

Company registration number: 01946612
Charity number:292841

TRUSTEES' REPORT AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2023

THE VICTORIA
FOUNDATION
(A company limited by
guarantee)

THE VICTORIA FOUNDATION

(A company limited by guarantee)

CONTENTS

	Page
Reference and administrative details of the Company, its Trustees and advisers	1
Trustees' report	2 - 8
Independent auditors' report on the financial statements	9 - 12
Consolidated statement of financial activities	13
Consolidated balance sheet	14
Company balance sheet	15
Consolidated statement of cash flows	16
Notes to the financial statements	17 - 39

THE VICTORIA FOUNDATION

(A company limited by guarantee)

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

FOR THE YEAR ENDED 31 MARCH 2023

Trustees	J A Hamblin G A R Ball D Cassidy A R Cooke M A Matthews E Ofu L Votier
Company registered number	01946612
Charity registered number	292841
Registered office	St David's House 15 Worple Way Richmond-Upon-Thames Surrey TW10 6DG
Director of Fundraising	L Votier
Chief executive officer	G A R Ball
Independent auditors	Menzies LLP Chartered Accountants Magna House 18-32 London Road Staines- Upon-Thames TW18 4BP
Bankers	HSBC Bank plc 54 Clarence Street Kingston Upon Thames Surrey KT1 1NS
Solicitors	Stone King LLP Boundary House 91 Charterhouse Street Clerkenwell London EC1M 6HR
Investment Advisors	The Charities Property Fund Savills Investment Management 33 Margaret Street London W1G 0JD

THE VICTORIA FOUNDATION

(A company limited by guarantee)

TRUSTEES' REPORT

FOR THE YEAR ENDED 31 MARCH 2023

The Trustees of The Victoria Foundation (the Charity) are pleased to present their report and the audited consolidated accounts of the Group for the year ended 31 March 2023.

The Group has chosen in accordance with section 414C(11) of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 to set out within the Group's strategic report the Group's Strategic Report Information required by Schedule 7 of the Large and Medium Sized Companies and Groups (Accounts and Reports) Regulation 2008. This includes information that would have been included in the business review and details of the principal risks and uncertainties.

The financial statements comply with the Charities Act 2011, the Companies Act 2006, the Memorandum and Articles of Association and Accounting and Reporting Statement of Recommended Practice applicable in the UK and Republic of Ireland, FRS 102 (2019), as amended.

Principal activity and history

The Group's principal activities are the funding of charitable healthcare activities through grants and the operation of its wholly owned subsidiary, The New Victoria Hospital Limited (the Hospital).

The Victoria Foundation and the New Victoria Hospital share the same objects, namely:

“to promote good health and to relieve ill-health, particularly (without limitation) by providing, or assisting in the provision of, medical and surgical advice and treatment, medical and surgical equipment, and the training and education of medical, nursing, and para-medical staff.”

The New Victoria Hospital, located in Kingston upon Thames, has had a long and distinguished history as a voluntary and charitable institution. The original Victoria Hospital was established as a voluntary hospital in 1898 and, after serving the local population for 50 years, was incorporated into the National Health Service upon its creation in 1948.

As a result of popular demand, the New Victoria Hospital was constituted as a charity in 1951 to establish a new independent hospital with the same charitable aims as the original hospital.

Thereafter The Victoria Foundation has owned and operated the Hospital as a charitable institution for over 50 years until 2007 when it was sold to a commercial operator to enable significant investment. The proceeds raised were used for it to become a significant grant-giving healthcare charity.

In 2011 The Victoria Foundation re-purchased the Hospital which was re-registered as a charity in May 2011.

The New Victoria Hospital continues to play a significant role in the local healthcare economy relieving pressure on local NHS facilities. In addition, the Hospital provides agreed free hospital services and explores new avenues in the provision of healthcare for public benefit.

As a charitable organisation the Hospital prides itself in providing “excellent care for your health” delivered through the recruitment and retention of staff and consultants, supported by private medical insurers, competitive fixed price self-pay packages and significant investment in infrastructure and technology.

The Charity raises funds through direct donations, hosting key events during the year and fundraising in the community as well as receiving grants from other institutions. The funds raised are distributed through grants to four key sectors identified as being potential gaps in the current provision by the State:

- Mobility aids – supporting those who suffer from diseases that affect their mobility in both their recreational and rehabilitation needs by providing support where financial constraints do not allow the private purchase of mobility aids.
- Accessible transport – helping residents of the London Boroughs of Richmond and Kingston suffering from any medical condition that renders conventional transport either inaccessible or inappropriate.
- Medical Toolkit Grants and Elective Bursaries – supporting wider participation in medicine by awarding Toolkit Grants to students studying at universities throughout the UK for the purchase of books and medical instruments as well as grants to help meet travel costs of placements and Elective Bursaries overseas.
- Medical assistance – provision of access to free medical treatment, for residents of the London Boroughs of Richmond and Kingston at the New Victoria Hospital in Kingston for those in financial hardship where treatment is not readily available on the NHS and where the treatment would be life enhancing together with other financial assistance for medical purposes.

THE VICTORIA FOUNDATION

(A company limited by guarantee)

TRUSTEES' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

The Trustees have due regard to the Charity Commission's guidance on public benefit.

Strategic Report

Achievements and performance

The Victoria Foundation has continued to focus its energies on raising funds through a number of key events and activities. The Foundation has adapted its fundraising over the year in response to the ongoing impact of the pandemic and the cost of living crisis.

During the year the Charity made grants totaling £159,239, an increase of £103,235 over those for 2022. The Charity has continued to provide much requested grants to families and organisations to fund life-enhancing medical equipment and support with priority given to applications from those based in the London Borough of Richmond upon Thames, the Royal Borough of Kingston upon Thames and the London Borough of Hounslow. The grants awarded have funded specialist mobility aids and medical equipment, accessible minibuses, specialist therapies for Carers and their cared for, and a wide range of medical support.

In addition, the Charity has continued to support widening participation in medicine by awarding Toolkit Grants and Elective Bursaries to fifty-eight medical students facing great financial hardship during their studies at twenty-five universities around the country.

The grants the Charity awarded directly to medical students and to Institutions to support individual medical students are due to the income The Victoria Foundation received from the Endowment Fund comprising the legacy from The C A W Blackwell Discretionary Will Trust and the investment with the London Community Foundation, and from its own unrestricted funds.

All other grants the Charity awarded are made possible from the funding the Charity received from The Richmond Charities and Consilient Health, income from the Peter Willson Fund, other donations and the proceeds from events together with its investment income.

The following organisations received grants during the year:

- Friends of Strathmore School
- Park Lane Stables
- Crossroads Care Richmond and Kingston upon Thames
- Neonatal Unit Kingston Hospital
- Kingston Charitable Foundation
- Kingston Hospital Charity
- Norwood Buckets and Spades Service
- RAKAT CT - Caring Community Transport
- Royal Hospital for Neuro-disability
- SMART CJS – Criminal Justice Service
- Step by Step Kids
- Strathmore School
- Strongbones Children's Charitable Trust
- TAG: The Youth Club for Disabled Young People
- Tim Henman Foundation

THE VICTORIA FOUNDATION

(A company limited by guarantee)

TRUSTEES' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

Toolkit Grants and Elective Bursaries were awarded to medical students from lower socio-economic backgrounds studying at the following universities:

- Anglia Ruskin University
- Brighton & Sussex Medical school
- Cardiff University
- Dnipro Medical Institute
- Dundee University
- Exeter University
- Imperial College London
- Keele University
- Kings College London
- Lancaster University
- Newcastle University
- Queens University Belfast
- Sheffield University
- St George's University of London
- University College London
- University of Leicester
- University of Ulster
- University of Birmingham
- University of Edinburgh
- University of Liverpool
- University of Manchester
- University of Nottingham
- University of Plymouth Medical School
- University of St Andrews
- University of Warwick

The Victoria Foundation is proud that its grants are helping to transform so many lives through helping youngsters with complex needs gain greater independence, supporting families to help them stay together, providing accessible transport which ensures the elderly stay connected, and supporting medical students during their studies to become NHS doctors. The Hospital has continued to provide excellent patient care, with average patient satisfaction scores of the highest ratings during 2022/23. In total 99.8% of patients rated their overall quality of care, nursing care and consultant care as excellent, very good or good whilst 99.0% would be likely or extremely likely to recommend the Hospital to family and friends.

Overall, the Hospital admitted 5,873 patients in the year, with the proportion of day cases to inpatients being 74%

Financial review

During the year the charity raised £91,223 through fundraising (2022 - £88,448). The principal event was the Winter Ball which raised £61,000. In addition, fundraising in the Community amounted to £2,500 from a grant from the Richmond Charities (2022 - £2,500). Donations of £7,178 (2022 - £32,003) were received during the year. Investment income amounted to £260,697 (2022 £133,775). Interest received from Unrestricted Funds increased due to the annual amount received on its loans to the Hospital being increased to £200,000pa.

Realised and Unrealised Gains/(Losses) on the Charity's investment portfolio during the year were (£189,576) – 2022 Gains £102,721.

The Charity distributed grants in the year totaling £159,239 (2022 - £56,004), details of which are shown in Note 11.

The Charity's Trustees are fully committed to safeguarding the character and ethos of the Hospital for the benefit of patients, consultants and staff to meet its objects and provided part of the funding required for the completed redevelopment, exhausting their investment funds.

HSBC plc, the main lender to the Hospital, also remained fully supportive throughout the redevelopment and to date having granted forbearance on the current loan repayments from March 2017, until November 2024. In addition, it has provided an overdraft facility of £1.0m, to support operational cash flows. Repayment in full of the HSBC loans, accrued interest and deferred arrangement fees is due in November 2024.

THE VICTORIA FOUNDATION

(A company limited by guarantee)

TRUSTEES' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

The Statement of Financial Activities on page 13 provides the details of its financial performance.

Total incoming resources were £29.3m in the year (2022 - £25.8m). Total resources expended were £29.9m (2022 - £25.3m). Net (outgoing)/incoming resources for the year were £(0.8m) (2022 - £0.6m).

A Trustees' valuation of the Hospital was carried out in April 2021, which was supported by professional independent advisors, valuing the Hospital at £40m. The Hospital has been valued at £54m when trading at full capacity.

The Trustees of The Victoria Foundation have agreed to fully provide against its intra group loan, which is subordinated to the Hospital's HSBC loan facilities, and against the value of the shareholding in the New Victoria Hospital in the Charity's accounts.

Reserves and going concern

The movement in reserves in the year is set out in note 21 to the accounts. Total reserves at 31st March 2023 were in deficit at £7.6m (2022 - deficit £6.9m).

It has been the aim of the Trustees to redevelop the New Victoria Hospital since its re-acquisition in 2011. The Charity's bankers, HSBC plc, have provided provided an overdraft facility, now £1.0m, to support operational cash flow. Forbearance of loan repayments has been granted by the bank until November 2024 without affecting the term. £10.98m had been drawn down against the HSBC Loan facility 1 of £17.5m by the end of the financial year (2022 -£10.98m) and £23.96m had been drawn down against the HSBC Loan facility 2 of £24.1m by the end of the financial year (2022 - £23.96m). The costs of construction and delays in completion of the redevelopment impacted not only on the overall project cost but also on the operational cash flow requirements. The Foundation has provided support which has largely exhausted the funds available from its investments.

Having reviewed and formally agreed the forecasts prepared by the New Victoria Hospital in November 2023 and the confirmation of continued funding, the Trustees believe, to the best of their knowledge, that the Hospital remains a going concern for the 12-month period from the date of approval of the accounts. The Trustees are committed to the Strategy Plan reviewed by the Trustees of the Hospital which is integral to the forecast and to ensuring that adequate funding is in place to meet HSBC's repayment requirement in November 2024.

Despite the diminution of the Charity's investment portfolio, income generated from rental income from its freehold property together with the interest from the Hospital and other donations enable it to meet its operational costs. On this basis, the Trustees believe, to the best of their knowledge, that the Charity remains a going concern for the 12-month period from the date of approval of these financial statements. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

Reserves Policy

The Trustees of the Charity have adopted a policy regarding reserves in accordance with guidelines issued by the Charity Commission. The policy ensures that we are able to meet all our current and future liabilities and is reviewed periodically by the Board of Trustees. It is considered that the level of reserves needs to be adequate to maintain core activities and this should not fall below 12 months' operating costs being approximately £150,000.

Plans for future periods

The Charity will continue to adapt and develop its fundraising activities to support its causes. The Victoria Foundation remains a charity able to pursue its objectives of doing valuable work within the field of medicine and able to respond to unforeseen changing needs.

The Charity has a local focus by providing mobility aids for disabled youngsters helping them to reach their potential, accessible transport for the elderly helping to prevent loneliness, and life enhancing medical support to organisations and charities with shared objectives.

The Victoria Foundation also has a national focus by supporting the NHS Junior Doctors of the future by awarding grants to medical students within widening participation in medicine studying at universities around the UK to support their studies through the purchase of medical equipment, textbooks, and travel costs to hospital placements.

THE VICTORIA FOUNDATION

(A company limited by guarantee)

TRUSTEES' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

Structure, Governance, and Management Governing Document

The Charity was originally established by a declaration of trust and subsequently incorporated as a company limited by guarantee in 1985. Its governing documents are the Company's Memorandum and Articles of Association. The objects of the Charity, as detailed on page 3, are as stated in its governing document.

Organisational structure Trustees / Directors

The Trustees are also the Directors of the Charity for the purposes of company law, and as such are responsible for the management of the Charity's affairs and its future strategy. The Trustees meet at least four times each year at which meetings the Chief Executive and Finance Director of the New Victoria Hospital attend in their capacity as officers of the Hospital. The Trustees review the financial and operational performance of the Charity and the Hospital as well as the financial governance and quality assurance of both.

The Trustees who served during the year are:

J A Hamblin *(Chairman)
G A R Ball *(Chief Executive)
D Cassidy
A R Cooke *
M A Matthews *
E Ofo
L Votier

* Four of the Charity's Trustees are also Trustees of the New Victoria Hospital Limited.

Rotation, recruitment and appointment and induction of trustees

The Trustees consider it essential that the Board of Trustees is strong, well-balanced and effective, comprising members with the requisite professional skills and experience in healthcare or local services to properly represent users of the Charity's services.

As in many charities this process has successfully relied on Trustees' recommendations and their access to potential candidates in other healthcare and local organisations. In order to maintain its exacting standards, the Board's skill mix is reviewed regularly and Trustee recruitment aligned.

An induction programme is provided to all new Trustees. They are advised of their responsibilities as Trustees and Directors, including their legal obligations under charity and company law and the Charity Commission guidance on public benefit, given copies of the Charity's governing documents, and are appraised of the Charity's aims and activities, current financial performance and its plans for the future. All Trustees are encouraged to attend appropriate external training events where these will facilitate the undertaking of their role.

Statement of Trustees' responsibilities

The Board of Trustees is responsible for the approval of the annual accounts, ensuring compliance with the Charities Act 2011, the Companies Act 2006 and the Charity's Memorandum and Articles of Association and Accounting and the Reporting Statement of Recommended Practice applicable in the UK and Republic of Ireland, FRS 102 (2019), as amended. Company law requires the Trustees to prepare financial statements for each financial year which give a true and fair view.

In preparing those financial statements, the Trustees are required to:

- select suitable accounting policies and then apply them consistently
- ensure compliance with the methods and principles in the Memorandum and Articles of Association and the Financial Reporting Standard applicable in the UK and Republic of Ireland, FRS 102 (2019), as amended.
- make judgements and estimates that are both reasonable and prudent
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business

THE VICTORIA FOUNDATION

(A company limited by guarantee)

TRUSTEES' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

The Trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group 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 Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the Trustees are aware:

- there is no relevant audit information of which the Group's auditor is unaware; and
- the Trustees have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Details of Trustees' interests in contracts and related party transactions are given in Note 29 to the accounts.

Delegated Authority

Responsibility for the day-to-day management of the Charity is delegated by the Board to Mr Ball as Chief Executive. Mr Ball is a Trustee of the New Victoria Hospital Limited and is also Executive Chairman. Three other Trustees, Mr Hamblin, Mr Cooke and Mr Matthews, are also Trustees of the New Victoria Hospital Limited.

The Trustees of The Victoria Foundation delegate the responsibility for all matters related to the New Victoria Hospital to the Board of the New Victoria Hospital. The Board and the Executive Team of the New Victoria Hospital are responsible for ensuring that all information required by the Trustees of The Victoria Foundation is provided through the appropriate channels.

Audit and Finance Committee

The Audit and Finance Committee is a joint committee of The Victoria Foundation and the New Victoria Hospital and comprises Trustees of both charities and an external member. The Chief Executive and Finance Director of the New Victoria Hospital are also members. The Committee meets four times each year and its purpose is to:

- Review and challenge where necessary the financial reporting within The Victoria Foundation and the New Victoria Hospital.
- Review compliance with the financial covenants.
- Review the budgeting and forecasting process.
- Keep under review the adequacy and effectiveness of the Companies' internal controls and risk management systems.
- Consider and make recommendations to the Board in relation to the appointment of the companies' external auditor.
- Ensure financial and ethical controls are in place when agreeing the annual pay increase for staff including that for senior staff members and for bonus payments.

THE VICTORIA FOUNDATION

(A company limited by guarantee)

TRUSTEES' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

Risk Management

The Trustees have a duty to identify and review the risks to which the Group is exposed and to ensure that appropriate controls are in place to provide reasonable assurance against fraud and error. The Trustees review annually the major strategic, business, and operational risks to which the Charity and its subsidiary are exposed and the systems and procedures that have been established to manage or mitigate those risks. The Hospital holds a centralised, comprehensive risk register, which is regularly reviewed by the Trustees of the Hospital and through the governance structure in the Hospital.

The Trustees have identified the following risks to The Victoria Foundation:

- Inability for the Hospital to repay its debt to the Foundation
- Lack of unrestricted funds to meet operational expenses

In the event that either repayment of the loan or the continued payment of interest by the New Victoria Hospital is not possible, the Trustees are confident that, although currently all funds raised can be utilised for distributions, they will be able to refocus fundraising events to meet necessary operating expenses.

The key risk identified by the Trustees of the New Victoria Hospital is its ability to meet the budget for 2023/24 and subsequent forecasts agreed with HSBC. The Trustees and Executive Team are in continual discussion with HSBC regarding financial performance and funding of capital projects. The key risks associated are:

- Meeting the EBITDA and cash flow forecasts
- Further capital expenditure requirements which are not currently foreseen

Auditor

Under section 487 (2) of the Companies Act 2006, Menzies LLP will be deemed to have been re-appointed 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is the earliest..

The report of the Board of Trustees, including the strategic report, was approved and signed on behalf of the Board of Trustees on 13.December 2023.

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



J A Hamblin
Chairman
Date: 13 December 2023

THE VICTORIA FOUNDATION

(A company limited by guarantee)

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE VICTORIA FOUNDATION

Opinion

We have audited the financial statements of The Victoria Foundation (the 'parent charitable company') and its subsidiaries (the 'group') for the year ended 31 March 2023 which comprise the consolidated statement of financial activities, the consolidated balance sheet, the company balance sheet, the consolidated 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 Group's and of the parent charitable company's affairs as at 31 March 2023 and of the Group's 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 and Charities Act 2011.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Group 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.

Material uncertainty related to going concern

We draw attention to the going concern accounting policy on note 2.3 and the wording contained in the 'Reserves and Going Concern' section of the Trustees' Annual Report, both of which indicate that there is a significant uncertainty on the group's ability to repay bank financing due for repayment in November 2024. This material uncertainty casts significant doubt on the group's ability to continue as a going concern beyond December 2024. Our opinion is not modified in respect of this matter.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditors' 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.

THE VICTORIA FOUNDATION

(A company limited by guarantee)

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE VICTORIA FOUNDATION (CONTINUED)

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 including the Strategic report for the financial year for which the financial statements are prepared is consistent with the financial statements.
- the Trustees' report and the Strategic report have 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 including the Strategic 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:

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

Responsibilities of trustees

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

In preparing the financial statements, the Trustees are responsible for assessing the Group's and the parent 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 Group or the parent charitable company or to cease operations, or have no realistic alternative but to do so.

THE VICTORIA FOUNDATION

(A company limited by guarantee)

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE VICTORIA FOUNDATION (CONTINUED)

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:

- The group is subject to laws and regulations that directly affect the financial statements including financial reporting legislation. We determined that the following laws and regulations were most significant including Charities Act 2011, Health and safety regulations, employment law, Care Quality Commission and other medical regulatory bodies. We assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.
- We understood how the group is complying with those legal and regulatory frameworks by, making inquiries to management, those responsible for legal and compliance procedures and the company secretary. We corroborated our inquiries through our review of board minutes.
- The engagement partner assessed whether the engagement team collectively had the appropriate competence and capabilities to identify or recognize non-compliance with laws and regulations. The assessment did not identify any issues in this area.

We assessed the susceptibility of the Charity's financial statements to material misstatement, including how fraud might occur. We considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud in the following areas; posting of fraudulent journal entries, authorisation, processing, and payment of fraudulent expenses, stock misappropriation and timing of revenue recognition.

Audit procedures performed by the engagement team included:

- Identifying and assessing the design effectiveness of controls management has in place to prevent and detect fraud;
- Understanding how those charged with governance considered and addressed the potential for override of controls or other inappropriate influence over the financial reporting process;
- Challenging assumptions and judgments made by management in its significant accounting estimates; and
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations

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.

Inherent limitations of an audit?

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

THE VICTORIA FOUNDATION

(A company limited by guarantee)

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE VICTORIA FOUNDATION (CONTINUED)

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 auditors' 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.

DocuSigned by:


634F24DE92A4471...

Janice Matthews FCA (Senior statutory auditor)

for and on behalf of

Menzies LLP

Chartered Accountants

Statutory Auditor

Magna House

18-32 London Road

Staines- Upon-Thames

TW18 4BP

Date: 20-Dec-2023

THE VICTORIA FOUNDATION

(A company limited by guarantee)

CONSOLIDATED STATEMENT OF FINANCIAL ACTIVITIES (INCORPORATING INCOME AND EXPENDITURE ACCOUNT) FOR THE YEAR ENDED 31 MARCH 2023

	Note	Unrestricted funds 2023 £000	Restricted funds 2023 £000	Endowment funds 2023 £000	Total funds 2023 £000	Total funds 2022 £000
Income and endowments from:						
Donations and legacies	4	2	5	-	7	632
Charitable activities	5	29,128	3	-	29,130	25,064
Other trading activities	6	91	-	-	91	88
Investments	7	18	42	-	60	33
Other unallocated		-	-	-	1	
Total income and endowments		29,239	50	-	29,289	25,817
Expenditure on:						
Raising funds	8	36	-	-	36	33
Charitable activities	9	27,895	39	-	27,934	24,060
Interest payable	12	1,892	-	-	1,892	1,195
Total expenditure		29,823	39	-	29,862	25,288
Net (expenditure)/income before net (losses)/gains on investments						
		(584)	11	-	(573)	529
Net (losses)/gains on investments		(24)	-	(165)	(190)	103
Net (expenditure)/income		(608)	11	(165)	(762)	632
Transfers between funds	21	(8)	8	-	-	-
Net movement in funds		(616)	19	(165)	(762)	632
Reconciliation of funds:						
Total funds brought forward		(8,185)	19	1,296	(6,870)	(7,502)
Net movement in funds		(616)	19	(165)	(762)	632
Total funds carried forward		(8,801)	38	1,131	(7,632)	(6,870)

The Consolidated statement of financial activities includes all gains and losses recognised in the year.

The notes on pages 17 to 39 form part of these financial statements.

THE VICTORIA FOUNDATION
(A company limited by guarantee)
REGISTERED NUMBER: 01946612

CONSOLIDATED BALANCE SHEET
AS AT 31 MARCH 2023

	Note	2023 £000	2022 £000
Fixed assets			
Tangible assets	16	27,291	27,946
Investments	17	1,611	1,184
		28,902	29,130
Current assets			
Stocks		729	740
Debtors	18	1,896	2,334
Cash at bank and in hand	25	2,038	1,258
		4,663	4,332
Creditors: amounts falling due within one year	19	(41,197)	(40,299)
Net current liabilities		(36,534)	(35,967)
Total assets less current liabilities		(7,632)	(6,837)
Creditors: amounts falling due after more than one year	20	-	(33)
Total net liabilities		(7,632)	(6,870)
Charity funds			
Endowment funds	21	1,131	1,296
Restricted funds	21	38	19
Unrestricted funds	21	(8,801)	(8,185)
Total funds		(7,632)	(6,870)

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


J A Hamblin
Chairman

Date: 13 December 2023


G A R Ball
Trustee

The notes on pages 17 to 39 form part of these financial statements.

THE VICTORIA FOUNDATION
(A company limited by guarantee)
REGISTERED NUMBER: 01946612

COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2023

	Note	2023 £000	2022 £000
Fixed assets			
Tangible assets	16	171	175
Investments	17	1,611	1,184
		1,782	1,359
Current assets			
Debtors	18	13	5
Cash at bank and in hand		244	803
		257	808
Creditors: amounts falling due within one year	19	(74)	(30)
Net current assets		183	778
Total assets less current liabilities		1,965	2,137
Total net assets		1,965	2,137
Charity funds			
Endowment funds	21	1,131	1,296
Restricted funds	21	38	19
Unrestricted funds	21	796	822
Total funds		1,965	2,137

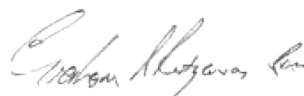
The Company's net movement in funds for the year was £(172)k (2022 - £727k).

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



J A Hamblin
Chairman
Date: 13 December 2023



G A R Ball
Trustee

The notes on pages 17 to 39 form part of these financial statements.

THE VICTORIA FOUNDATION

(A company limited by guarantee)

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2023

	Note	2023 £000	2022 £000
Cash flows from operating activities			
Net cash generated from operating activities	24	<u>3,865</u>	<u>2,705</u>
Cash flows from investing activities			
Purchase of tangible fixed assets		(478)	(821)
Investments (increase)/decrease		(598)	(104)
Net cash used in investing activities		<u>(1,076)</u>	<u>(925)</u>
Cash flows from financing activities			
Increase in bank borrowings		-	60
Repayments of finance leases		(117)	(156)
Interest paid on bank borrowings		(1,886)	(1,135)
Interest paid on finance lease borrowings		(6)	(29)
Endowment funds received		-	600
Net cash used in financing activities		<u>(2,009)</u>	<u>(660)</u>
Change in cash and cash equivalents in the year		780	1,120
Cash and cash equivalents at the beginning of the year		<u>1,258</u>	<u>138</u>
Cash and cash equivalents at the end of the year	25	<u><u>2,038</u></u>	<u><u>1,258</u></u>

The notes on pages 17 to 39 form part of these financial statements

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

1. General information

The Victoria Foundation is a private company limited by guarantee incorporated in England and Wales and a registered charity. The address of the registered office is disclosed on the legal and administrative information page (page 1).

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

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 Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) and the Companies Act 2006.

The Victoria Foundation and the New Victoria Hospital 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.

The consolidated statement of financial activities (SOFA) and consolidated balance sheet consolidate the financial statements of the Company and its subsidiary undertaking. The results of the subsidiary are consolidated on a line by line basis.

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own statement of financial activities in these financial statements.

2.2 Critical accounting estimates and areas of judgement

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The resulting accounting estimates and assumptions will, by definition, seldom equal the related actual results. In the opinion of the Trustees the main estimates and assumptions that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are in relation to the use of the going concern basis and valuation of fixed assets, both of which are noted below

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

2. Accounting policies (continued)

2.3 Going concern

During the financial period, the Group had an excess of expenditure over income of £762k and a cash inflow of £780k. At the year-end it had total net liabilities of £7,632k including bank borrowings of £34,939k. At the date of approving these financial statements the Charity's subsidiary had total bank borrowing facilities available of £37,600k in order to fund the completion of the redevelopment plan and to cover all working capital requirements.

Having reviewed and formally agreed detailed trading and cash flow projections prepared in November 2023, the Trustees believe, to the best of their knowledge, that the Hospital remains a going concern for at least the period to December 2024. The Trustees are committed to the business transformation plan integral to the projections and to agreeing the Hospital's position following the completion of the redevelopment and to ensuring that adequate funding is in place to meet HSBC's repayment requirement in November 2024.

The Hospital's forecasts include intragroup loan interest payments of £200,000 each year, which continue to support the operational costs of The Victoria Foundation. On this basis, and as The Victoria Foundation in its own right has Capital and Reserves of £1,965k, the Trustees believe, to the best of their knowledge, that the Foundation remains a going concern to at least the 31st December 2024, accordingly the financial statements have been prepared on a going concern basis.

2.4 Income

All income is included on the statement of financial activities when the Group is legally entitled to the income and the amount can be quantified with reasonable certainty.

Voluntary income comprises donations, legacies, and income generated from fundraising activities.

Investment income includes rental income, the net income received from dividends, interest and realised and unrealised gains generated from investments, and interest received on loans and deposits.

Income from charitable activities represents the total value of charges made to patients and other customers for the provision of hospital services.

The recognition of income from legacies is dependent on establishing entitlement, the probability of receipt and the ability to estimate with sufficient accuracy the amount receivable. Evidence of entitlement to a legacy exists when the Company has sufficient evidence that a gift has been left to them (through knowledge of the existence of a valid will and the death of the benefactor) and the executor is satisfied that the property in question will not be required to satisfy claims in the estate. Receipt of a legacy must be recognised when it is probable that it will be received and the fair value of the amount receivable, which will generally be the expected cash amount to be distributed to the Company, can be reliably measured.

2.5 Fund accounting

Unrestricted funds are available to spend on activities that further any of the objects of the Charity.

Restricted funds are donations which the donor has specified are to be solely used for particular areas of the Charity's objects. This includes the fund for free treatment which is provided by The New Victoria Hospital.

Endowment funds are funds which have been given to the charity to be invested to provide an income to support the activities of the charity.

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

2. Accounting policies (continued)

2.6 Expenditure

Expenditure is recognised on an accruals basis and allocated to the appropriate activity and fund.

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

Costs of generating voluntary income include the net costs of fund-raising charitable events.

Expenditure on charitable activities comprise the provision of grants and the provision of hospital services, which includes both direct costs and the support costs incurred to enable those activities and services to be provided.

Support costs comprise the costs associated with the funding of grants and those incurred in the general, financial, and clinical management of the Hospital, which include the costs of its human resources, IT, and quality assurance functions as well as the cost of the general maintenance of its land and buildings.

Governance costs, which are disclosed separately in the Notes to the Accounts, comprise the costs incurred in the governance and general management of the Charity rather than in the provision of its charitable activities.

Governance costs include audit fees, the cost of legal and other advice given to Trustees, and an apportionment of the costs of employing the Charity's officers.

Expenditure on raising funds includes all expenditure incurred by the Group 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 Group's objectives, as well as any associated support costs.

Grants payable are charged in the year when the offer is made except in those cases where the offer is conditional, such grants being recognised as expenditure when the conditions attaching are fulfilled. Grants offered subject to conditions which have not been met at the year end are noted as a commitment, but not accrued as expenditure.

2.7 Investments

The Victoria Foundation has an ethical investment policy which prohibits investments in those companies whose business activities are considered incompatible with the Charity's aims and objectives. Arms and Tobacco industries are specific examples.

The Victoria Foundation's investment portfolio is operated within agreed guidelines, which are regularly reviewed with the Investment Manager and the Trustees.

Listed investments are stated at market valuation at the balance sheet date.

Investment property is stated at its fair value at 31 March 2023.

Investment gains and losses, whether realised on disposal or unrealised on revaluation, are recognised as they occur in the statement of financial activities.

Investments in subsidiaries are valued at cost less provision for impairment.

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

2. Accounting policies (continued)

2.8 Finance leases and hire purchase

Assets held under finance leases and hire purchase agreements are recorded in the balance sheet as tangible fixed assets and are depreciated over the shorter of their estimated useful lives and the term of the agreement. Interest is charged to the profit and loss account in proportion to the balance of the obligations outstanding; and the capital element of future payments is included in creditors.

Rentals paid under operating leases are charged directly to income.

2.9 Tangible fixed assets and depreciation

Individual assets or groups of similar assets having a value of greater £1,000 and a useful economic life in excess of 1 year are treated as fixed assets. Assets with a value below £1,000 are fully written off in the year of acquisition. Assets are initially measured at purchase cost plus any associated costs in bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended including, for example, any site preparation, initial delivery, installation and testing costs.

Land and buildings includes borrowing costs directly attributable to any construction project at the Hospital. Borrowing costs are capitalised from the point at which expenditure begins on the build project and capitalisation ceases during the extended periods between the major phases in development and ceases completely upon final completion of the building works. Only borrowing costs from loans directly attributable to the project are treated in this way. Borrowing costs to cover general borrowing are not capitalised.

Following initial recognition, freehold land and buildings are carried at valuation. The Trustees of the New Victoria Hospital deem that the property held is a specialised asset; assets of this type are usually only sold as part of the sale of a continuing business. As such the land and buildings are valued on an income-generating basis. Revaluations are undertaken with sufficient regularity to ensure that the carrying value does not materially differ from the fair value at the end of each reporting period.

Depreciation is charged on fixed assets on a systematic basis over the useful life of the assets. The policies adopted across different asset types are as follows:

Freehold buildings	- 50 years
Building improvements	- 10-20 years
Equipment	- 3-10 years

2.10 Pay Policy for Senior Staff

The Trustees consider the Trustees, who are the Hospital's Directors, and the Senior Management Team, who comprise the key management personnel of the Charity, in charge of directing and controlling, running and operating the Hospital on a day-to-day basis.

All Trustees give of their time freely and no Trustee received remuneration in the year, with the exception of the Executive Chairman of the Hospital who is also the Chief Executive Officer of the Victoria Foundation and related party transaction as disclosed in note 27 to the accounts and the Director of Fundraising.

The pay of the senior staff, including the Chief Executive is reviewed annually and normally increased in accordance with average earnings. The Trustees benchmark against pay levels in other hospitals of a similar size. Annual pay review salary increases for Hospital staff, for the Executive Team (including the Chief Executive) and Senior Management Team including any bonus payments are proposed to and agreed by the Audit and Finance Committee.

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

2. Accounting policies (continued)

2.11 Financial instruments

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

2.12 Pensions

The Group operates a defined contribution pension scheme. Pension costs represent the Group's contributions to this scheme; and its liability is limited to the amount of these contributions.

2.13 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the reporting date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the consolidated statement of financial activities.

3. Principal activity and income

The Group's principal activities are the funding of charitable healthcare activities through grants and the operation of its wholly owned subsidiary, The New Victoria Hospital Limited (the Hospital).

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

4. Income from donations and legacies

	Unrestricted funds 2023 £000	Restricted funds 2023 £000	Endowment funds 2023 £000	Total funds 2023 £000	Total funds 2022 £000
Donations	2	5	-	7	32
Legacies	-	-	-	-	600
	2	5	-	7	632
Total 2022	14	18	600	632	

Volunteers benefit and support: in accordance with FRS102 and the Charities SORP (FRS 102) the economic contribution of general volunteers is not recognised in the accounts.

5. Income from charitable activities

	Unrestricted funds 2023 £000	Restricted funds 2023 £000	Total funds 2023 £000	Total funds 2022 £000
Income from charitable activities	29,128	3	29,131	25,064
Total 2022	25,061	3	25,064	

6. Income from other trading activities

Income from fundraising events

	Unrestricted funds 2023 £000	Total funds 2023 £000	Total funds 2022 £000
Fundraising	91	91	88
Total 2022	88	88	

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

7. Investment income

	Unrestricted funds 2023 £000	Restricted funds 2023 £000	Total funds 2023 £000	Total funds 2022 £000
Property rent	17	-	17	13
Investment fund income	-	42	42	20
Interest received	1	-	1	-
	<u>18</u>	<u>42</u>	<u>60</u>	<u>33</u>
<i>Total 2022</i>	<u>13</u>	<u>20</u>	<u>33</u>	

8. Expenditure on raising funds

Costs of raising voluntary income

	Unrestricted funds 2023 £000	Total funds 2023 £000	Total funds 2022 £000
Costs of raising funds	36	36	33
	<u>33</u>	<u>33</u>	
<i>Total 2022</i>	<u>33</u>	<u>33</u>	

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

9. Analysis of expenditure on charitable activities

Summary by fund type

	Unrestricted funds 2023 £000	Restricted funds 2023 £000	Total 2023 £000	Total 2022 £000
Charitable Activities	27,895	39	27,934	24,060
<i>Total 2022</i>	<i>24,044</i>	<i>16</i>	<i>24,060</i>	

10. Analysis of expenditure by activities

	Activities undertaken directly 2023 £000	Grant funding of activities 2023 £000	Support costs 2023 £000	Total funds 2023 £000	Total funds 2022 £000
Charitable activities	17,806	159	9,969	27,934	24,060
<i>Total 2022</i>	<i>15,077</i>	<i>56</i>	<i>8,927</i>	<i>24,060</i>	

Analysis of direct costs

	Activities 2023 £000	Total funds 2023 £000	Total funds 2022 £000
Staff costs	7,415	7,415	7,075
Depreciation	523	523	164
Grants paid	4,474	4,474	3,599
Finance and professional fees	5,389	5,389	4,199
Property costs	5	5	40
	17,806	17,806	15,077
<i>Total 2022</i>	<i>15,077</i>	<i>15,077</i>	

THE VICTORIA FOUNDATION
(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023

10. Analysis of expenditure by activities (continued)

Analysis of support costs

	Activities 2023 £000	Total funds 2023 £000	Total funds 2022 £000
Staff costs	5,298	5,298	4,780
Depreciation	610	610	545
Grants paid	31	31	-
Finance and professional fees	1,775	1,775	1,456
Property costs	2,190	2,190	2,086
Other	65	65	60
	9,969	9,969	8,927
Total 2022	8,927	8,927	

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

11. Grant Funding Expenditure

	Mobility Aids	Accessible Transport	Medical Support	Medical Bursaries & Toolkits	Other	Total
Restricted Fund Distributions						
Friends of Strathmore School	-	-	543	-	-	543
TAG Youth Club	-	-	250	-	-	250
Strathmore School	-	250	-	-	-	250
Park Lane Stables	-	-	250	-	-	250
Kingston Hospital	-	-	8,000	-	-	8,000
Neonatal Unit Kingston Hospital	-	-	3,472	-	-	3,472
Grants to Organisations	-	250	12,515	-	-	12,765
Grants to Individuals	2,000	-	-	23,500	750	26,250
Total Restricted Fund Grants	<u>2,000</u>	<u>250</u>	<u>12,515</u>	<u>23,500</u>	<u>750</u>	<u>39,015</u>
Unrestricted Fund Grants						
Richmond & Kingston Accessible Transport	-	40,000	-	-	-	40,000
Strathmore School	-	20,750	-	-	-	20,750
Crossroads Care Kingston & Richmond	-	-	16,318	-	-	16,318
TAG Youth Club	2,501	-	1,750	-	-	4,251
Royal Hospital for Neuro Disability	-	-	3,180	-	-	3,180
Norwood Bucket & Spade Lodge	-	-	1,621	-	-	1,621
Strongbones Children's Charitable Trust	-	-	2,000	-	-	2,000
Step by Step	-	-	2,505	-	-	2,505
Friends of Strathmore School	-	-	267	-	-	267
Smart Criminal Justice Service	-	-	990	-	-	990
Park Lane Stables	-	-	-	-	62	62
Tim Henman Foundation	2,500	-	-	-	-	2,500
Kingston Charitable Foundation	-	-	-	-	2,500	2,500
Grants to Organisations	<u>5,001</u>	<u>60,750</u>	<u>28,631</u>	<u>-</u>	<u>2,562</u>	<u>96,944</u>
Grants to Individuals	<u>12,090</u>	<u>-</u>	<u>5,381</u>	<u>5,809</u>	<u>-</u>	<u>23,280</u>
Total Unrestricted Fund Grants	<u>17,091</u>	<u>60,750</u>	<u>34,012</u>	<u>5,809</u>	<u>2,562</u>	<u>120,224</u>
Total Grants	<u>19,091</u>	<u>61,000</u>	<u>46,527</u>	<u>29,309</u>	<u>3,312</u>	<u>159,239</u>

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

12. Interest payable

	Unrestricted funds 2023 £000	Total funds 2023 £000	Total funds 2022 £000
Bank loans and overdrafts	1,886	1,886	1,166
Finance Leases	6	6	29
	<u>1,892</u>	<u>1,892</u>	<u>1,195</u>
<i>Total 2022</i>	<u>1,195</u>	<u>1,195</u>	

13. Auditors' remuneration

	2023 £000	2022 £000
Fees payable to the Charity's auditor for the audit of the Charity's annual accounts	9	7
Fees payable to the Charity's auditor for the audit of the Subsidiary annual accounts	38	31
Fees payable to the Charity's auditor in respect of: All non-audit services not included above	<u>17</u>	<u>15</u>

14. Staff costs

	Group 2023 £000	Group 2022 £000	Company 2023 £000	Company 2022 £000
Wages and salaries	11,334	10,636	85	82
Social security costs	1,118	971	-	-
Contribution to defined contribution pension schemes	262	249	-	-
	<u>12,714</u>	<u>11,856</u>	<u>85</u>	<u>82</u>

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

14. Staff costs (continued)

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

	Group 2023 No.	<i>Group 2022 No.</i>
Hospital - Senior Management	9	9
Hospital Services - Clinical	129	128
Hospital Services - Support Services	51	46
Hospital Services - Administrative	51	51
Charity	2	2
	242	236

The average number of employees exclude those working on zero hours contracts (bank staff).

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

	Group 2023 No.	<i>Group 2022 No.</i>
In the band £60,001 - £70,000	13	9
In the band £70,001 - £80,000	1	4
In the band £80,001 - £90,000	-	3
In the band £90,001 - £100,000	2	2
In the band £100,001 - £110,000	1	1
In the band £110,001 - £120,000	1	-
In the band £120,001 - £130,000	-	1
In the band £190,001 - £200,000	1	1

The aggregate paid to key management personnel was £1,146,903 (2022: £1,160,726).

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

Trustees' remuneration

	Salary	Pension	2023	2022
	£000	£000	£000	£000
Remuneration paid to Directors				
G A R Ball - Charity	20	1	21	19
G A R Ball - Hospital	82	2	84	73
L Votier - Charity	53	-	53	46
Total 2023	155	3	158	138

The other Trustees received no payment for their services during the year and were not reimbursed for any expenses.

15. Taxation

The Charity and its subsidiary, The New Victoria Hospital, are exempt from taxation in respect of income and capital gains to the extent that such income and gains are applied to exclusively charitable purposes.

16. Tangible fixed assets

Group

	Freehold property £000	Office equipment £000	Total £000
Cost or valuation			
At 1 April 2022	28,280	3,811	32,091
Additions	124	355	479
At 31 March 2023	28,404	4,166	32,570
Depreciation			
At 1 April 2022	1,883	2,262	4,145
Charge for the year	492	642	1,134
At 31 March 2023	2,375	2,904	5,279
Net book value			
At 31 March 2023	26,029	1,262	27,291
At 31 March 2022	26,397	1,549	27,946

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

16. Tangible fixed assets (continued)

Group (continued)

The net book value of equipment held under finance leases at 31 March 2023 was £39k (2022: £137k). Its original cost was £636k (2022: £748k) and the depreciation charged in the year was £106k (2022: £106k). During the year, no new finance leases were contracted for.

The Charity's freehold land and buildings were formerly valued by an independent third party as at 31st March 2019 at £750,000 as commercial property. The Trustees do not believe there to be any change in this fair value as at 31st March 2023. The property, situated in Richmond, has the potential to be converted for residential use which would significantly increase its market value after conversion costs. The property, being the land and building, has been apportioned based on its current use between Tangible Assets and Investments based on floor space occupied. 50% of the property is occupied by The Victoria Foundation to carry out its operating activities with the remainder (50%) leased to third parties for business purposes.

A Trustees' valuation of the Hospital was carried out in April 2021, supported by professional independent advisors, valuing the Hospital at £40m which has not been recognised in the accounts. The Hospital has been valued at £54m when trading at full capacity.

Company

	Freehold property £000	Office equipment £000	Total £000
Cost or valuation			
At 1 April 2022	212	5	217
At 31 March 2023	212	5	217
Depreciation			
At 1 April 2022	38	5	43
Charge for the year	4	-	4
At 31 March 2023	42	5	47
Net book value			
At 31 March 2023	170	-	170
At 31 March 2022	175	-	175

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

17. Fixed asset investments

Group and Company	Investments in subsidiary companies £000	Listed investments £000	Unlisted investments £000	Total £000
Cost or valuation				
At 1 April 2022	1,636	254	930	2,820
Additions	-	605	55	660
Disposals	-	-	(43)	(43)
Revaluations	-	(138)	(52)	(190)
At 31 March 2023	1,636	721	890	3,247
Impairment				
At 1 April 2022	1,636	-	-	1,636
At 31 March 2023	1,636	-	-	1,636
Net book value				
At 31 March 2023	-	721	890	1,611
At 31 March 2022	-	254	930	1,184

Loans to group undertakings of £24,307,000 (2022: £24,392,000), which have been provided for in full, represent an initial loan made to The New Victoria Hospital Limited on its acquisition by the Charity in January 2011 and subsequent interest charges and increases to support the Hospital's redevelopment and operational cash flow requirements during this period. Interest was charged on the loan at 7% per annum until March 2017 at which point the Trustees agreed that interest would be limited to £200,000 a year under the terms of the bank loan. The Trustees have subsequently reduced this to £100,000 with effect from July 2018. It was increased to £200,000 with effect from November 2022. As a result, £200,000 of interest was charged in the year and fully payable (2022: £100,000). Interest charged but not payable until the loan is repaid has been added to the principal of the loan. The total interest added to the principal at 31 March 2023 was £4,177,000 (2022: £4,177,000).

Following the Trustees' valuation of the Hospital at £22.0m and the increased debt exposure with HSBC totaling £38.5m, to which the intra group loan is sub-ordinated, the Trustees of The Victoria Foundation agreed to fully provide against its intra group loan and intra group shareholding with The New Victoria Hospital Limited of £24,308k and £1,636k respectively. The Trustees have since obtained an updated valuation of £40m but the assets continue to be held at the previous valuation amount. The Hospital has been valued in excess of £50m when new facilities are fully operational.

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

17. Fixed asset investments (continued)

Principal subsidiaries

The following was a subsidiary undertaking of the Company:

Name	Company number	Charity registration number	Registered office or principal place of business	Principal activity	Class of shares	Holding
New Victoria Hospital Limited	05903364	1141784	184 Coombe Lane West, Kingston upon Thames, KT2 7EG	The subsidiary operates the New Victoria Hospital Limited	Ordinary	100%

The financial results of the subsidiary for the year were:

Name	Income £000	Expenditure £000	Surplus/ (Deficit) for the year £000	Net assets/ (liabilities) £000
New Victoria Hospital Limited	29,128	29,633	(505)	(33,902)

18. Debtors

	Group 2023 £000	Group 2022 £000	Company 2023 £000	Company 2022 £000
Due within one year				
Trade debtors	1,158	1,992	-	-
Amounts owed by group undertakings	-	-	11	3
Other debtors	178	90	-	-
Prepayments and accrued income	560	252	2	2
	1,896	2,334	13	5

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

19. Creditors: Amounts falling due within one year

	Group 2023 £000	<i>Group 2022 £000</i>	Company 2023 £000	<i>Company 2022 £000</i>
Bank loans	34,939	34,939	-	-
Trade creditors	2,186	1,292	-	-
Other taxation and social security	363	274	-	-
Obligations under finance lease and hire purchase contracts	33	116	-	-
Accruals and deferred income	3,676	3,678	74	30
	41,197	40,299	74	30

The New Victoria Hospital Limited has two bank loans which are secured by fixed and floating charges over the assets of the Company and other group undertakings.

The first loan of £17.5 million was obtained in January 2011 at the time of The Victoria Foundation's acquisition of the Hospital to enable the repayment of its existing borrowings. The outstanding amount of the loan at 31 March 2023 was £10,981,000 (2022: £10,981,000). Interest is charged on the loan at the bank's sterling base rate plus 2.7% per annum.

A second loan facility of £17.0 million was obtained in January 2014 in order to fund the planned redevelopment of the Hospital. This facility was increased by £6.5m to £23.5m to support the final phase of the redevelopment and again to £24.1m in April 2019. At 31 March 2023 £23,958,00 (2022: £23,958,000) had been drawn against this facility. Interest is charged on the loan at the bank's sterling base rate plus 3.25% per annum.

In March 2017, HSBC granted forbearance on capital repayments on the initial loan and second loan following completion of phase 3 of the redevelopment. This agreement was in place granting forbearance of repayment of both loans and the overdraft facility until December 2021. Interest payments of both loans and the overdraft facility were suspended from August 2018 until March 2020, reverting to monthly payment terms from April 2020.

HSBC have agreed to extend their agreement to defer repayment of the loans, overdraft, arrangement fees and accrued interest until November 2024.

The Hospital is currently in breach of its banking covenants as a result of delays in the delivery of the new trading facilities. HSBC remain supportive of the Hospital and the redevelopment project. Testing of the covenants has been deferred until November 2024.

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

	Group 2023 £000	<i>Group 2022 £000</i>
Net obligations under finance lease and hire purchase contracts	-	33

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

21. Statement of funds

Statement of funds - current year

	Balance at 1 April 2022 £000	Income £000	Expenditure £000	Transfers in/out £000	Gains/ (Losses) £000	Balance at 31 March 2023 £000
Unrestricted funds						
General Funds	(8,185)	29,239	(29,823)	(8)	(24)	(8,801)
Endowment funds						
Endowment Funds - all funds	-	-	-	-	(165)	(165)
Charities Property Investment Fund	1,296	-	-	-	-	1,296
	1,296	-	-	-	(165)	1,131
Restricted funds						
Restricted Funds	19	50	(39)	8	-	38
Total of funds	(6,870)	29,289	(29,862)	-	(189)	(7,632)

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

21. Statement of funds (continued)

Statement of funds - prior year

	<i>Balance at 1 April 2021 £000</i>	<i>Income £000</i>	<i>Expenditure £000</i>	<i>Gains/ (Losses) £000</i>	<i>Balance at 31 March 2022 £000</i>
Unrestricted funds					
General Funds	(8,132)	25,190	(25,273)	30	(8,185)
Endowment funds					
Charities Property Investment Fund	205	600	-	22	827
London Community Foundation	423	-	(5)	51	469
	<u>628</u>	<u>600</u>	<u>(5)</u>	<u>73</u>	<u>1,296</u>
Restricted funds					
Restricted Funds	<u>2</u>	<u>28</u>	<u>(11)</u>	<u>-</u>	<u>19</u>
Total of funds	<u>(7,502)</u>	<u>25,818</u>	<u>(25,289)</u>	<u>103</u>	<u>(6,870)</u>

Endowment funds

The charity's investment in the London Community Foundation comprises an initial investment of £165,196 together with match funding from the Grassroots Grants Matched Challenge making a total original investment of £330,392. The value of the investment at 31 March 2023 was £427,220 (2022: £454,790). The investment is managed through the donor-advised fund of the London Community Foundation which provides investment services. Income is made available to the Charity each year for the purpose of making grants in accordance with agreed criteria. For the year to 31 March 2023 the amount available for distribution in grants was £13,741 (2022: £12,694).

Investment income and grants made in respect of Endowment Funds are included within Restricted Funds.

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

22. Summary of funds

Summary of funds - current year

	Balance at 1 April 2022 £000	Income £000	Expenditure £000	Transfers in/out £000	Gains/ (Losses) £000	Balance at 31 March 2023 £000
General funds	(8,185)	29,239	(29,823)	(8)	(24)	(8,801)
Endowment funds	1,296	-	-	-	(165)	1,131
Restricted funds	19	50	(39)	8	-	38
	<u>(6,870)</u>	<u>29,289</u>	<u>(29,862)</u>	<u>-</u>	<u>(189)</u>	<u>(7,632)</u>

Summary of funds - prior year

	Balance at 1 April 2021 £000	Income £000	Expenditure £000	Gains/ (Losses) £000	Balance at 31 March 2022 £000
General funds	(8,132)	25,190	(25,273)	30	(8,185)
Endowment funds	628	600	(5)	73	1,296
Restricted funds	2	28	(11)	-	19
	<u>(7,502)</u>	<u>25,818</u>	<u>(25,289)</u>	<u>103</u>	<u>(6,870)</u>

23. Analysis of net assets between funds

Analysis of net assets between funds - current year

	Unrestricted funds 2023 £000	Restricted funds 2023 £000	Endowment funds 2023 £000	Total funds 2023 £000
Tangible fixed assets	27,291	-	-	27,291
Fixed asset investments	510	-	1,101	1,611
Current assets	4,596	37	30	4,663
Creditors due within one year	(41,196)	-	-	(41,196)
Difference	(2)	1	-	1
Total	<u>(8,801)</u>	<u>38</u>	<u>1,131</u>	<u>(7,632)</u>

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

23. Analysis of net assets between funds (continued)

Analysis of net assets between funds - prior year

	<i>Unrestricted funds 2022 £000</i>	<i>Restricted funds 2022 £000</i>	<i>Endowment funds 2022 £000</i>	<i>Total funds 2022 £000</i>
Tangible fixed assets	27,946	-	-	27,946
Fixed asset investments	488	-	696	1,184
Current assets	3,713	19	600	4,332
Creditors due within one year	(40,299)	-	-	(40,299)
Creditors due in more than one year	(33)	-	-	(33)
Total	(8,185)	19	1,296	(6,870)

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

	Group 2023 £000	Group 2022 £000
Net income/expenditure for the year (as per Statement of Financial Activities)	(762)	632
Adjustments for:		
Depreciation charges	1,134	714
Interest charges	1,893	1,187
Revaluation on investments	169	-
Decrease/(increase) in stocks	12	(209)
Decrease in debtors	438	497
Increase in creditors	980	484
Endowment funds received	-	(600)
Net cash provided by operating activities	3,864	2,705

25. Analysis of cash and cash equivalents

	Group 2023 £000	Group 2022 £000
Cash in hand	2,038	1,258
Total cash and cash equivalents	2,038	1,258

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

26. Analysis of changes in net debt

	At 1 April 2022	Cash flows	At 31 March 2023
	£000	£000	£000
Cash at bank and in hand	1,258	780	2,038
Debt due within 1 year	(34,939)	-	(34,939)
Finance leases	(149)	116	(33)
	<u>(33,830)</u>	<u>896</u>	<u>(32,934)</u>

27. Operating lease commitments

At 31 March 2023 the Group and the Company had commitments to make future minimum lease payments under non-cancellable operating leases as follows:

	Group 2023 £000	Group 2022 £000
Not later than 1 year	120	85
Later than 1 year and not later than 5 years	52	33
	<u>172</u>	<u>118</u>

The following lease payments have been recognised as an expense in the Statement of financial activities:

	Group 2023 £000	Group 2022 £000
Operating lease rentals	206	129

28. Capital and other financial commitments

The Hospital has an overdraft facility of £1,000,000 (2022: £2,000,000).

THE VICTORIA FOUNDATION

(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

29. Trustees interests in contracts and related party transactions

Details of Trustees' remuneration are given in note 14 above.

Four Trustees serve as Trustees for both The Victoria Foundation and The New Victoria Hospital: Mr G A R Ball, Mr J A Hamblin, Mr M A Matthews and Mr A R Cooke.

Mr Ball is a director and shareholder of ControlAccount Plc, a company which provides specialist debt collection services to hospitals and which provided £7,477 of services to the Hospital during the year (2022: £9,816). At 31 March 2023, the Company owed ControlAccount Plc £Nil (2022: £Nil).

Mr Curtis, Dr A Ravalia and Mr Wilson, who have all held the position of Medical Director at the Hospital, are also consultants with practising privileges at the Hospital. As consultant surgeons, they act as independent contractors and not as agents of the Hospital and as such do not provide services to the Hospital. They also use the medical facilities, which are made available to all consultants who use the Hospital including the hire of consulting rooms on a sessional basis. The Hospital provides these facilities to them on the same commercial terms as to other consultants.

Mr Willson was appointed Medical Director in July 2020 and is a member of the Executive Management Team at the Hospital.

Mrs Votier receives remuneration for her role as Director of Fundraising.