly within the Trustees' control; or
- a present obligation following a grant offer where settlement is either not considered probable; or
- the amount has not been communicated in the grant offer and that amount cannot be estimated reliably.

# Notes to the financial statements continued

## Note A – Accounting policies (continued)

### A.8 Critical assumptions and the use of estimates

During the preparation of the financial statements the Company selects accounting policies and makes estimates and assumptions that impact on the items reported and their presentation. The most significant areas of adjustment and key assumptions that affect items in the financial statements are to do with estimating the liability from multi-year grant commitments. The Trustees review the reasonableness of these judgements and assumptions as well as the appropriateness of the accounting policies applied.

The Trustees do not consider there to be any matters of significant judgement made during the financial year.

Estimates are based on evidence available at the accounting date and opinions provided by subject matter experts. Actual results may vary from the estimates provided. As new facts become available estimates will be updated. The Trustees do not consider there to be any material estimations made during the year.

## Note B – Charity statement of financial activities

### B.1 Donations received

	2023 £'000	2022 £'000
Donations received	169	2,051
<b>Total donations received</b>	<b>169</b>	<b>2,051</b>

During 2023, Rothesay Life Plc (another Rothesay Limited Group company) donated £169,000 of service to the Foundation. During 2022 Rothesay Life Plc donated £1,500,000 and donated a further £551,000 of service to The Foundation.

### B.2 Analysis of grants

	2023 £'000	2022 £'000
Recipients of institutional grants:		
Food Train	—	92
Age UK	372	—
East End Community Fund	50	—
Iceland	(161)	1,872
<b>Total</b>	<b>261</b>	<b>1,964</b>

During 2023, Rothesay Foundation received a refund from Iceland in relation to the Summer Cheer campaign of £161,000.

# Notes to the financial statements continued

## Note B – Charity statement of financial activities (continued)

### B.3 Donated services

	2023 £'000	2022 £'000
Auditors' remuneration	38	35
Salaries, bonus and other employee benefits	113	92
Other expenditure	18	424
<b>Total</b>	<b>169</b>	<b>551</b>

Salaries, bonus and other employee benefits include recharged staff costs borne by another group undertaking. There has been a reduction in other expenditure since 2022 due to the administration costs of the Iceland voucher call centre incurred during the Summer Cheer campaign.

### B.4 Analysis of staff costs and remuneration of key management personnel

All Rothesay Limited Group persons involved in the Foundation's operations are employed by a wider Group undertaking, Rothesay Pensions Management Limited (RPML). The charges made by RPML in relation to wages and salaries, social security costs, and other pension costs for all the services provided (personnel and other) to the Foundation have been borne by another Group undertaking. There are no charges related to key management personnel (2022: £nil).

The Trustees are not remunerated for their services to the Foundation and any expenses are reimbursed by another Group undertaking.

### B.5 Auditors' remuneration

Fees paid and payable to the Company's auditors (excluding VAT) are as follows:

	2023 £'000	2022 £'000
Auditors' remuneration	38	35
<b>Total</b>	<b>38</b>	<b>35</b>

Auditors' remuneration has been borne by another Group company, Rothesay Life Plc.

### B.6 Taxation

The Rothesay Foundation is considered to pass the tests set out in Paragraph 1 Schedule 6 of the Finance Act 2010 and therefore it meets the definition of a charitable trust for UK income tax purposes. Accordingly, the Charity is exempt from taxation in respect of income of capital gains received within categories covered by Part 10 of the Income Tax Act 2007 or Section 256 of the Taxation of Chargeable Gains Act 1992, to the extent that such income or gains are applied exclusively to charitable purposes.

## Notes to the financial statements continued

### Note C – Assets and liabilities

#### C.1 Analysis of current assets

	2023 £'000	2022 £'000
Cash at bank and in hand	1,091	2,333
<b>Total</b>	<b>1,091</b>	<b>2,333</b>

#### C.2 Analysis of other creditors

	2023 £'000	2022 £'000
Payables to Group undertakings	1	935
<b>Total</b>	<b>1</b>	<b>935</b>

Payables to other Group undertakings during the prior year relate to payments made by another Group undertaking on Rothesay Foundation's behalf.

### Note D – Charity funds

#### D.1 Analysis of charitable funds

	Balance as at 1 January 2023 £'000	Income £'000	Expenditure £'000	Funds carried forward at 31 December 2023 £'000
Analysis of fund movements	1,398	169	(477)	1,090
<b>Total</b>	<b>1,398</b>	<b>169</b>	<b>(477)</b>	<b>1,090</b>

	Balance as at 1 January 2022 £'000	Income £'000	Expenditure £'000	Funds carried forward at 31 December 2022 £'000
Analysis of fund movements	1,862	2,051	(2,515)	1,398
<b>Total</b>	<b>1,862</b>	<b>2,051</b>	<b>(2,515)</b>	<b>1,398</b>

## Notes to the financial statements continued

### Note E – Other notes

#### ***E.1 Financial commitments and contingencies***

At the balance sheet date, the Charity has committed to pay £315,000 to Clarion Futures for their Warm Spaces programme.

	2023 £m	2022 £m
Not later than one year	315	—
Later than one year and no later than five years	—	—
Later than five years	—	—
<b>Total other commitments</b>	<b>315</b>	<b>—</b>

The Trustees all give freely their time and expertise without any form of remuneration or other benefit in cash or kind. There were no expenses paid to the Trustees in the year.

The Charity considers its key management personnel comprise the Trustees. All employment benefits are incurred by another Group company. During the year ended 31 December 2023 there were no transactions between Rothesay Pensions Management Limited and key management personnel in relation to services provided to the Charity.

Since the Trustees do not receive any remuneration or employment benefits there are no related party transactions to disclose in relation to the Trustees.



# Rothsay

Foundation

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