

THE 1989 WILLAN CHARITABLE TRUST
FINANCIAL STATEMENTS
YEAR ENDED 30TH SEPTEMBER 2022

CHARITY NO. 802749

THE 1989 WILLAN CHARITABLE TRUST**TRUSTEES' REPORT - Year Ended 30th September 2022****LEGAL AND ADMINISTRATIVE DETAILS**

The Trustees submit their report and financial statements of The 1989 Willan Charitable Trust (the "Charity", or "Trust") for the year ended 30th September 2022. The financial statements have been prepared in accordance with the accounting policies set out in note 1 and comply with the trust deed, the Charities Act 2011 and the Statement of Recommended Practice, Accounting and Reporting by Charities 2019 (FRS 102).

Legal Status	The 1989 Willan Charitable Trust is a registered charity (registered number 802749)	
Governing Document	Trust Deed dated 8th August 1989	
Trustees	A Chapman A Ohlsson Willan Trustee Limited (Directors - M Bird (resigned 07/11/2022), A Chapman, A Ohlsson, S Winfield, C Seccombe, and J Ramsbotham (appointed 04/10/2021))	
Key Management Personnel	The Charity does not employ any staff and therefore the Trustees remain responsible for the day-to-day operation of the Charity	
Administrators and Principal Office	Carlton Management Services Limited PO Box 525, 4th Floor 45 Esplanade St Helier Jersey JE4 OWZ	
Grant Advisors	The Community Foundation Philanthropy House Woodbine Road Gosforth Newcastle upon Tyne NE3 1DD	
Investment Managers	Brewin Dolphin Limited Time Central 32 Gallowgate Newcastle Upon Tyne NE1 4SR	Baillie Gifford Calton Square 1 Greenside Row Edinburgh EH1 3AN
	UBS Wealth Management 2 St. James' Gate Newcastle Upon Tyne NE4 7JH	CCLA Investment Management Limited One Angel Lane London EC4R 3AB
	BNY Mellon Fund Managers Limited Client Service Centre PO Box 366 Darlington DL1 9RF	
Bankers	Santander Private Banking PO Box 545 St. Helier Jersey JE4 8XG	
Solicitors	Muckle LLP Time Central 32 Gallowgate Newcastle Upon Tyne NE1 4BF	Wardhadaway Sandgate House 102 Quayside Newcastle Upon Tyne NE1 3DX
Auditors	Azets Audit Services Bulman House Regent Centre Gosforth Newcastle upon Tyne NE3 3LS	

THE 1989 WILLAN CHARITABLE TRUST

TRUSTEES' REPORT - Year Ended 30th September 2022

AIMS AND OBJECTIVES

The 1989 Willan Charitable Trust (the "Charity" or "Trust") was established by an initial gift from the Willan family out of funds originating from a shipping business based in the North East of England. Over the years the Willan family have settled further funds on the Charity.

The Charity's trust deed gives the trustees wide powers to distribute the income of the trust and such of its capital as they deem appropriate to or for such charitable institutions or charitable purposes as the trustees in their absolute discretion think fit. However, within this broad remit, the trustees recognise that the resources of the Trust are finite and that it is therefore necessary to target funds more selectively to areas where the funds can be used most effectively and can make the most difference.

In recognition of the origins of the Trust fund and the economic impact that the decline of the ship building industry has had on the region, the trustees tend to concentrate their support towards causes which are active in Tyne and Wear and its immediate surrounds. The trustees favour causes which aim to ease social deprivation and / or enrich the fabric of the local community and the quality of life of individuals within that community. They may also support education where that is aimed at improving the economy in areas of deprivation. As well as direct support for such causes in the form of grants, the trustees may also provide indirect support, using the Trust's capital to make resources (typically premises) available to other deserving charitable organisations.

The trustees aim to distribute approximately £825,000 per annum based on a real return of 4% upon the trust assets.

PUBLIC BENEFIT STATEMENT

The trustees have referred to guidance contained in the Charity Commission's general guidance on public benefit when reviewing the aims and objectives and in planning future activities. The charitable objectives are also set in order to provide a clear and demonstrated public benefit.

The Charity's activities throughout the period were consistent with its aims and objectives as stated above. All such activities are undertaken to further our charitable purposes for the public benefit.

STRUCTURE, GOVERNANCE AND MANAGEMENT

The Charity is an unincorporated trust constituted under a trust deed dated 8th August 1989 and is a registered charity (numbered 802749). The trust deed provides that there be a minimum of three trustees. The trustees are appointed by members of the Willan family and serve for an indefinite term. The trustees who served the Charity during the year were as follows:

A Chapman
A Ohlsson
Willan Trustee Limited

The Charity does not actively fundraise and seeks to continue its support to appropriate charitable causes through the careful stewardship of its existing resources. The management of the Charitable fund is divided into two principal areas, asset management and grant making.

Responsibility for the asset management function is delegated to external investment managers. Brewin Dolphin Securities Ltd, UBS Wealth Management, Baillie Gifford, CCLA Investment Management Limited (manage the "COIF Fund"), and BNY Mellon Investment Managers Limited (manage the "Newton Fund") manage investment portfolios for the Charity under discretionary investment management, or fund management, agreements. The trustees monitor the performance of the portfolios on a quarterly basis against relevant benchmarks.

The trustees are grateful to the Community Foundation serving Tyne & Wear and Northumberland (the "**Community Foundation**"). Applications are processed, collated and shortlisted by the Community Foundation on a quarterly basis. A subcommittee of the board of Willan Trustee Limited meet each quarter to vet the shortlist. The shortlist is then circulated to each of the trustees for consideration and approval.

Carlton Management Services Limited, a licenced trust company regulated by the Jersey Financial Services Commission, provides administrative and accounting services to the Charity.

The trustees aim to meet at least once a year to review the Charity's financial statements for the preceding year, the performance of its assets and its grant making activities and to consider whether changes are required in the Charity's policies and overall strategy.

RECRUITMENT OF TRUSTEES

Any trustee vacancies which arise are filled by search with due regard to maintaining a proper balance of skills and experience within the Board. Representation relevant to the service user group is a key factor given the Charity's mission.

All appointments are subject to the approval by members at a general meeting. With the notice of such meeting members are provided with a profile of prospective new trustees - and equivalent information for any trustee offering themselves for re-election. Additionally a full attendance record is provided to members to inform their decisions.

The trustees welcome Mr Ramsbotham, who was appointed as a Director of the Trustee, Willan Trustee Limited, on 4 October 2021. The trustees thank Mr Bird for his faithful service to the Charity over a number of years, as a Director of the Willan Trustee Limited, until his retirement on 7 November 2022.

THE 1989 WILLAN CHARITABLE TRUST**TRUSTEES' REPORT - Year Ended 30th September 2022 (Continued)****TRUSTEE INDUCTION AND TRAINING**

New trustees are provided with a proper induction process and a checklist ensures they receive all relevant papers and guidance to properly fulfil their responsibilities. Briefing papers and familiarisation training is affected for all trustees as deemed necessary.

RISK MANAGEMENT

The trustees have considered the major risks to which the Charity is exposed and have established systems and procedures to manage those risks.

RESERVES POLICY

The results for the year leave The 1989 Willan Charitable Trust with an Unrestricted Revenue Reserve of £19,950,231 (2021: £24,443,246). It can be seen that of this sum, £42,102 (2021: £154,606) is held in Net Current Assets, that is, represented by cash, net debtors and therefore readily expendable by the trustees.

The trustees aim to distribute approximately £825,000 per annum based on a real return of 4% upon the trust assets. It is the policy of the Charity to maintain a free cash balance of approximately six months' unrestricted expenditure. This provides sufficient funds to cover management, administration and support costs and to respond to applications for grants which arise from time to time.

The trustees have reviewed activities and prepared a risk assessment to enable them to consider the financial position of the Charity. On conclusion of this work the trustees, having considered both the significant level of cash and investments held by the Charity, consider that there are no material uncertainties regarding the Charity's ability to continue as a going concern for the next 12 months.

FINANCIAL REVIEW

As at 30 September 2022 the allocation in investment portfolios stood as follows: 27.3% (2021: 29.6%) UBS discretionary portfolio, 27.1% (2021: 29.9%) Brewin Dolphin discretionary portfolio, 36.2% (40.5%) Baillie Gifford Managed B Acc, 4.7% (2021: Nil) COIF Charity Fund, and 4.7% (2021: Nil) Newton Growth and Income Fund for Charities Acc Class.

2022 was a challenging year for traditional equity and bond portfolios, with rising inflationary concerns and aggressive monetary policy driving a significant de-rating in financial assets. The Russian invasion of Ukraine added to commodity supply risk, particularly in the energy and soft commodity markets. Covid lockdowns continued to impede the Chinese economy adding to global supply concerns and economic uncertainty. Central banks, led by the Federal Reserve, aggressively raised interest rates in an attempt to tame inflation. At the same time consumer demand and leading economic indicators started to deteriorate increasing the probability of a recession. The US dollar rose +16.8% (DXY Index) adding further inflationary pressure to the international community and to emerging market economies dependent on US \$ debt.

Global Equities fell -15.5% (MSCI World Index), Government bonds fell -10.0% (Barclays Global 7-10yr Index) and Gold fell -5.5%. In contrast soft commodities and energy related commodities performed strongly, Brent oil rose +9.4%, Natural Gas rose +15.3%, and agricultural commodities rose +14.9%.

The UK appointed its fifth Prime Minister in just six years, and the political debacle of Liz Truss' fiscal plan put further pressure on the pound which fell -17.1% vs the US dollar. UK government bonds fell -20.4% significantly underperforming the debt of other developed nations. In contrast UK equities outperformed international benchmarks and the FTSE 100 actually rose +0.9% in absolute terms during the year. Outperformance of UK stocks partly reflects sterling weakness but also reflects the value skew of the UK equity market, in particular the high exposure to energy stocks (which rose +30.7% during the period) and to basic material companies which also outperformed.

All portfolios except Baillie Gifford outperformed the ARC Charities Index (the Trust's reference benchmark), which fell by -12.02% over the year. A 50:50 representative benchmark of UK bonds and equities fell -10.2% during the same period.

UBS was the strongest portfolio falling by -6.0% (2021: +20.7%), Brewin Dolphin fell by -7.3% (2021: +20.2%) and Baillie Gifford was the weakest portfolio falling -27.7% (2021: +16.7%). Since initial investment on 29th November 2021 and 11th January 2022 respectively, the COIF charity fund fell -7.1% and the Newton Charity Fund fell -7.8%.

The UBS portfolio is predominantly invested in UK assets (97% Sterling exposure) and has more exposure to value sectors which outperformed. UBS have a higher skew to value and income generating equities particularly within the energy and healthcare sectors. UBS also benefitted from its 12.8% exposure to hedge funds and real estate funds which delivered positive absolute returns during the second half of the year. The bond exposure of the UBS portfolio is limited to hedged international and UK corporate debt which outperformed gilts.

Baillie Gifford delivered the worst performance over the year, falling -27.7%. The Baillie Gifford portfolio has the highest allocation to equities (c.79%) but is focused on high growth and technology businesses which suffered disproportionately from rising interest rates, due to their long duration cashflows and more speculative valuations. Their relative growth has also deteriorated vs value stocks and they have underperformed heavily since November 2021. Baillie Gifford has maintained its strategic allocation to these assets and its overweight allocation to equities whilst other funds/ portfolios have been more adaptive.

Total interest and dividend income was £410,897 (2021: £437,294) equal to a yield of approximately 2.1% (2021: 1.8%). This is consistent with both historic levels, and the trustees' expectations. The overall value of investments fell by -18.3% (2021: rose by 15.8%) (net of fees and distributions) to £19,634,745 (2021: £24,040,256).

THE 1989 WILLAN CHARITABLE TRUST**TRUSTEES' REPORT - Year Ended 30th September 2022 (Continued)****REVIEW OF GRANT MAKING ACTIVITIES**

With effect from September 2020, the Charity entered into a new Philanthropy Agreement with The Community Foundation, who have been responsible for payments of grants (under the new agreement) and administer these from the funds held. Any monies paid to The Community Foundation under the new agreement will become an irrevocable gift. The Charity donated £703,000 (2021: £493,823) to The Community Foundation in the financial year, to be distributed in accordance with the Philanthropy Agreement.

In addition to the grant making activity outlined above, the Charity gifted an additional £93,550 (2021: £80,000) in total to the universities of Sunderland, Teesside, and Northumbria, in order to provide support to graduates seeking to fund viable, sustainable new business ventures. The Charity also invested £25,000 into Semester Student Planner Limited ("Semester") in return for 10% preferred equity share in the new business.

As detailed in the accounting policy: gifts in kind, the Charity also made effective donations totalling £34,200 (2021: £32,400) in respect of lease arrangements made with other charitable organisations to provide access to accommodation at a below market value rental.

The trustees believe the services of the Community Foundation are delivering real value in helping the trustees to identify causes consistent with the stated aims and objectives of the Charity. In addition, the trustees recognise that the administration fees paid by the Charity to the Community Foundation indirectly support the charitable purposes of the Community Foundation itself which are wholly consistent with those of the Charity.

FUNDRAISING DISCLOSURES

The Charity is required to report how it deals with fundraising from the public. The Charity does not actively fundraise and seeks to continue its support to appropriate charitable causes through the careful stewardship of its existing funds, received from the Willan family.

PLANS FOR FUTURE YEARS

The trustees do not anticipate significant changes to the structure, resources and operations of the Charity in the foreseeable future. However, to the extent that suitable charitable projects may be identified, the trustees may consider allocating a portion of the Charity's grant making capacity to providing significant support to a limited number of specific charitable projects.

STATEMENT OF TRUSTEES' RESPONSIBILITIES IN RELATION TO THE FINANCIAL STATEMENTS

The Charity's trustees are responsible for preparing the trustees' annual report and the financial statements in accordance with the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) and applicable law and regulations.

The law applicable to charities in England and Wales requires the trustees to prepare financial statements for each financial year. Under that law the trustees have elected to prepare the financial statements in accordance with Financial Reporting Standard applicable in the United Kingdom (FRS 102). The trustees must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Charity and the income and expenditure of the Charity for that period. In preparing these financial statements, the trustees are required to:

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


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

AUDITOR

Azets Audit Services Limited, trading as Azets Audit Services, were appointed as auditors to the charity following their acquisition of the trade of Tait Walker LLP, trading as MHA Tait Walker, on 1 May 2022. Azets Audit Services have indicated their willingness to stand for reappointment at the forthcoming Annual General Meeting.

Approved by the Trustees on 03 April 2023

and signed on their behalf by:

Trustee  DocuSigned by:
A Ohlsson
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Director

THE 1989 WILLAN CHARITABLE TRUST**INDEPENDENT AUDITORS' REPORT TO THE TRUSTEES Year Ended 30th September 2022****Opinion**

We have audited the financial statements of The 1989 Willan Trust (the 'charity') for the year ended 30 September 2022, comprise the Statement of Financial Activities, Balance Sheet, Statement of Cash Flows and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is United Kingdom Accounting Standards, comprising Charities SORP - FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and applicable law (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the charity's affairs as at 30 September 2022 and of its incoming resources and application of resources, including its income and expenditure, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Charities Act 2011.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the charity in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

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

Other information

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

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

We have nothing to report in this regard.

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the charity and its environment obtained in the course of the audit, we have not identified material misstatements in the Trustees' Annual Report.

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

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

Statement of trustees' responsibilities

As explained more fully in the statement of Trustees' Responsibilities in relation to the financial statements [set out on page 4], the trustees 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 charity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the trustees either intend to liquidate the charity or to cease operations, or have no realistic alternative but to do so.

THE 1989 WILLAN CHARITABLE TRUST**INDEPENDENT AUDITORS' REPORT TO THE TRUSTEES Year Ended 30th September 2022 (continued)****Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Enquiry of management and those charged with governance around actual and potential litigation and claims;
- Reviewing minutes of meetings of those charged with governance;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations; and
- Auditing the risk of management override of controls, including through testing journal entries and other adjustments for appropriateness, and evaluating the business rationale of significant transactions outside the normal course of business.

Because of the field in which the client operates, we identified the following areas as those most likely to have a material impact on the financial statements: and compliance with the Charities Act.

Owing to the inherent limitations of an audit, there is an unavoidable risk that some material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK). For instance, the further removed non-compliance is from the events and transactions in the financial statements, the less likely the auditor is to become aware of it or recognise the non-compliance.

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

Use of the report

This report is made solely to the charity trustees, as a body, in accordance with section 144 of the Charities Act 2011 and regulations made under section 154 of that Act. Our work has been undertaken so that we might state to the trustees those matters we are required to state to trustees 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 charity and its trustees as a body, for our audit work, for this report, or for the opinions we have formed.



Simon Brown BA, ACA, DChA (Senior Statutory Auditor)
For and on behalf of Azets Audit Services, Statutory Auditor
Chartered Accountant
Bulman House
Regent Centre
Gosforth
Newcastle upon Tyne
NE3 3LS

Date: 18/4/2023

Azets Audit Services is a trading name of Azets Audit Services Limited.

Azets Audit Services Limited is eligible to act as an auditor in terms of section 1212 of the Companies Act 2006.

THE 1989 WILLAN CHARITABLE TRUST**STATEMENT OF FINANCIAL ACTIVITIES - Year Ended 30th September 2022**

		Year ended 30 Sep 2022	Year ended 30 Sep 2021
	Notes	£	£
INCOME			
Income from charitable activities	2	34,200	32,400
Other incoming resources:			
Dividends and Fixed Interest (Net)	3	410,371	437,197
Deposit Interest Received		526	99
TOTAL INCOME		<u>445,097</u>	<u>469,696</u>
EXPENDITURE			
Cost of raising funds:			
Investment Portfolio Management Fees	8	59,226	70,016
Expenditure on charitable activities:			
Gift in Kind	5	34,200	32,400
Cost of Grant Making	6	838,030	598,044
TOTAL EXPENDITURE		<u>931,456</u>	<u>700,460</u>
Revaluation of Investment Property	7	-	-
Movement on Investments including Gains & Losses	8	(4,006,656)	3,508,812
NET MOVEMENT IN TRUST FUND		<u>(4,493,015)</u>	<u>3,278,048</u>
Total funds brought forward		24,443,246	21,165,198
Total funds carried forward		<u><u>19,950,231</u></u>	<u><u>24,443,246</u></u>

All activities above relate to unrestricted Funds

THE 1989 WILLAN CHARITABLE TRUST**BALANCE SHEET - At 30th September 2022**

	Notes	30 Sep 2022 £	30 Sep 2021 £
FIXED ASSETS			
Investment Property	7	248,384	248,384
Investments: Investments	8	19,634,745	24,040,256
Programme Related Investments	9	25,000	-
		<u>19,908,129</u>	<u>24,288,640</u>
CURRENT ASSETS			
Accrued bank interest income		263	-
Cash at Bank		232,939	160,306
		<u>233,202</u>	<u>160,306</u>
CURRENT LIABILITIES			
CREDITORS : Amounts Falling Due Within One Year	10	191,100	5,700
		<u>191,100</u>	<u>5,700</u>
NET CURRENT ASSETS			
		<u>42,102</u>	<u>154,606</u>
NET ASSETS			
		<u>19,950,231</u>	<u>24,443,246</u>

TRUST FUND	(Page 7)	<u>19,950,231</u>	<u>24,443,246</u>
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The financial statements were approved by the Trustees on 03 April 2023

and signed on their behalf by:

Trustee
Willan Trustee Limited

DocuSigned by:

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A Ohlsson
Director

DocuSigned by:

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F A Chapman
Director

THE 1989 WILLAN CHARITABLE TRUST**STATEMENT OF CASH FLOWS - At 30th September 2022**

	Notes	30 Sep 2022 £	30 Sep 2021 £
OPERATING ACTIVITIES:			
Net Movement in Trust Fund		(4,493,015)	3,278,048
Adjusted for			
Movement on investments including gains and losses	8	4,006,656	(3,508,812)
Decrease in debtors		(263)	-
Increase in creditors	10	185,400	180
Net Cash Outflow from Operating Activities		(301,222)	(230,584)
INVESTING ACTIVITIES:			
Dividends and fixed interest	8	(410,371)	(437,197)
Purchase of investments	8	(2,000,000)	-
Investment management fees	8	59,226	70,016
Transfers from Portfolios	8	2,750,000	600,000
Purchase of Programme Related Investment	9	(25,000)	-
Net Cash Inflow from Investing Activities		373,855	232,819
INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS		72,633	2,235
CASH AND CASH EQUIVALENTS AT 1 OCTOBER		160,306	158,071
CASH AND CASH EQUIVALENTS AT 30 SEPTEMBER		232,939	160,306

THE 1989 WILLAN CHARITABLE TRUST**NOTES TO THE FINANCIAL STATEMENTS - Year Ended 30th September 2022****1. ACCOUNTING POLICIES****- Accounting Convention -**

The financial statements have been prepared in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with Financial Reporting Standard applicable in the United Kingdom (FRS 102) - (Charities SORP (FRS 102)), the Financial Reporting Standard applicable in the United Kingdom (FRS 102) and the Charities Act 2011.

The 1989 Willan Charitable Trust (the "Trust", or "Charity") meets the definition of a public benefit entity under FRS 102. Assets and liabilities are initially recorded at historical cost or transaction value unless otherwise stated in the relevant accounting policy notes. The financial statements are prepared in sterling, which is the functional and presentational currency of the entity.

- Investment Property -

Property is shown at its fair value, which is taken to equal its market value, as estimated by the trustees. Any gain or loss on revaluation is taken to the Statement of Financial Activities. Property is held for the benefit of UK Registered Charities and the trustees do not receive commercial rent but account for the value of the commercial rent as rental income and as charitable donation. As property is held for long term capital gain and does not contribute to the net income of The 1989 Willan Charitable Trust, the trustees believe that it is not therefore appropriate to charge depreciation.

- Investments -

Investments are stated at their fair value, which is taken to equal the closing mid-market value as at 30th September 2022, net of any accrued management fees payable. Any gain or loss on revaluation is taken to the Statement of Financial Activities.

- Programme Related Investments ("PRIs") -

PRIs are separately held from the Charity's other investments and are held at net recoverable cost. The PRIs represent loans and equity Investments made by the Charity into new start-up companies with the potential to increase economic activity and employment in the North East of England. At each year end, the trustees assess the likelihood of recovery and provide against these investments, reducing the value of the investments. Where PRIs are impaired at the year end, the Charity charges 'charitable activities' within resources expended. Where a gain is made upon disposal of a PRI, then the gain is reported under 'other incoming resources'.

- Debtors-

Trade and other debtors are recognised at the settlement amount due after any trade discount offered. Prepayments are valued at the amount prepaid net of any trade discounts due.

- Cash at bank and in hand-

Cash at bank and in hand includes cash and short term highly liquid investments with a short maturity of three months or less from the date of acquisition or opening of the deposit or similar account.

- Creditors and provisions-

Creditors and provisions are recognised where the Charity has a present obligation resulting from a past event that will probably result in the transfer of funds to a third party and the amount due to settle the obligation can be measured or estimated reliably. Creditors and provisions are normally recognised at their settlement amount after allowing for any trade discounts due.

- Taxation-

The Charity is exempt from tax on income and gains falling within section 505 of the Taxes Act 1988 or section 252 of the Taxation of Chargeable Gains Act 1992 to the extent that these are applied to its charitable objects.

- Income-

Income is recognised when the Charity has entitlement to the funds, any performance conditions attached to the item of income have been met, it is probable that the income will be received and the amount can be measured reliably.

Income from government and other grants, whether 'capital' grants or 'revenue' grants, is recognised when the Charity has entitlement to the funds, any performance conditions attached to the grants have been met, it is probable that the income will be received and the amount can be measured reliably and is not deferred.

Interest receivable is recognised on a receivable basis, when the amount can be measured reliably - this is normally upon notification of the interest paid or payable by the bank.

- Investments Income-

Investment income is accounted for in the period in which the Charity is entitled to receipt.

THE 1989 WILLAN CHARITABLE TRUST**NOTES TO THE FINANCIAL STATEMENTS - Year Ended 30th September 2022****1. ACCOUNTING POLICIES (continued)****- Gift in Kind-**

Income from commercial trading activities is recognised as earned (as the related goods and services are provided) and as the rental and service charge falls due. Income regarded as "Rental Income from Properties" is included as a gift in kind based on the market rental value of each property. This is due to the Charity entering into lease arrangements with charitable organisations to provide accommodation to those organisations at below market rental and often for £Nil consideration.

The trustees recognise that in doing so, these type of transactions continue to further their Charity's objectives and are similar to the Charity providing donations to these other charitable organisations. As a result the trustees have recorded the market value of the property rental as "Income from Charitable Activities - Rental Income from Properties" and an identical charge included as a "Gift in Kind" as part of Resources Expended in the Statement of Financial Activities ("SOFA"). This has a £Nil impact on the reported result for the year, but recognises both the income that would be otherwise received and the effective donation made. This treatment does not impact upon the basis for holding these properties, for their capital gain potential rather than their social purpose.

- Expenditure-

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

- Costs of raising funds are those costs of investments management fees, together with their associated support costs.
- Expenditure on charitable activities includes the costs associated with the provision of grant making and include both the direct costs and support costs relating to the activities of the Charity.
- Other expenditure represents those items not falling into any other heading.

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

- Donations to the Community Foundation -

With effect from September 2020, the Charity has entered into a new Philanthropy Agreement with The Community Foundation, who will be responsible for payments of grants (under the new agreement) and will administer these from the funds held. Any monies paid to The Community Foundation under the new agreement will become an irrevocable gift. Donations to The Community Foundation are recognised within the cost of grant making in the Statement of Financial Activities.

- Fund Accounting -

The trustees have adopted an absolute return approach to investment, aiming to generate (and distribute) a real return on the Charity's assets averaging 3-4% per annum over the economic cycle. The Trust Deed makes no material distinction between the distribution of capital and the distribution of income and hence the balance of the Trust Fund is not segregated between them.

- Going Concern -

The trustees have reviewed activities and prepared a risk assessment to enable them to consider the financial position of the organisation in light of the ongoing situation in relation to the Covid-19 virus, and the conflict involving Ukraine and Russia. On conclusion of this work the trustees, having considered the significant level of cash and investments held by the Charity, consider that there are no material uncertainties regarding the Charity's ability to continue as a going concern for the next 12 months. The financial statements have been prepared on a going concern basis.

2. INCOME FROM CHARITABLE ACTIVITIES

	30 Sep 2022 £	30 Sep 2021 £
Rental income from properties	34,200	32,400

3. INVESTMENT INCOME

	30 Sep 2022 £	30 Sep 2021 £
UK Equities	262,990	270,077
UK Fixed Interest	10,461	6,931
UK Unit Trusts	48,714	49,215
Non UK Equities	38,280	55,477
Non UK Unit Trusts	16,686	51,309
Non UK Fixed Interest	29,473	272
Alternative Investments	3,767	3,916
	<u>410,371</u>	<u>437,197</u>

4. TRUSTEES' REMUNERATION

No salaries or wages have been paid to employees, including the members of the committee during the year (2021: None).

THE 1989 WILLAN CHARITABLE TRUST**NOTES TO THE FINANCIAL STATEMENTS - Year Ended 30th September 2022****5. GIFTS IN KIND**

	30 Sep 2022 £	30 Sep 2021 £
Rental donations	34,200	32,400

6. COST OF GRANT MAKING

	30 Sep 2022 £	30 Sep 2021 £
Donations to The Community Foundation	703,000	493,823
Donations to Universities	93,550	80,000
Prior Year Donations Returned	-	(6,200)
Administration fees	35,150	24,691
Audit and Accountancy fees	6,300	5,700
Bank charges	30	30
	<u>838,030</u>	<u>598,044</u>

Analysis of Donations to Universities:-

	£	£
Teesside University	30,250	30,000
Sunderland University	31,000	30,000
Northumbria University	32,300	20,000
	<u>93,550</u>	<u>80,000</u>

As detailed in Note 7 the Trust owns property which is let to registered charities at peppercorn rent. The commercial value of the rental for the period was approximately £34,200 (2021: £32,400). These amounts have been shown as rental income and as donations in kind. A full listing of grants awarded is available on request from The Community Foundation at the address listed on page 1.

7. INVESTMENT PROPERTY

	Held for long term 30 Sep 2022 £	Held for long term 30 Sep 2021 £
Summary		
Cost or valuation at beginning of period	248,384	248,384
Disposals	-	-
Transfer to held for sale	-	-
Revaluations in year	-	-
Cost or valuation at end of period	<u>248,384</u>	<u>248,384</u>

	Held for long term 30 Sep 2022 £	Held for long term 30 Sep 2021 £
By property -		
15 Taylor Street, Blyth, Northumberland NE24 5NA	34,666	34,666
77 Vine Street, South Shields, Tyne & Wear NE33 4RG	49,195	49,195
15 Chichester Road, South Shields, Tyne & Wear NE33 4AA	50,661	50,661
96 Northbourne Street, Gateshead, Tyne & Wear NE8 4AH	53,420	53,420
100 Hallside Road, Blyth, Northumberland, NE24 5PF	60,442	60,442
	<u>248,384</u>	<u>248,384</u>

All of the above properties are freehold apart from 96 Northbourne Street which is leasehold.

The trustees believe the market value of the properties held for the long term, are equal to their historic cost of £248,384 (2021: £248,384).

15 Taylor Street was purchased on 17th June 2014 and was let from 20th August 2014 to a registered charity for a peppercorn rent. The commercial value of the rent for 15 Taylor Street is approximately £6,360 per annum (2021: £6,000).

77 Vine Street, 15 Chichester Road, and 96 Northbourne Street were purchased on 11th September 2014, 26th September 2014 and 11th August 2014 respectively and are let to a registered charity for a peppercorn rent. The commercial value of the rent for these properties is approximately £20,760 per annum (2021: £19,680).

THE 1989 WILLAN CHARITABLE TRUST**NOTES TO THE FINANCIAL STATEMENTS - Year Ended 30th September 2022****7. INVESTMENT PROPERTY (continued)**

100 Hallside Road, was purchased on 12th November 2014 and was let from 4th February 2015 to a registered charity for a peppercorn rent. The commercial value of the rent for 100 Hallside Road is approximately £7,080 per annum (2021: £6,720).

The title deeds of the properties are currently held in the name of Willan Properties No1 Limited, Willan Properties No2 Limited and Willan Trustee Limited as the Charity is unincorporated and is not able to hold property directly. All three companies are controlled by the trustees of the Charity (Willan Trustee Limited being a trustee directly) and therefore have taken the view that the properties are beneficially owned by the Charity.

8. INVESTMENTS

	30 Sep 2022 £	30 Sep 2021 £
Market value at beginning of year	24,040,256	20,764,263
Income	410,371	437,196
Additions	2,000,000	-
Expenses	(59,226)	(70,016)
Withdrawals	(2,750,000)	(600,000)
Movement on investments including gains and losses	(4,006,656)	3,508,813

Market value at year end	19,634,745	24,040,256
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Held as follows:-

	£	£
UK Equities	12,777,672	15,186,433
UK Fixed Interest	1,334,985	1,552,786
Non UK Equities	3,354,474	3,677,456
Non UK Unit Trusts	-	1,409,467
Non UK Fixed Interest	113,282	202,720
Alternative Investments	1,620,607	1,380,829
Investment Dealing Accounts	452,985	656,166
Accrued Management Fees	(19,260)	(25,601)
	19,634,745	24,040,256

Held by:-

	Portfolio Turnover (%)	£	£
Brewin Dolphin Newcastle - Discretionary portfolio	27.01%	5,321,852	7,126,864
UBS AG Newcastle - Discretionary portfolio	36.88%	5,358,953	7,087,238
Baillie Gifford - investment portfolio	N/A	7,102,187	9,826,154
CCLA Investment Managers - COIF Charity Fund	N/A	929,540	-
BNY Mellon - Newton Growth and Income Fund for Charities	N/A	922,213	-
		19,634,745	24,040,256

Investment portfolios are managed by Brewin Dolphin Newcastle, UBS AG Newcastle, Baillie Gifford, CCLA Investment Management Limited, and BNY Mellon Investment Managers Limited. At 30th September 2022, the portfolios did not include any individual investments whose market value was greater than 5% of the market value of the total (2021: None).

	30 Sep 2022 £	30 Sep 2021 £
Historic Cost	17,160,444	16,862,731

9. PROGRAMME RELATED INVESTMENTS

	30 Sep 2022 £	30 Sep 2021 £
<u>Cost</u>		
As at 1 October	25,000	25,000
Additions - Semester Student Planner Limited	25,000	-
As at 30 September	50,000	25,000
<u>Impairment</u>		
As at 1 October - Komotion Limited	(25,000)	(25,000)
Impairment	-	-
As at 30 September	(25,000)	(25,000)
<u>Carrying Value</u>		
Programme Related Investment Balances as at 30 September	25,000	-

THE 1989 WILLAN CHARITABLE TRUST**NOTES TO THE FINANCIAL STATEMENTS - Year Ended 30th September 2022****9. PROGRAMME RELATED INVESTMENTS (*continued*)**

In 2018, the Charity made an equity investment in Komotion Limited, a new start-up company with the potential to increase economic activity and employment in the North East of England. As at 30 September 2018, the Trustees were of the opinion that the investment should be fully impaired given its early stage development. Having reviewed the Programme Related Investment ("PRI") position at 30 September 2022, the Trustees have agreed the investment should remain fully impaired.

In July 2022, the Charity invested in Semester Student Planner Limited ("Semester"), a start-up company established by Teesside University graduates, which focuses on the mental health of students and university employees, which has the potential to increase economic activity and employment. The Charity invested £25,000 in return for 20 preference shares; equating to 10% preferred equity, with an additional £25,000 (a further 10% preferred equity, being 25 preference shares) agreed, to be drawn at the request of Semester. Given the early-stage of the start-up, proximity of this investment to the year end, and the viable business model which is currently cash-generating, the Trustees consider cost to be a reasonable approximation of fair value for this investment.

10. CREDITORS: Amounts Falling Due Within One Year

	30 Sep 2022 £	30 Sep 2021 £
Grants payable - The Community Foundation	184,800	-
Audit fee	6,300	5,700
	<u>191,100</u>	<u>5,700</u>

11. TRUST FUND

The trustees have adopted an absolute return approach to investment, aiming to generate (and distribute) a real return on the Charity's assets averaging 3-4% per annum over the economic cycle. The Trust Deed makes no material distinction between the distribution of capital and the distribution of income and hence the balance of the Trust Fund is not segregated between them.

12. ANALYSIS OF NET ASSETS BETWEEN FUNDS

	Tangible Fixed Assets £	Investments £	Net Current Assets £	Total £
Unrestricted Funds	<u>248,384</u>	<u>19,659,745</u>	<u>42,102</u>	<u>19,950,231</u>

13. RELATED PARTY TRANSACTIONS

Mr A Ohlsson, trustee, is a director of Carlton Management Services Limited, the company providing the accounting and administrative services to the Charity. There was no charge made in respect of such services in 2022 or 2021, and no outstanding balances at the year end.

Mr A Ohlsson and Mr A Chapman, trustees, are directors of Somerston Ventures Limited, a company who also hold a 5% equity share in Komotion Limited.

14. CAPITAL COMMITMENTS

The Charity has no capital commitments at the year end (2021: None).

15. CONTINGENT LIABILITIES

The Charity has no contingent liabilities at the year end (2021: None).

16. ULTIMATE CONTROLLING PARTY

In the opinion of the trustees there is no ultimate controlling party other than the trustees.

17. EVENTS AFTER THE REPORTING PERIOD

There were no events or conditions which took place after the reporting date, to the date of approval of these financial statements, which were significant enough to warrant disclosure in these financial statements.